



**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

**FINANCIAL SERVICES DIVISION**

**CAUSE NO. FSD    OF 2025 (   )**

**IN THE MATTER OF SECTION 22 OF THE EXEMPTED LIMITED PARTNERSHIP  
ACT (2025 REVISION)**

**BETWEEN:**

**VISIONARY**

**Plaintiff**

**- and -**

**NBC CAPITAL MANAGEMENT CO. LTD**

**Defendant**

---

**ORIGINATING SUMMONS**

---

**TO:**    NBC CAPITAL MANAGEMENT CO. LTD of Ogier Global (Cayman) Limited, 89  
Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands.

**LET THE DEFENDANT** attend before the Honourable Judge in Chambers, at the Law  
Courts, George Town, Grand Cayman on \_\_\_\_\_ 2026, at \_\_\_\_\_ am/pm  
on the hearing of this Summons filed by Visionary of Sertus Incorporations (Cayman)  
Limited, Sertus Chambers, Governors Square, Suite # 5-204, 23 Lime Tree Bay Avenue,

P.O. Box 2547, Grand Cayman, KY1-1104, Cayman Islands, which seeks the following orders and relief:

1. Within 14 days of the date of an Order of this Court, the Defendant shall provide and/or produce to the Plaintiff true and full information regarding the state of the business, affairs and financial condition of NB Digital Evergreen Investment Limited Partnership (the "**Fund**") by reference to the information and documents (as particularized in Schedule 1) sought by the Plaintiff in its request for information made pursuant to section 22 of the Exempted Limited Partnership Act (2025 Revision)
2. An order that the Defendant pay the Plaintiff's costs of and occasioned by this Summons, to be taxed if not agreed.
3. Such further or other relief as the Court thinks fit.
4. Liberty to apply

**AND LET THE DEFENDANT**, within 14 days after service of this Summons on the Defendant, counting the day of service, return the accompanying Acknowledgment of Service to the Courts office, P.O. Box 495G, George Town, Grand Cayman. If the Defendant does not acknowledge service, such judgment may be given or order made against or in relation to the Defendant as the Court may think just and expedient.

**DATED** this 15<sup>th</sup> day of December 2025

*Conyers Dill & Pearman LLP*

---

**Conyers Dill & Pearman LLP**  
**Attorneys-at-Law for the Plaintiff**

**NOTES:-**

- (1) This Summons may not be served later than 4 calendar months (or, if leave is required to effect service out of the jurisdiction, 6 months) beginning with the above date unless renewed by order of the Court.
- (2) If a defendant does not attend personally or by his attorney at the time and place above-mentioned such order will be made as the Court may think just and expedient.

**IMPORTANT**

Directions for Acknowledgment of Service are given with the accompanying form.

This Originating Summons was issued by Conyers Dill & Pearman LLP, Attorneys-at-Law for and on behalf of the Plaintiff herein whose address for service is Second Floor, SIX, Cricket Square, PO Box 2681, George Town, Grand Cayman, KY1-1111

## **SCHEDULE 1**

The Defendant is to provide the following information/documents, current to the latest practicable date and, where relevant, on a rolling basis from 1 January 2024 to present. Where items are unaudited or redacted for sensitivity, the Defendant shall state so expressly and ensure the package remains reconcilable to source records.

For each production, the Defendant shall provide documents in chronological, searchable PDF format, with a concise index. Where the Defendant contends that any item is not required or not available, identify the specific basis and the steps taken to locate or generate the information.

The abbreviations and definitions used in the Affirmation of Chang Shih Jung are adopted here for ease of reference.

### **1. Current investments and cash**

- a. A dated schedule of all Fund assets and liabilities, including number and class of Marketingforce shares beneficially owned by the Fund;
- b. A dated schedule of all Fund assets and liabilities, including any other portfolio investments (equity, debt or temporary investments), with cost, fair value, and holding location;
- c. A dated schedule of all Fund assets and liabilities, including cash and cash equivalents by account, currency and balance.

