

LATHAM & WATKINS LLP  
330 North Wabash Avenue, Suite 2800  
Chicago, Illinois 60611  
Telephone: (312) 876-7700  
Facsimile: (312) 993-9767  
Caroline A. Reckler

- and -

885 Third Avenue  
New York, NY 10022-4834  
Telephone: (212) 906-1200  
Facsimile: (212) 751-4864  
Julian E. Bulaon (*pro hac vice* pending)

Attorneys for Man Chun So  
as Petitioner and Foreign Representative

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	)	Chapter 15	
	)		
Shanghai Huaxin Group (Hongkong) Limited	)	Case No.	19-11482 (JLG)
(in Liquidation),	)		
	)		
Debtor in a Foreign Proceeding.	)		
_____			

**VERIFIED PETITION FOR RECOGNITION OF FOREIGN MAIN  
PROCEEDING, SUPPLEMENTING “VOLUNTARY PETITION” DOCKET NO. 1,  
AND MOTION FOR RELATED RELIEF PURSUANT TO SECTIONS 105(A),  
1507(A), 1509(B)(2)-(3), AND 1525(A) OF THE BANKRUPTCY CODE**

Man Chun So (the “Petitioner”) of PricewaterhouseCoopers Limited, duly appointed by a March 25, 2019 order (the “Order of Appointment of Liquidators”) of the High Court of the Hong Kong Special Administrative Region Court of First Instance (the “Hong Kong Court”) as one of the joint and several liquidators (the “Liquidators”) of the Shanghai Huaxin Group (Hongkong) Limited (in Liquidation) (the “Debtor”), a company incorporated under the laws of Hong Kong with registered number 1169022, and declared as authorized to act by a March 6, 2019 order

(the “Sanction Order”) of the Hong Kong Court as the foreign representative in connection with the compulsory winding up of the Debtor ordered by the Hong Kong Court on September 3, 2018 (the “Winding Up Order” and the foreign proceeding related thereto, the “Hong Kong Proceeding”), acting in such capacity and by and through his undersigned counsel, respectfully submits this verified petition in furtherance of the voluntary petition for relief under chapter 15 of Title 11 of the United States Code (the “Bankruptcy Code”) filed concurrently herewith (together herewith, the “Petition”) for entry of an order (i) recognizing the Hong Kong Proceeding as a foreign main proceeding pursuant to sections 1515 and 1517 of the Bankruptcy Code, (ii) granting related relief pursuant to section 1520 of the Bankruptcy Code, and (iii) granting further relief pursuant to sections 105(a), 1507(a), 1509(b)(2)-(3), and 1525(a) of the Bankruptcy Code (the “Recognition Order”). In support of the Petition, the Petitioner has filed concurrently herewith and incorporated herein by reference (i) the *Declaration of Man Chun So pursuant to 28 U.S.C. § 1746* (the “Man Chun So Declaration”) and (ii) the *Declaration of Howard Lam Pursuant to 28 U.S.C. § 1746* (the “Lam Declaration”), and respectfully represents as follows:

### **PRELIMINARY STATEMENT**

1. This chapter 15 case (the “Chapter 15 Case”) is brought in the United States Bankruptcy Court for the Southern District of New York (the “Court”) on behalf of the Debtor as an ancillary proceeding for the foreign main proceeding pending before the Hong Kong Court. The Debtor was incorporated in Hong Kong on September 20, 2007 and has its center of main interests in Hong Kong. The Debtor operates as a wholly-owned subsidiary of CEFC Shanghai International Group Limited (“Shanghai Huaxin”) and is part of a larger international conglomerate, known as the Huaxin group of companies. The Debtor is principally engaged in

trading oil and other chemical products outside of China, and has a wide range of investments worldwide.

2. Pursuant to the Winding Up Order, a copy of which is attached to the Petition as Exhibit A, the Debtor was wound up in Hong Kong on September 3, 2018. From that time until March 25, 2019, Man Chun So and Donald Edward Osborn acted as the provisional liquidators of the Debtor (the “Provisional Liquidators”). Thereafter the Provisional Liquidators were appointed and continue to act as Liquidators of the Debtor. In accordance with their duties under Hong Kong law and powers granted under the Sanction Order, the Liquidators seek to sell or cause the sale of certain property of the Debtor located in the state of New York, including an approximately \$7.6 million residential unit located at The Trump World Tower Condominium, 845 United Nations Plaza, New York, NY (the “U.S. Property”).

3. Accordingly, the Liquidators seek entry of the Recognition Order to hire a real estate broker, conduct a sale process and seek approval pursuant to section 363 of the Bankruptcy Code for the authority to sell the U.S. Property, with any interests in such property to attach to the proceeds of the sale with the same priority as they attach to the U.S. Property.

## **BACKGROUND**

### **A. The Foreign Representative**

4. Donald Edward Osborn is a Certified Fraud Examiner and a member of Restructuring and Insolvency Faculty of the Hong Kong Institute of Certified Public Accountants. Donald Edward Osborn has also been named in the Administrative Panel of Insolvency Practitioners (i.e. Panel A Scheme) for Court Winding-up as an appointment taker since 1998, and has worked for PricewaterhouseCoopers for over 21 years, the last 19 as a partner focusing on debt restructurings, receiverships, liquidations, estate administration and other areas of distress.

5. Man Chun So (also known as Christopher So) is a member of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and a fellow member of the Association of Chartered Certified Accountants. Man Chun So (also known as Christopher So) has also been awarded the Specialist Designation in Insolvency title by the HKICPA, has worked for PricewaterhouseCoopers for over 18 years and is currently a partner in the PricewaterhouseCoopers Hong Kong Partnership and focuses on matters having significant Chinese elements in various areas including insolvency and restructuring.

**B. The Business and History of the Debtor and the Group**

6. The Debtor was incorporated in Hong Kong on September 20, 2007, with 5,410,000 ordinary shares and 900,000 preference shares which have been issued and fully paid up, and with its principal place of business being located in Wan Chai, Hong Kong. Its registered address is Room 2302-2304, 23/F, Convention Plaza Office Tower, 1 Harbour Road, Wan Chai, Hong Kong. The Debtor operates as a wholly-owned subsidiary of Shanghai Huaxin, which was incorporated in the People's Republic of China and is part of a larger international conglomerate, known as the Huaxin group of companies (the “Group”).

7. The Debtor is principally engaged in trading oil and other chemical products outside of China, and has a wide range of investments worldwide. Through its wholly-owned subsidiary, CEFC Group (Europe) Company A.S., it holds a large portfolio of diverse assets in Europe. In total, the Debtor holds 22 subsidiaries dispersed across 9 jurisdictions. According to the Liquidators’ initial investigations and assessment, the scale and breadth of the businesses and operations of the Debtor and the Group are significant and very complex. A copy of a corporate chart of the Group is attached to the Petition as Exhibit B. The Liquidators have been informed by the Debtor's management that, historically, the Debtor’s parent company, Shanghai Huaxin,

had a direct role in managing a substantial amount of the Debtor's affairs, including its oil trading business, European investments and certain substantial assets.

