



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

FSD CAUSE NO.: 4 OF 2025 (DDJ)

**IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)
AND IN THE MATTER OF TAI PING SHAN LIMITED**

WINDING UP PETITION

To the Grand Court

The humble petition of Arrakis Capital Limited, a company incorporated under the laws of the Cayman Islands (the **Petitioner**) whose registered office is situated at 71 Fort Street, PO Box 500, George Town, Grand Cayman KY1-1106, Cayman Islands, shows that:

1. The Petitioner presents this petition for the winding up of Tai Ping Shan Limited (the **Company**) and the appointment of Mitchell Mansfield of Kroll (Cayman) Ltd., Chi Lai Man Jocelyn and Li Hang Chun (also known as Jonathan Li) of Kroll (HK) Limited (being foreign practitioners) as joint official liquidators.
2. The Petitioner is a creditor of the Company and seeks the winding up of the Company pursuant to section 92(d) of the Companies Act (2023 Revision) (as amended) (the **Company Act**) on the basis that the Company is unable to pay its debts.

The Company and its business

3. The Company is an exempted limited company incorporated under the laws of the Cayman Islands on 4 December 2020 with registration number 368822. The registered office of the

Company is situated at c/o Silverside Management Ltd, Ground Floor, Citrus Grove, 106 Goring Avenue, PO Box 31489, Cayman Islands.

4. The Company operated an over the counter cryptocurrency trading desk.

The Petitioner

5. The Petitioner is an exempted limited company incorporated under the laws of the Cayman Islands with its registered office at 71 Fort Street, PO Box 500, George Town, Grand Cayman KY1-1106, Cayman Islands.

The Debt

6. The Company owes the Petitioner a debt of US\$6,392,859.01 (**Debt**). The liability has arisen in connection with a loan advanced by the Petitioner to the Company on or around 10 June 2022.
7. On 2 December 2024, the Petitioner served a statutory demand (**Statutory Demand**) in the form prescribed by the Companies Winding Up Rules, 2018 (the **CWR**) on the Company at its registered office demanding payment of the Debt.
8. Pursuant to CWR Order 2, rule 2(6), the Statutory Demand included a statement that if payment was not made within 21 days of the date upon which it was served on the Company, the Company would be deemed to be insolvent and a winding up petition may be presented against the Company in accordance with section 92(d) of the Companies Act.
9. On 19 December 2024, the Company's attorneys, Forbes Hare (Hong Kong) LLP (**Forbes Hare**), wrote to the Petitioner's Cayman Islands attorneys, Appleby (Cayman) Ltd, in respect of the statutory demand (**FH Letter**). In the FH Letter, Forbes Hare stated:

"[The Company] *does not dispute its liability for the debt demanded. However, it is unable to pay the debt from its immediately available assets.*"

10. Accordingly, the Company admits that the Debt is undisputed and that it is insolvent on a cashflow basis and cannot pay its debts (including the Debt) as they fall due.
11. The Debt has not been discharged either in full or in part. Accordingly, the Debt remains outstanding in full as of the date of presentation of this Petition, and the Petitioner is a creditor of the Company in respect of the Debt (amongst other amounts).

Grounds for Winding Up

12. The Company is unable to pay its debts within the meaning of section 92(d) of the Companies Act and is liable to be wound up. Specifically:

- (a) based on the Company's failure to satisfy the Statutory Demand or otherwise make arrangements for the payment of the Debt, the Company is deemed to be unable to pay its debts pursuant to section 93(a) of the Companies Act; and
- (b) further or alternatively, it is clear from (i) the Company's failure to pay the Debt, (ii) the Company's admission of the Debt in the FH Letter (paragraph 9 above) and (iii) the express acknowledgement by Forbes Hare in the FH Letter that the Company is unable to pay its debts (including the Debt) as they fall due, that the Court may be satisfied under section 93(c) of the Companies Act that the Company is cashflow insolvent and is unable to pay its debts.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

- (1) The Company be wound up in accordance with the Companies Act.
- (2) Mitchell Mansfield of Kroll (Cayman) Ltd., Chi Lai Man Jocelyn and Li Hang Chun (also known as Jonathan Li) of Kroll (HK) Limited be appointed as joint official liquidators of the Company (the **JOLs**).
- (3) The JOLs shall not be required to give security for their appointment.
- (4) The JOLs have the power to act jointly and severally in their capacity as liquidators of the Company.
- (5) The JOLs be authorised to take any such action as may be necessary or desirable to obtain recognition of the JOLs and/or their appointment in any other relevant jurisdiction and to make applications to the courts of such jurisdictions for that purpose.
- (6) The JOLs be authorised to exercise the following powers listed in Part I of Schedule 3 to the Companies Act and section 110(2) thereof, without function sanction or intervention of the Court:
 - a. The power to bring or defend any action or other legal proceeding in the name and on behalf of the Company.
 - b. The power to carry on the business of the Company so far as may be necessary for its beneficial winding up.
 - c. The power to engage staff (whether or not as employees of the Company) to assist that person in the performance of that person's functions.
 - d. The power to engage attorneys and other professionally qualified persons to assist that person in the performance of that person's functions.
- (7) The JOLs be authorised to exercise any of the powers listed in Part II of Schedule 3 to the Companies Act and section 110(2) thereof, without further sanction or intervention of the Court.

- (8) The JOLs be authorised to do any act or thing considered by them to be necessary or desirable in connection with the liquidation of the Company and the winding up of its affairs in the Cayman Islands or elsewhere.
- (9) The JOLs be at liberty to appoint such counsel, attorneys, professional advisors, whether in the Cayman Islands or elsewhere, as they may consider necessary to advise and assist them in the performance of their duties in accordance with CWR Order 25 and on such terms as they may think fit and to remunerate them out of the assets of the Company.
- (10) No disposition of the Company's property by or with the authority of the JOLs in carrying out their duties and function and exercise of their powers under this Order shall be voided by virtue of section 99 of the Companies Act.
- (11) Subject to section 109(2) of the Companies Act and the Insolvency Practitioner's Regulations (2023 consolidation) (as amended), the JOLs be authorised to render and pay invoices out of the assets of the Company for their own remuneration.
- (12) The JOLs be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties and, for the avoidance of doubt, all such payments shall be made as and when they fall due out of the assets of the Company as an expense of the liquidation.
- (13) The Petitioner's costs shall be paid out of the assets of the Company as an expense of the liquidation, such costs to be taxed if not agreed with the JOLs.
- (14) Such further or other relief be granted as the Court deems appropriate.

Dated this 7th day of January, 2025

Filed this 15th day of January, 2025



Appleby (Cayman) Ltd.
Attorneys-at-Law for the Petitioner

TIME ESTIMATE: The estimated length of the hearing of this Petition is one hour.

NOTE: This petition is intended to be served on the Company at its registered office.

This **Petition** is presented by Appleby (Cayman) Ltd, Attorneys-at-Law for the Petitioner, whose address for service is 9th Floor, 60 Nexus Way, PO Box 190, Camana Bay, Grand Cayman, Cayman Islands KY1-1104 (Ref. 455368.0001)

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman on 27 February 2025 at 10.00am.

Any correspondence or communication with the Court relating to the hearing of this Petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone no. 349 949 4296.