### **2. Custody and broker positions; trade-level records for Marketingforce**

- a. Custodian/CCASS/broker position statements for all accounts through which Marketingforce shares are held or traded (IPO to present), at month-end and the latest practicable date.
- b. Broker statements and trade confirmations (together with settlement advices) for any Marketingforce disposals or acquisitions since 1 January

2024, evidencing dates, quantities, prices, counterparties and settlement accounts.

**3. Bank and administrator cash evidence; sources and uses**

- a. Bank statements for all Fund operating, custody and trading accounts (1 January 2024 to present).
- b. Administrator cash reconciliations tying opening cash, receipts (including any sale proceeds), payments (fees, expenses, carry, investments), and ending cash.
- c. A sources-and-uses statement for the same period identifying subscriptions, realisations, expenses (by category and payee), carried interest (if any), reserves, temporary investments, and any distributions.

**4. NAV and valuation support**

- a. The most recent NAV package and prior interim NAVs since 1 January 2024, including pricing sources, valuation memos, level classifications, and any external valuation reports.
- b. If no interim NAVs are struck, the GP's management valuation summaries for Marketingforce and any other holdings, with methodology and inputs.

**5. Capital accounts and waterfall**

- a. The LP's capital account statements for 2021–2025 with a roll-forward to the latest practicable date, showing contributions, allocations, unrealised/realised P&L, fee accruals, and distributions.
- b. If any Distributable Cash has been generated since lock-up expiry, a calculation of Available Assets and the application of the closing-specific waterfall, including any reserves retained and the basis therefor.

**6. Governance materials: investment period and reinvestment**

- a. Documentary evidence that Mr. Shih Jung Chang executed and returned to the GP a Closing Notice on 30 April 2021, together with a written explanation for why Mr. Chang was required to sign two Closing Notices and the circumstances giving rise to the issuance of both notices.
  - i. It is noted that there is a significant discrepancy between two executed versions of the Closing Notice in the LP's possession. Each of the Notices is dated 26 March 2021 and signed by the LP; however, one version of the Notice provides for a Closing Date of 26 March 2021 (i.e. the date of the Notice) and the other a Closing Date of 30 April 2021. Please therefore produce the evidence requested above.
- b. The 8 January 2024 GP Resolutions and any minutes, board papers or IC materials documenting the GP's consideration of extending the LP's investment period, the reasons relied upon, and the scope of any extension.
- c. Copies of any notices to the LPs regarding investment period status or extension.
- d. Records of any reinvestment/recycling determinations since 1 January 2024, including authorisations, limits, timing, and how any redeployment complies with the LPA and the LP's Closing Notice (including any recycling cap/period). Drafts or internal deliberative materials do not need to be produced, unless they were treated as Fund records or paid for by the Fund.

**7. Lock-up undertakings; listing-related constraints and waivers**

- a. Executed lock-up undertakings to which the Fund is a party (including the 3 May 2024 undertakings referenced in public materials), and any waivers, consents or releases.
- b. Any correspondence with underwriters/issuers regarding trading windows or constraints.

**8. HKEX substantial shareholder filings; reconciliation and corrections**

- a. A reconciliation tying the Fund's beneficial holdings and any trades to each substantial shareholder filing made by or on behalf of the Fund and by Mr Zhu Zhengguo (Jonathan Zhu) since listing.
- b. Identification of any discrepancies between those filings and internal records, an explanation of the cause, and evidence of corrective filings made or proposed to be made.

**9. Compliance with Private Funds Act requirements**

- a. Identification of the Fund's current service providers for valuation, safekeeping of assets and cash monitoring; copies of their engagement letters; and confirmations of compliance for 2023–2025 year-to-date (for example, administrator attestations or SOC reports), if available.

**10. Fees, expenses and related parties**

- a. A register of fees and expenses charged or accrued since 1 January 2024, identifying payees, amounts, descriptions, and any related-party relationships.
- b. Copies of any advisory, management or side agreements in force with the GP or its affiliates that relate to the LP's closing or Marketingforce position (if any), together with any amendments.