8. The key subsidiaries of the Debtor are:

No.	Name of company (place of incorporation)	Description of subsidiary company's business	Relationship with the Debtor
	China Huaxin Petroleum Limited (Hong Kong)	Property investment	Wholly-owned subsidiary
	China Association Limited (Hong Kong)	Investment holding and property investment	Wholly-owned subsidiary
	CEFC Group (Europe) Company A.S. (Czech Republic)	Search for investment opportunities and mediatory activities	Wholly-owned subsidiary

9. The Debtor has two directors: Ngan Kwan and Zhuang Miao Zhong, who is the General Manager of the Debtor. Under Hong Kong law, the Liquidators are authorized upon their appointment to operate the Debtor's business in place of the directors.

10. As of May 31, 2018, the Debtor had net assets of approximately HKD 7.7 billion. Currently, the Debtor's key assets include the following: (i) investments and businesses in Central Europe; (ii) outstanding receivables; and (iii) real estate assets in Hong Kong.

**C. Events Preceding the Commencement of the Chapter 15 Case**

11. The Group was founded by Jianming Ye who was detained by the Chinese authorities for alleged suspected economic crimes in February 2018. Since then, the operations of Shanghai Huaxin have ground to a halt with a massive exodus of staff. The Group has also defaulted on various financial obligations, as widely reported in the Chinese media. The net assets of the Debtor as shown in the Debtor's management account as of May 31, 2018 are approximately HKD 7.7 billion, comprised of HKD 38.4 billion of assets and HKD 30.7 billion of liabilities. Approximately HKD 33.9 billion of the HKD 38.4 billion of assets are receivables arising from oil trading activities which were handled by the staff of Shanghai Huaxin but booked through the

Debtor. As of the date of this Petition, the majority of these receivables due to the Debtor are overdue. The reason these receivables were not paid when due appears to be that Shanghai Huaxin instructed the account debtors to sell the oil to other parties mandated by Shanghai Huaxin and not to pay the receivables to the Debtor unless and until the account debtors have received payment from the other parties for the oil delivered, which has not been forthcoming. As a result, the Debtor began to face serious cash flow problems and was unable to repay its debts, which led to the winding up proceedings in Hong Kong.

12. On April 25, 2018, the Debtor was served with a statutory demand issued by Harbour Vanguard Limited (“Harbour”) in relation to an unsecured debt of USD 15,000,000. On May 17, 2018, Harbour filed a petition to the Hong Kong Court to wind up the Debtor on the basis that the Debtor was insolvent and was unable to pay its debt (the “Harbour Petition”) by virtue of Sections 177(1)(d) and 178(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

13. Subsequently, China Cinda (HK) Asset Management Co Ltd, LORWIN, China Huarong International Holdings Limited, and Singapore AnAn Petrochemical & Energy Pte. Ltd (“Singapore AnAn”), all being independent creditors/claimants of the Debtor, each filed Notices of Intention to Appear on the Harbour Petition in support of the Harbour Petition.

14. On July 17, 2018, the Hong Kong Court made the order appointing Man Chun So and Donald Edward Osborn as Provisional Liquidators (the “PL Appointment Order”), a copy of which is attached to the Petition as Exhibit C. The powers of the Provisional Liquidators were contained at paragraph 3 of the PL Appointment Order and included, but were not limited to the power to “*take any such action as may be necessary or desirable to obtain recognition of the appointment of the Provisional Liquidators in any jurisdiction other than Hong Kong and to make*

*applications to the relevant courts for that purpose...".* The powers granted pursuant to the PL Appointment Order were however superseded by the powers prescribed under Section 199B of Cap. 32 by virtue of the Winding Up Order having been made and the operation of Section 194(1)(aa) of Cap. 32, which provides that, on a winding up order being made, where a person other than the Official Receiver is appointed as provisional liquidator, he shall continue to act as the provisional liquidator until he or another person becomes the liquidator and is capable of acting as such.

15. On September 3, 2018, the Honorable Mr. Justice Harris made the Winding Up Order to wind up the Debtor. Since the making of the PL Appointment Order and subsequent Winding Up Order, Man Chun So and Donald Edward Osborn acted as the Provisional Liquidators of the Debtor until March 25, 2019, upon which date the Provisional Liquidators were then duly appointed and continue to act as Liquidators of the Debtor.

16. Since their appointment as Provisional Liquidators on July 17, 2018, the Liquidators have taken steps, among other things, to take control of the Debtor, ascertain the Debtor's assets and liabilities, and collect and preserve the assets of the Debtor. According to the Liquidators initial investigations, a considerable part of the Debtor's assets comprises a portfolio of real estate assets, which are held directly by the Debtor or indirectly through a number of the Debtor's wholly owned subsidiaries. In order to preserve the value of these assets, and to benefit from the interest already expressed by potential purchasers, the Liquidators have been exploring the possibility of realizing these assets by way of sale or transfer.

17. To the extent that the Provisional Liquidators had the power to take certain actions without the sanction of the Court under Section 199B(3) of Cap. 32, such powers did not appear

to include applying for recognition in foreign courts and the Provisional Liquidators therefore applied to the Hong Kong Court to obtain sanction for making this Petition.

18. Furthermore, pursuant to Section 199B(1) of Cap. 32, the Provisional Liquidators required sanction of the Hong Kong Court to exercise any of the powers in Part 3 of Schedule 25 of Cap. 32, which includes the power to:

- (a) *“sell the real and personal property and things in action of the company by public auction or private contract, with power to transfer the whole of the property and things in action to any person or company, or to sell them in parcels” (paragraph 1 of Part 3 of Schedule 25 of Cap. 32);*
- (b) *“do all acts and execute, in the name and on behalf of the company, all deeds, receipts and other documents, and for that purpose use, when necessary, the company’s seal” (paragraph 2 of Part 3 of Schedule 25 of Cap. 32);*
- (c) *“appoint an agent to do any business that the liquidator is unable to do in person” (paragraph 7 of Part 3 of Schedule 25 of Cap. 32);*
- (d) *“employ a solicitor to assist the liquidator in performing the liquidator’s duties” (paragraph 8 of Part 3 of Schedule 25 of Cap. 32); and*
- (e) *“do all other things as may be necessary for winding up the affairs of the company and distributing the assets” (paragraph 9 of Part 3 of Schedule 25 of Cap. 32).*

The Provisional Liquidators therefore also applied to the Hong Kong Court to obtain sanction for, among other things, to effect the sale of the U.S. Property.

19. On November 21, 2018, the Provisional Liquidators convened the first meetings of contributories (the “First Meeting of Contributories”) and creditors (the “First Meeting of Creditors”) of the Debtor (collectively, the “First Meetings”). It was resolved at the First Meeting of Contributories by a majority in value (95.8%) of the creditors of the Debtor present personally or by proxy and voting on the resolutions at the First Meeting of Creditors that applications shall be made to the Court (1) to appoint Donald Edward Osborn and Man Chun So as joint and several



liquidators of the Debtor and (2) for the appointment of a committee of inspection (“COI”) to act with the Liquidators.

20. On December 19, 2018, the Provisional Liquidators filed with the Hong Kong Court (1) the reports of the results of the First Meetings; and (2) applications for the appointment of the Provisional Liquidators as liquidators and for directions for a determination hearing on the appointment of a COI. A hearing was fixed for March 25, 2019.

21. On February 22, 2019, the Provisional Liquidators submitted an application to the Hong Kong Court requesting that the court issue a letter, certificate or other equivalent documentation sufficient to establish the Hong Kong Proceeding as a foreign main proceeding under the Bankruptcy Code. The Hong Kong Court approved the application on March 6, 2019, and issued the letter of request (the “Letter of Request”) attached to the Petition as Exhibit F.

22. On March 6, 2019, the Hong Kong Court made the Sanction Order, a copy of which is attached to the Petition as Exhibit D, which granted the Provisional Liquidators the authority to, among other things: (a) take any such action as may be necessary or desirable to obtain recognition in the United States of America of the Hong Kong Proceeding, the Winding Up Order and the appointment and powers of the Provisional Liquidators, and to make applications to the Court for that purpose; (b) sell, market or cause the sale of the U.S. Property, by public auction or private contract, with power to transfer the whole of the property and things in action to any person or company, or to sell them in parcels (the “Proposed Sale”), (c) do all acts and execute, in the name and on behalf of the Debtor, all deeds, receipts and other documents, and for that purpose use, when necessary, the Debtor’s seal to effect the Proposed Sale, (d) appoint an agent and/or legal advisor to do any business that the Provisional Liquidators are unable to do in person to effect the Proposed Sale, (e) for the purposes of preserving (including pursuing or defending any claims) and

effecting the sale of the U.S. Property, pay or authorize the payment of any monies held in the bank accounts opened or maintained by the Provisional Liquidators, and (f) do all other things as may be necessary to effect the Proposed Sale.

23. On March 25, 2019, the Hong Kong Court made the Order of Appointment of Liquidators, a copy of which is attached to the Petition as Exhibit E, appointing the Provisional Liquidators as Liquidators whereby, pursuant to Section 199(3) and Part 3 of Schedule 25 of Cap. 32, the Liquidators now have the power to, without sanction of the Hong Kong Court, *inter alia*, sell the real and personal property and things in action of the Debtor by public auction or private contract, with power to transfer the whole of the property and things in action to any person or company, or to sell them in parcels.

**D. The Debtor's Connections to the United States and the Need for Timely Chapter 15 Relief**

24. As noted above, the Debtor is the owner of certain real property located in the State of New York consisting of a residential unit located at The Trump World Tower Condominium, 845 United Nations Plaza, New York, NY. As of December 31, 2017, the U.S. Property was valued at approximately \$7.6 million.

25. Pursuant to the powers granted to the Provisional Liquidators under the Sanction Order, the Provisional Liquidators are at liberty to:

- (a) cause the Proposed Sale;
- (b) do all acts and execute, in the name and on behalf of the Debtor, all deeds, receipts and other documents, and for that purpose use, when necessary, the Debtor's seal to effect the Proposed Sale;
- (c) appoint an agent and/or legal advisor to do any business that the Provisional Liquidators are unable to do in person to effect the Proposed Sale;
- (d) for the purposes of preserving (including pursuing or defending any claims) and effecting the sale of the U.S. Property, pay or authorize the payment of any monies held in the bank accounts opened or maintained by the Provisional Liquidators; and

(e) do all other things as may be necessary to effect the Proposed Sale.

26. The Petitioner has been informed that it is necessary and desirable to seek recognition of the Hong Kong Proceeding in the United States, on the basis that it would grant the Petitioner certain powers under the Bankruptcy Code that would assist it in facilitating an orderly, competitive and value-maximizing sale process with respect to the U.S. Property. Furthermore, as noted above, the Petitioner has notified the Hong Kong Court that it would be seeking chapter 15 recognition of the Hong Kong Proceeding, and the Hong Kong Court is expecting the Petitioner to do so. In addition, a Chapter 15 recognition would, among other things, prevent any dissident creditors from attempting to bypass the effect of the Hong Kong Proceeding by commencing litigation or taking other actions in the United States to obtain a greater recovery than other, similarly-situated creditors.

27. Pursuant to the Liquidators' investigations, the management of the Debtor has provided the Liquidators with a copy of a document entitled “排他性担保承诺函” (Letter of Exclusive Guarantee Undertakings) (the “Purported Undertaking Letter”) purportedly entered into between the Debtor and China Development Bank (“CDB”) on January 5, 2018. The Purported Undertaking Letter provides, *inter alia*, that the Debtor has allegedly given an undertaking to CDB that it will use its best endeavors to take all actions as required by CDB to create and perfect a security a security interest in the U.S. Property to guarantee the performance of the obligations of the borrowers, *i.e.*, other related entities within the Group, pursuant to the master contracts. A copy of the Purported Undertaking Letter (and a draft English translation prepared by Latham & Watkins LLP) is attached to the Petition as Exhibit G. According to the Liquidators' investigations, no mortgage or other liens are registered against the U.S. Property as of January 4, 2019 or made in favor of CDB. In light of the foregoing, it is in the interest of the creditors of the

Debtor as a whole for the Liquidators to collect, protect and/or realize on the U.S. Property with the assistance of the Court. Thus, the Petitioner respectfully requests that this Court grant the relief requested with all available expediency.

### **JURISDICTION AND VENUE**

28. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157(a) and 1334 and the Amended Standing Order of Reference, dated January 31, 2012, Reference M-431, *In re Standing Order of Reference Re: Title 11*, 12 Misc. 00032 (S.D.N.Y. Feb. 2, 2012) (Preska, C.J.).

29. This case has been properly commenced pursuant to section 1504 of the Bankruptcy Code by the filing of the Petition for recognition of the Hong Kong Proceeding under section 1515 of the Bankruptcy Code.

30. Venue is proper in this district. Section 1410 of title 28 of the United States Code provides as follows:

A case under chapter 15 of title 11 may be commenced in the district court of the United States for the district—

- (1) in which the debtor has its principal place of business or principal assets in the United States;
- (2) if the debtor does not have a place of business or assets in the United States, in which there is pending against the debtor an action or proceeding in a Federal or State court; or
- (3) in a case other than those specified in paragraph (1) or (2), in which venue will be consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative.

31. The Debtor's only asset in the United States is the U.S. Property, which is located in this district.

### **RELIEF REQUESTED**

32. The Petitioner requests that this Court enter an order, substantially in the form of the proposed order attached hereto as Exhibit H, pursuant to sections 105(a), 1507(a), 1509(b)(2)-(3), 1515, 1517, 1520, and 1525(a) of the Bankruptcy Code that:

- (a) recognizes the Hong Kong Proceeding as a foreign main proceeding (as defined in section 1502 of the Bankruptcy Code) and grants the Debtor all of the relief afforded to foreign main proceedings pursuant to section 1520(a) of the Bankruptcy Code;
- (b) recognizes the Petitioner as a “foreign representative” as defined in section 101(24) of the Bankruptcy Code in respect of the Hong Kong Proceeding;
- (c) grants the Petitioner authority to examine witnesses, take evidence, and deliver information concerning the Debtor and its business, and entrusts the administration of any and all of the Debtor’s assets within the territorial jurisdiction of the United States to the Petitioner; and
- (d) provides such other and further relief as the Court deems proper and just (collectively, the “Relief Requested”).