**11. Distributions and in-specie considerations**

- a. The GP's current position on timing and form of distributions, including any proposal to distribute in specie and the legal/valuation basis that would be relied upon.
- b. If any in-specie distribution is contemplated, identification of the assets proposed, evidence they are held in the Fund's portfolio as at any distribution date, and contemporaneous valuation support.

**12. Auditor communications**

- a. Communications with the auditors relating to 2023–2024 audits that address disposals, valuation, subsequent events, going concern, or regulatory compliance

**DIRECTIONS FOR ACKNOWLEDGMENT OF SERVICE**  
**OF ORIGINATING SUMMONS**

The accompanying form of Acknowledgment of Service should be completed by an Attorney acting on behalf of the Defendant or by the Defendant if acting in person. After completion it must be delivered or sent by post to the Law Courts, P.O. Box 495G, George Town, Grand Cayman KY1-1104.

**Notes for Guidance**

1. Each Defendant (if there are more than one) is required to complete an Acknowledgment of Service and return it to the Courts Office.
2. If you wish to defend claims made in the originating summons, or intend to attend the proceedings and to participate in them so far as necessary (although not necessarily in an adversarial manner) you should tick the "Yes" box in paragraph 2 of the acknowledgment of service.
3. For the purpose of calculating the period of 14 days for acknowledging service, a writ served on the Defendant personally is treated as having been served on the day it was delivered to him.
4. Where the Defendant is sued in a name different from his own, the form must be completed by him with the addition in paragraph 1 of the words "sued as (the name stated on the Originating Summons)".
5. Where the Defendant is a FIRM and an attorney is not instructed, the form must be completed by a PARTNER by name, with the addition in paragraph 1 of the description "Partner in the firm of (.....)" after his name.
6. Where the Defendant is sued as an individual TRADING IN A NAME OTHER THAN HIS OWN, the form must be completed by him with the addition in paragraph 1 of the description "trading as (.....)" after his name.
7. Where the Defendant is a LIMITED COMPANY the form must be completed by an Attorney or by someone authorised to act on behalf of the Company, but the Company can take no further step in the proceedings without an Attorney acting on its behalf.
8. Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian ad litem.
9. A Defendant acting in person may obtain help in completing the form at the Courts Office.

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD    OF 2025 (   )

IN THE MATTER OF SECTION 22 OF THE EXEMPTED LIMITED PARTNERSHIP  
ACT (2025 REVISION)

BETWEEN:

VISIONARY

Plaintiff

- and -

NBC CAPITAL MANAGEMENT CO. LTD

Defendant

---

**ACKNOWLEDGMENT OF SERVICE OF  
ORIGINATING SUMMONS**

---

If you intend to instruct an Attorney to act for you, give that Attorney this form **IMMEDIATELY**.

Important. Read the accompanying directions and notes for guidance carefully before completing this form. If any information required is omitted or given wrongly, **THIS FORM MAY HAVE TO BE RETURNED**

---

1. State the full name of the Defendant by whom or on whose behalf the service of the Originating Summons is being acknowledged

---

2. State whether the Defendant intends to contest or otherwise participate in the proceedings (tick appropriate box) ☐ YES ☐ NO

---

Service of the Originating Summons is acknowledged accordingly

(Signed) \_\_\_\_\_

[Attorney] for: \_\_\_\_\_

Address for service:

Notes on address for service

Attorney: where the Defendant is represented by an attorney, state the attorney's place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, he must give his post office box number and the physical address of his residence or, if he does not reside in the Cayman Islands, he must give an address in Grand Cayman where communications for him should be sent. In the case of a limited company, "residence" means its registered principal office.

**Please complete overleaf**

Indorsement by Plaintiff's Attorney (or by plaintiff if suing in person) of his or her name, address and reference, if any, in the box below.

Conyers Dill & Pearman LLP  
SIX, Cricket Square  
PO Box 2681  
George Town  
Grand Cayman KY1-1111

Indorsement by the Defendant's Attorney (or by the defendant if suing in person) of his or her name, address and reference, if any, in the box below.

|  |
|--|
|  |
|--|