### **BASES FOR RELIEF**

33. The Relief Requested is based on the provisions of chapter 15 and certain other provisions of the Bankruptcy Code discussed in detail below. The purpose of chapter 15 is to “incorporate the Model Law on Cross-Border Insolvency (the “Model Law”) promulgated by the United Nations Commission on International Trade Law (“UNCITRAL”) so as to provide effective mechanisms for dealing with cases of cross-border insolvency.” 11 U.S.C. § 1501(a). Thus, “[t]he language of chapter 15 tracks the Model Law, with adaptations designed to mesh with United States law. Congress prescribed a rule of interpretation that expressly requires United States courts to take into account the statute’s international origin and to promote applications of chapter 15 that are consistent with versions of the Model Law adopted in other jurisdictions.” *In re Pro-Fit Int’l Ltd.*, 391 B.R. 850, 857 (Bankr. C.D. Cal. 2008); *see also In re British Am. Ins.*

*Co.*, 425 B.R. 884, 899 (Bankr. S.D. Fla. 2010) (“Chapter 15 represents a nearly verbatim enactment of the Model Law.”). Accordingly, in interpreting chapter 15, a court is to “consider its international origin, and the need to promote an application of [chapter 15] that is consistent with the application of similar statutes adopted by foreign jurisdictions.” 11 U.S.C. § 1508.<sup>1</sup>

34. The Debtor is eligible to be a debtor under chapter 15 of the Bankruptcy Code and has property in the United States in this district in accordance with section 109(a) of the Bankruptcy Code. Indeed, the Debtor’s only asset in the United States is the U.S. Property, which is located in this district. Moreover, the Hong Kong Proceeding is entitled to recognition as the foreign main proceeding.

**A. The Court Should Grant Recognition of the Hong Kong Proceeding as a Foreign Main Proceeding and of the Petitioner as its Foreign Representative**

35. Section 1517(a) of the Bankruptcy Code provides that, after notice and a hearing, the court shall enter an order recognizing a foreign proceeding as a foreign main proceeding if (1) such foreign proceeding is a foreign main proceeding within the meaning of section 1502 of the Bankruptcy Code, (2) the foreign representative applying for recognition is a person or body and (3) the petition meets the requirements of section 1515 of the Bankruptcy Code. *See, e.g., In re Overnight & Control Comm’n of Avanzit, S.A.*, 385 B.R. 525, 532 (Bankr. S.D.N.Y. 2008). While the foreign representative has the burden of establishing recognition, a decision or certificate of a foreign court recognizing the foreign proceeding or foreign representative creates a rebuttable presumption that the foreign proceeding and foreign representative can be recognized. *Id.* As

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<sup>1</sup> The legislative history notes that “interpretation of [chapter 15] on a uniform basis will be aided by reference to the Guide [to Enactment of the UNCITRAL MODEL LAW on Cross-Border Insolvency, U.N. Gen. Ass., UNCITRAL 30th Sess. U.N. Doc. A/CN.9/442 (1997) (the “Guide”)] and the Reports cited therein, which explain the reasons for the terms used and often cite their origins as well.” H. Rep. No. 109-31, Pt. 1, 109th Cong., 1st Sess. 109-110 (2005).

explained below, the Hong Kong Proceeding, the Petitioner, and this Petition satisfy all of the foregoing requirements.

(i) **The Hong Kong Proceeding is a Foreign Main Proceeding**

36. The Hong Kong Proceeding is a foreign main proceeding and, as such, satisfies the first condition for the entry of an order recognizing such proceeding under section 1517(a) of the Bankruptcy Code.

37. As an initial matter, the Hong Kong Proceeding comes within the general definition of “foreign proceeding” set forth in section 101(23) of the Bankruptcy Code.<sup>2</sup> Section 101(23) requires that a “foreign proceeding” (1) be a collective judicial or administrative proceeding relating to insolvency or adjustment of debt, (2) pending in a foreign country, (3) under the supervision of a foreign court, and (4) for the purpose of reorganizing or liquidating the assets and affairs of the debtor. *See* 11 U.S.C. § 101(23). The statute defines “foreign court” as “a judicial or other authority competent to control or supervise a foreign proceeding.” *See* 11 U.S.C. § 1502(3).

38. There should be little doubt that the Hong Kong Proceeding qualifies as a “foreign proceeding” under section 101(23). Section 1516(a) of the Bankruptcy Code entitles this Court to presume that a foreign proceeding is a “foreign proceeding,” if the decision commencing the foreign proceeding so indicates. *See* 11 U.S.C. §§ 1516(a), 1515(b)(1). As stated in the Letter of Request issued by the Hong Kong Court, on April 2, 2019, the Hong Kong Court has recognized that it is a court which has (and which exercises) jurisdiction in relation to insolvency and bankruptcy law in Hong Kong and the Debtor was incorporated under the laws of Hong Kong.

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<sup>2</sup> Section 101(23) of the Bankruptcy Code provides that “[t]he term ‘foreign proceeding’ means a collective judicial or administrative proceeding in a foreign country, including an interim proceeding, under a law relating to insolvency or adjustment of debt in which proceeding the assets and affairs of the debtor are subject to control or supervision by a foreign court, for the purpose of reorganization or liquidation.” 11 U.S.C. § 101(23).

Further, the Hong Kong Court ordered that the Provisional Liquidators be at liberty to take any such action as may be necessary or desirable to obtain recognition in the United States of America of the winding up proceedings in Hong Kong, the Winding Up Order and the appointment and powers of the Provisional Liquidators, and to make applications to this Court for that purpose.

39. The Hong Kong Proceeding is an insolvency proceeding and it is “collective” because it directly involves all of the Debtor’s creditors. Specifically, as noted above, it was resolved unanimously at the First Meeting of Contributories and by a majority in value (95.8%) of the creditors of the Debtor present personally or by proxy and voting on the resolutions at the First Meeting of Creditors that applications be made to the Hong Kong Court to appoint the Provisional Liquidators as joint and several liquidators of the Debtor. Further, the liquidation to be accomplished pursuant to the Hong Kong Proceeding is intended to benefit all creditors collectively, rather than to benefit any single creditor alone.

40. The Hong Kong Proceeding is a judicial proceeding commenced in the Hong Kong Court, a judicial body of Hong Kong, which will have exclusive jurisdiction to hear and determine any suit, action, or other proceeding and to settle any dispute which arises out of or in connection with the terms of the liquidation or its implementation or out of any action taken or omitted to be taken under the liquidation or in connection with the administration of the liquidation and for such purposes the Debtor’s creditors irrevocably submitted to the jurisdiction of the Hong Kong Court. *See Man Chun So Declaration* at p. 14. Thus, the Hong Kong Court will supervise the affairs of the Debtor in connection with the liquidation.

41. In addition to qualifying as a “foreign proceeding” under section 101(23), the Hong Kong Proceeding qualifies as a “foreign main proceeding,” which is defined in the Bankruptcy Code as “a foreign proceeding pending in the country where the debtor has the center of its main



interests.” See 11 U.S.C. § 1502(4); see also 11 U.S.C. § 1517(b)(1) (providing that an order of recognition as a foreign main proceeding shall be entered if the foreign proceeding that is subject to the petition “is pending in the country where the debtor has the center of its main interests”).

42. The relevant time period to consider in determining the location of a debtor’s “center of main interests” (“COMI”) is the date on which the chapter 15 petition was filed. However, “a court may consider the period between the commencement of the foreign proceeding and the filing of the Chapter 15 petition to ensure that a debtor has not manipulated its COMI in bad faith.” *Morning Mist Holdings Ltd. v. Krys (In re Fairfield Sentry Ltd.)*, 714 F.3d 127, 137 (2d Cir. 2013).

43. The Bankruptcy Code neither defines nor provides a conclusive test for determining the location of a debtor’s COMI. It does provide, however, that “in absence of evidence to the contrary, the debtor’s registered office, or habitual residence in the case of an individual, is presumed to be the center of the debtor’s main interests.” 11 U.S.C. §1516(c). If the presumption is rebutted, then determining a corporate debtor’s COMI becomes a fact-intensive analysis, considering factors such as: (1) the location of the debtor’s headquarters; (2) the location of those who actually manage the debtor (which conceivably could be the headquarters of a holding company); (3) the location of the debtor’s primary assets; and (4) the jurisdiction of the creditors. *In re Suntech Power Holdings Co.*, 520 B.R. 399, 416 (Bankr. S.D.N.Y. 2014) (citing *Morning Mist Holdings Ltd. v. Krys (In re Fairfield Sentry Ltd.)*, 714 F.3d 127, 137 (2d Cir. 2013)). Courts have held COMI “generally equates with the concept of ‘principal place of business’ in the United States.” *In re Millenium Global Emerging Credit Master Fund Ltd.*, 458 B.R. 63, 72 (Bankr. S.D.N.Y. 2011) (quoting *In re Tri-Continental Exchange Ltd.*, 349 B.R. 627, 634 (E.D. Cal.

2006)); *see also In re Basis Yield Alpha Fund (Master)*, 381 B.R. 37, 48 (Bankr. S.D.N.Y. 2008) (using COMI and “principal place of business” interchangeably).

44. The Debtor’s COMI is in Hong Kong based on the statutory presumption under section 1516(c) of the Bankruptcy Code because it is incorporated in Hong Kong. In this case, the presumption is not rebutted and is, in fact, confirmed by the Debtor’s footprint: (i) the Debtor’s registered office is in Hong Kong, (ii) the Debtor’s primary place of business is in Wan Chai, Hong Kong, where the Liquidators recovered limited statutory books, records, and corporate documents of the Debtor, and (iii) the Debtor pays taxes in Hong Kong. Finally, the Hong Kong Court accepted jurisdiction, in part, on the basis that the center of the Debtor’s main interests is in Hong Kong.

45. For all of the reasons set forth above, the Hong Kong Proceeding is, and should be recognized as, the foreign main proceeding in respect of the Debtor.<sup>3</sup>

**(ii) The Petitioner Meets the Requirements of a Foreign Representative**

46. The second requirement for recognition of a foreign proceeding under section 1517(a) of the Bankruptcy Code is that the foreign representative applying for recognition be a person or body. *See* 11 U.S.C. § 1517(a)(2).

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<sup>3</sup> If the Hong Kong Proceeding is not recognized as the foreign main proceeding of the Debtor (which the Debtor believes it should), it should be recognized as a “foreign nonmain proceeding” pursuant to section 1517(b) of the Bankruptcy Code, which provides that a foreign proceeding shall be recognized as a foreign nonmain proceeding if it is pending in a country where the debtor has an establishment. 11 U.S.C. § 1517(b)(2). An “establishment” is defined as “any place of operations where the debtor carries out a nontransitory economic activity.” 11 U.S.C. § 1502(2). While the term “nontransitory activity” is not defined in the Bankruptcy Code, courts have interpreted it to mean “a local place of business.” *In re Bear Stearns High-Grade Structured Credit Strategies Master Fund, Ltd.*, 374 B.R. 122, 131 (Bankr. S.D.N.Y. 2007), *aff’d* 389 B.R. 325 (S.D.N.Y. 2008). For the various reasons described above in support of Hong Kong as the Debtor’s COMI, it is clear that the Debtor has an “establishment” in Hong Kong. If recognition is granted as a foreign nonmain proceeding, this Petition shall constitute a request for the Court to exercise its discretion under section 1521 to grant the relief requested herein. *See In re SPhinX, LTD.*, 351 B.R. 103, 115 (Bankr. S.D.N.Y. 2006) (acknowledging the court’s “power to grant, under appropriate circumstances, extensive relief whether the foreign proceeding is recognized as “main” or “nonmain”); *Lavie v. Ran (In re Ran)*, 607 F.3d 1017, 1026 (5th Cir. 2010) (holding that a foreign nonmain proceeding may provide the same relief as recognition as a foreign main proceeding).

47. The term “foreign representative” is defined in section 101(24) of the Bankruptcy Code as follows:

[A] person or body, including a person or body appointed on an interim basis, authorized in a foreign proceeding to administer the reorganization or the liquidation of the debtor’s assets or affairs or to act as a representative of such foreign proceeding.

11 U.S.C. § 101(24). Under section 101(41) of the Bankruptcy Code, the “term ‘person’ includes [an] individual[.]” 11 U.S.C. § 101(41).

48. The Petitioner in this case is an individual who, together with Donald Edward Osborn, has been (1) duly appointed by the Hong Kong Court as provisional liquidators and subsequently liquidators in the Hong Kong Proceeding and (2) declared as authorized to act as “foreign representative” pursuant to the Sanction Order. *See* Man Chun So Declaration at p. 3. As such, the Petitioner satisfies the second requirement for the entry of an order recognizing the Hong Kong Proceeding under section 1517(a) of the Bankruptcy Code.

**(iii) The Petition Meets the Requirements of Section 1515**

49. The third and final requirement for recognition of a foreign proceeding under section 1517(a) of the Bankruptcy Code is that the petition for recognition meets the procedural requirements of section 1515 of the Bankruptcy Code. *See* 11 U.S.C. § 1517(a)(3). Section 1515 of the Bankruptcy Code sets forth the following:

(a) A foreign representative applies to the court for recognition of a foreign proceeding in which the foreign representative has been appointed by filing a petition for recognition.

(b) A petition for recognition shall be accompanied by—

(1) a certified copy of the decision commencing such foreign proceeding and appointing the foreign representative;

(2) a certificate from the foreign court affirming the existence of such foreign proceeding and of the appointment of the foreign representative; or

(3) in the absence of evidence referred to in paragraphs (1) and (2), any other evidence acceptable to the court of the existence of such foreign proceeding and of the appointment of the foreign representative.

(c) A petition for recognition shall also be accompanied by a statement identifying all foreign proceedings with respect to the debtor that are known to the foreign representative.

(d) The documents referred to in paragraphs (1) and (2) of subsection (b) shall be translated into English. The court may require a translation into English of additional documents.

50. Here, all of the requirements have been met. First, the Chapter 15 Case was duly and properly commenced by the Petitioner through the filing of this Petition as required by section 1515(a) of the Bankruptcy Code.

51. Second, evidence of the existence of the Hong Kong Proceeding and the appointment of the Petitioner as foreign representative thereof have been provided to the Court as required under section 1515(b)(1) and (d) of the Bankruptcy Code. *See Man Chun So Declaration* at pp. 10 and 14.

52. Third, in accordance with section 1515(c) of the Bankruptcy Code, the Hong Kong Proceeding is the only foreign proceeding currently pending with respect to the Debtor. *See Man Chun So Declaration* at p. 13.

53. For all of the reasons set forth above, the Petitioner respectfully submits that all of the requirements of section 1517(a) have been satisfied and, thus, that the entry of an order recognizing the Hong Kong Proceeding as a foreign main proceeding is proper.

**B. The Debtor is Entitled to the Automatic Relief Under 11 U.S.C. § 1520**

54. Section 1520(a) of the Bankruptcy Code sets forth a series of statutory protections that automatically result from the recognition of a foreign proceeding as a foreign main proceeding, including the application of the protection afforded by the automatic stay under section 362(a) of

the Bankruptcy Code to the Debtor and its property located within the territorial jurisdiction of the United States. *See* 11 U.S.C. § 1520(a). Given that the protections set forth in section 1520(a) flow automatically from the recognition of a foreign main proceeding under section 1517, the Petitioner respectfully submits that no further showing is required to the extent the Court recognizes the Hong Kong Proceeding as a foreign main proceeding.

**NOTICE**

55. Notice of this Petition has been provided to (i) the Debtor, (ii) last known counsel to the Debtor, (iii) the Office of the United States Trustee for the Southern District of New York and (iv) all parties required to be given notice under Bankruptcy Rule 2002(q)(1) of which the Petitioner is aware.

**NO PRIOR REQUEST**

56. No previous request for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the Petitioner respectfully requests that this Court enter an order (i) granting the Relief Requested herein and (ii) granting the Petitioner and Debtor such other and further relief as the Court deems proper and just.

Dated: May 7, 2019  
New York, New York

LATHAM & WATKINS LLP

/s/ Caroline A. Reckler

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Caroline A. Reckler  
Latham & Watkins LLP  
330 North Wabash Avenue, Suite 2800  
Chicago, Illinois 60611  
Telephone: (312) 876-7700  
Facsimile: (312) 993-9767

-and-

Julian E. Bulaon (*pro hac vice* pending)  
885 Third Avenue  
New York, NY 10022-4834  
Telephone: (212) 906-1200  
Facsimile: (212) 751-4864

Attorneys for Man Chun So as Petitioner and  
Foreign Representative

### VERIFICATION

Man Chun So hereby declares:

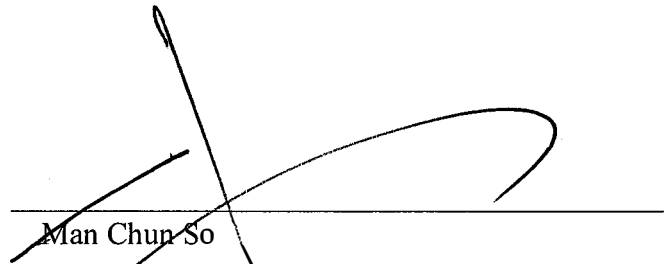
1. I have been appointed Foreign Representative, pursuant to 28 U.S.C. § 1746, of Shanghai Huaxin Group (Hongkong) Limited (in Liquidation) (the "Company") by the High Court of the Hong Kong Special Administrative Region Court of First Instance and have been declared by same as authorized to commence and act in this ancillary case.

2. I have read this Verification and the foregoing Petition and I am informed and believe that the factual allegations contained therein are true and correct.

3. I verify under penalty of perjury under the laws of the United States of America that the foregoing is true and

correct. Executed: May 7, 2019

Wan Chai, Hong Kong



Man Chun So

Acting as agent of the Company without personal  
liability

**EXHIBIT A**

**Winding Up Order**



HCCW 126/2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018



IN THE MATTER of the Companies  
(Winding Up and Miscellaneous  
Provisions) Ordinance (Cap. 32)

and

IN THE MATTER of SHANGHAI  
HUAXIN GROUP (HONGKONG)  
LIMITED (上海華信集團(香港)有限公  
司)

**BEFORE THE HONOURABLE MR JUSTICE HARRIS IN COURT**  
**ORDER FOR WINDING UP BY THE COURT**

UPON the Petition of HARBOUR VANGUARD LIMITED of P.O. Box 31119  
Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205,  
Cayman Islands, a creditor of the above-named Company, on the 17<sup>th</sup> day of May 2018,  
preferred unto the Court

AND UPON reading the said Petition, the Affirmation of Liu Yi filed on the 18<sup>th</sup> day  
of May 2018 and the exhibit referred to therein verifying the said Petition, the  
Affirmation of Liu Jieying filed on the 13<sup>th</sup> day of July 2018 and the exhibits referred  
to therein, the Affirmation of Ngan Kwan filed on the 2<sup>nd</sup> day of August 2018 and the  
exhibits referred to therein, the 2<sup>nd</sup> Affirmation of Ngan Kwan filed on the 27<sup>th</sup> July  
2018, the 2<sup>nd</sup> Affidavit of Lam King Ho Howard filed on 29<sup>th</sup> August 2018 and the  
exhibits referred to therein, the Affirmation of Donald Edward Osborn filed on 31<sup>st</sup>

29 MAR 2019  
*M. Theodor*

August 2018 and the exhibits referred to therein and the Registrar's Certificate issued on the 10<sup>th</sup> day July of 2018

AND UPON hearing counsel for the Petitioner, counsel for the above-named Company, counsel for joint and several Provisional Liquidators of the above-named Company, counsel for SPDB International Investment Management Limited, a supporting creditor, the Official Receiver, and the attendance of China Cinda (HK) Asset Management Co., Limited, a supporting creditor being dispensed with

THIS COURT DOTH ORDER that the said SHANGHAI HUAXIN GROUP (HONGKONG) LIMITED (上海華信集團(香港)有限公司) (formerly known as HONGKONG HUAXIN PETROLEUM LIMITED 香港華信石油有限公司 and HUAXIN CHINA PETROLEUM LIMITED 華信中國石油有限公司), whose registered office is at Room 2302-2304, 23/F, Convention Plaza Office Tower, 1 Harbour Road, Wan Chai, Hong Kong, be wound up by this Court under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32);

IT IS ORDERED that:-

1. The costs of the Petitioner, the Official Receiver and the Provisional Liquidators (insofar as the Provisional Liquidators have been represented at hearings) be taxed and paid out of the assets of the said Company, save and except the hearing on 27<sup>th</sup> August 2018;
2. There be a wasted costs order nisi that the costs of the Petitioner, the Official Receiver and the Provisional Liquidators of the hearing on 27<sup>th</sup> August 2018 and

the costs of the Provisional Liquidators of preparing the the 2<sup>nd</sup> Affidavit of Lam King Ho Howard filed on 29<sup>th</sup> August 2018 be paid by the solicitors for the above-named Company personally; and

3. If the solicitors for the above-named Company wish to contest the aforesaid wasted costs order, they should file a notice in the Court within 20 clear days from the date herein failing which a final wasted costs order shall be made.

Dated this 3<sup>rd</sup> day of September 2018.

Registrar

**NOTE — As the Official Receiver or provisional liquidator (interviewer) may require, it is the duty of a person who is or may be liable to make the statement of affairs of the Company, or a supplementary affidavit in relation to that statement, to attend on the interviewer according to the day, time and place the interviewer appoints and to give the interviewer all information that the interviewer requires.**

HCCW 126/2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018

---

IN THE MATTER of the Companies  
(Winding Up and Miscellaneous  
Provisions) Ordinance, Cap. 32

and

IN THE MATTER of SHANGHAI  
HUAXIN GROUP (HONGKONG)  
LIMITED (上海華信集團(香港)有限  
公司)

---

**ORDER**

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Dated this 3<sup>rd</sup> day of September 2018.  
Filed on the 19<sup>th</sup> day of September 2018.

**STEVENSON, WONG & CO.**

Solicitors for the Petitioner

39<sup>th</sup> Floor, Gloucester Tower, the Landmark,

15 Queen's Road Central, Hong Kong

Tel.: 2526 6311 Fax: 2845 0638

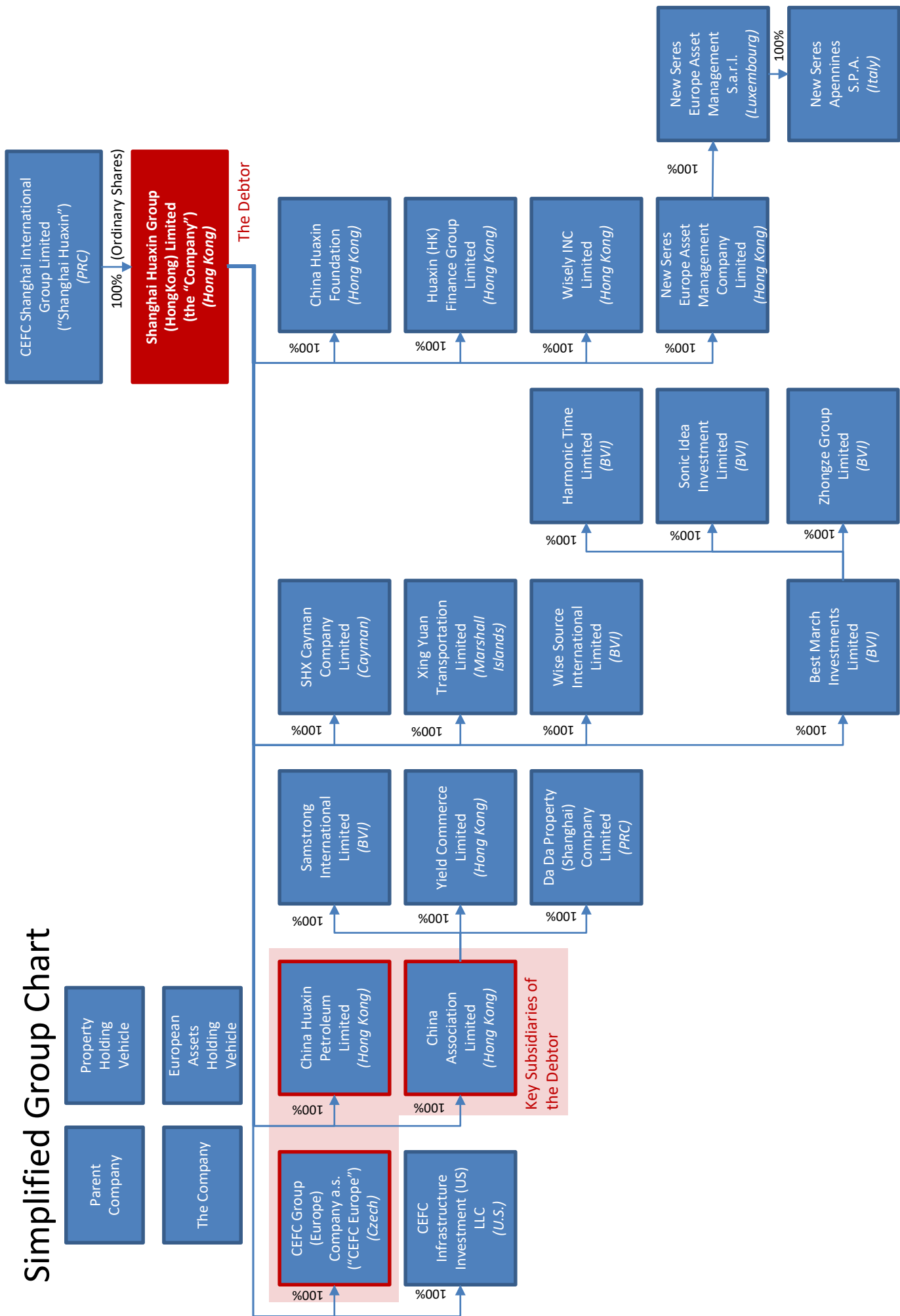
Ref.: WYC(P)/80526/18(LIT)

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Document\Winding-up Order 20180903.docx

**EXHIBIT B**

**Corporate Chart of the Group**

# Simplified Group Chart



**EXHIBIT C**

**PL Appointment Order**



HCCW 126 / 2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018

IN THE MATTER OF Shanghai Huaxin  
Group (Hongkong) Limited (上海華信集團  
(香港)有限公司)

And

IN THE MATTER OF the Companies  
(Winding Up and Miscellaneous Provisions)  
Ordinance (Cap. 32)



2 AUG 2018

29 MAR 2019

BEFORE THE HONOURABLE MR JUSTICE HARRIS IN CHAMBERS  
(NOT OPEN TO PUBLIC)

**ORDER FOR APPOINTMENT OF PROVISIONAL LIQUIDATORS**

UPON THE EX-PARTE (ON NOTICE) APPLICATION made by  
Shanghai Huaxin Group (Hongkong) Limited ("the Company") on 16 July 2018  
(the "Application")

AND UPON READING the Petition, the Affirmation of Ngan Kwan  
affirmed on the 16<sup>th</sup> day of July 2018 together with the exhibits referred thereto  
and the 2 Affirmations of Fitness both dated 4 July 2018, the Consents to Act  
and the respective Disclosure Statements of Donald Edward Osborn and So  
Man Chun all dated 14 July 2018

AND UPON HEARING Counsel for the Company and the Official  
Receiver

29 MAR 2019  
checked

**AND UPON UNDERTAKING of the Company:-**

- (1) to forthwith notify the Registrar of Companies of the appointment of the Provisional Liquidators hereunder;
- (2) to forthwith serve a sealed copy of this Order on the Registrar of Companies, the Official Receiver, and the registered office of the Company and give notice of the same to any subsidiary or associated company as soon as possible;
- (3) to forthwith pay the Official Receiver the deposit under rule 28(1A) of the Companies (Winding-Up) Rules;
- (4) to be responsible for the acts and default of the Provisional Liquidators hereby appointed until they have given security as herein mentioned; and
- (5) to abide by an order of this Court may make as to damages if the Court later finds that this Order has caused loss to any other party and decides that the other party should be compensated for that loss.

**IT IS ORDERED that:-**

1. Upon the sum of HK\$3,500 being deposited by the Company with the Official Receiver and until determination of the Petition or further order of the Court and pursuant to s.193 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), Mr. Donald Edward Osborn and Mr. Man Chun So, both of Messrs. Pricewaterhousecoopers, be appointed as the provisional liquidators (**'Provisional Liquidators'**) of the Company with power to act jointly and severally in their capacity as such until further order;
2. The Provisional Liquidators do as soon as practicable furnish security to the satisfaction of the Official Receiver;
3. The powers of the Provisional Liquidators be exercised jointly and severally, and be limited and restricted to the following:-
  - (1) To enter upon or take possession of the property of the Company, without limitation, any premises of the Company, or any office where the Provisional Liquidators have reason to believe that there are assets, property or books and records of the Company, and, if necessary by force, to change locks and open safes and other strongboxes.
  - (2) To ascertain, take possession of, collect, give valid receipts for and protect all books, records, documents, properties, things in action,

shares held in subsidiary companies and other assets of the Company, whether within or outside the jurisdiction of this Court (collectively "Assets") including but without prejudice to the generality of the foregoing powers to demand and receive all debts due or which may fall due to the Company but not to distribute or part with them save for the exercise of the powers hereunder or until further order.

- (3) To preserve the Assets, and to carry on the business of the Company so far as may be necessary for the beneficial winding up of the Company and with the prior sanction of the Court and, for this purpose, to pay or authorise payments of any moneys in the ordinary course of the business of the Company out of monies in the existing bank account or accounts of the Company or bank account or accounts opened or maintained by the Provisional Liquidators as hereinafter provided.
- (4) To close or cease to operate all or any part of the Company's business operations as the Provisional Liquidators shall think fit, but so far only as may be necessary for the purpose of protecting the assets of the Company, and managing the affairs of the Company.
- (5) With the prior sanction of the Court, to bring or defend any action or other proceedings (whether court proceedings, arbitration or otherwise) in the name and on behalf of the Company or such other action as may be considered by the Provisional Liquidators to be necessary for the protection of the Assets.
- (6) To ascertain and conduct investigations of the affairs of the Company, including, without prejudice to the generality of the foregoing, the power to inspect, review, secure, take possession of and copy all books, records and documents of the Company, located at the offices of the Company, its accountants, auditors or other advisors or agents, or any other person, whether in Hong Kong or overseas.
- (7) To demand and receive all the debts due or which may fall due to the Company.
- (8) To open, maintain or operate a bank account or accounts and to pay all moneys received on behalf of the Company into such account or

accounts and, in so far as the Provisional Liquidators may deem desirable or necessary, cause monies in the existing bank accounts of the Company to be paid into such account or accounts and to draw on such account or accounts for any of the purposes specified in this Order.

- (9) To surrender any premises presently leased by the Company to the landlords and to enter into leases for premises for the purpose of storing any property, equipment and motor vehicles belonging to the Company on such terms as the Provisional Liquidators may see fit.
- (10) To enter into negotiations with any party for the purpose of selling the Assets including the Company's shareholdings in any subsidiaries and associated companies by way of tender or private contract at the best prices reasonably obtainable by the Provisional Liquidators in the circumstances and, with the prior sanction of the Court, to sell and to transfer the whole thereof to any person or company, or to sell the same in parcels.
- (11) To, if necessary, repair, maintain, and insure the Assets in such sum as the Provisional Liquidators may deem fit.
- (12) To convene and hold meetings of the members or creditors of the Company, for such purpose as the Provisional Liquidators may think fit.
- (13) To exercise the rights to which a registered holder of any shares or other securities registered in the name of the Company is entitled including, but without prejudice to the generality of the foregoing power, the right to attend meetings and to exercise any voting power pertaining to such shares or other securities and to direct nominees of the Company in whose names shares or other securities beneficially owned by the Company are registered to exercise all or any such rights as the Provisional Liquidators shall direct.
- (14) To take control of and exercise all rights which the Company may have in relation to any of its joint-ventures, subsidiary or associated companies or other entities in which the Company holds an interest ("Subsidiary") or such shares of such Subsidiary as are owned (directly or indirectly) by the Company as may be necessary to

obtain control or management of any such entities including, without prejudice to the generality of the foregoing, the power to appoint or remove all or any directors or any other officers and agents of any such entities and to take all such steps as the Provisional Liquidators think fit to protect the interests of the Company and for the purpose of protecting the assets and managing the affairs of the Company.

- (15) To take any such action as may be necessary or desirable to obtain recognition of the appointment of the Provisional Liquidators in any jurisdiction other than Hong Kong and to make applications to the relevant courts for that purpose.
- (16) By reason of the taking control of, or the exercise of all rights (arising from the Company's holding of shares whether directly or indirectly) which the Company may have in relation to any Subsidiary whether in Hong Kong or overseas, to do or, as a shareholder cause or compel a Subsidiary to do or permit the doing of, all acts in accordance with the provisions of any relevant constitutional documentation of such Subsidiary, and the relevant laws of the jurisdiction in which the Subsidiary is situated, which may include but are not limited to the following:-
- (a) to enter upon or take possession of the property of the Subsidiary, including but without limitation, any premises of the Subsidiary or any office where the Provisional Liquidators have reason to believe that there are assets, property, or books of the Subsidiary, and if necessary by force, to change locks and open safes and other strong boxes;
  - (b) to ascertain, take possession of, collect, give valid receipts for and protect the money, books records, documents, properties, things in action, and other assets of the Subsidiary (collectively "Subsidiary Assets") including, but without prejudice to the generality of foregoing powers, to demand and receive all kinds of debts due or which may fall due to the Subsidiary, but not to distribute or part with them save for the exercise of the powers hereunder or until further order;
  - (c) to ascertain and conduct investigations into the affairs of the Subsidiary, including without prejudice to the generality of

the foregoing, the power to see, review, secure, take possession of and copy all books, records, and documents of the Subsidiary; or relating to its or their accounts and audit of such accounts, located at the offices of the Subsidiary, its accountants, auditors and other advisors or agents, or any other person whether in Hong Kong or overseas;

- (d) to preserve Subsidiary Assets and, so far only as may be necessary for the beneficial winding up of the Company and with the prior sanction of the Court, to carry on the business of a Subsidiary, for the benefit of all the creditors of the Company until further order;
- (e) to close or cease to operate all or any part of the Subsidiary's business, as the Provisional Liquidators shall think fit, but so far only as may be necessary for the purpose of protecting Subsidiary Assets, and managing the affairs of the Company or the Subsidiary;
- (f) to employ or dismiss any employee of the Subsidiary, but so far only as may be necessary for the purpose of protecting Subsidiary Assets of the Subsidiary, and managing the affairs of the Company or the Subsidiary;
- (g) to discharge rent, salaries of any employees and other current expenses of the Subsidiary where appropriate to do so;
- (h) to terminate, complete, perform or perfect any contracts or transactions relating to the business of the Subsidiary including, without prejudice to the generality of this power, to novate or assign any such contracts or transactions, but so far only as may be necessary for the purpose of protecting Subsidiary Assets, and managing the affairs of the Company or the Subsidiary;
- (i) to make, procure or authorize payments of any money in the ordinary course of the business of a Subsidiary in Hong Kong or elsewhere, out of monies in the existing bank account or accounts of the Subsidiary, or bank account or accounts of the Subsidiary, or bank account or accounts opened or maintained by the Provisional Liquidators as provided herein;

- (j) to demand and receive any and all of the debts due or which may fall due to the Subsidiary;
- (k) to open, maintain and operate a special bank account or accounts and to pay all money received on behalf of a Subsidiary into such account or accounts and to draw on such account or accounts for any the purposes specified in this Order and insofar as the Provisional Liquidators may deem desirable or necessary, cause money in a Subsidiary's existing bank accounts to be paid into such special account or accounts as may be opened or maintained by them;
- (l) to carry on correspondence with former customers of or any other parties dealing with a Subsidiary;
- (m) save and except the power of sale, to exercise, in relation to Subsidiary Assets, or any part thereof, all such powers, authorities and things as the Provisional Liquidators would be capable of exercising if they were the absolute beneficial owner of the same, and to use the name of a Subsidiary respectively, for all or any of such purposes, including but not limited to the right to attend meetings and to exercise any votes and to direct nominees of a Subsidiary in whose names shares or other securities beneficially owned by a Subsidiary are registered to exercise all or any such rights as the Provisional Liquidators shall direct;
- (n) to convene and hold meetings of the members or creditors of a Subsidiary, for any purpose the Provisional Liquidators think fit;
- (o) to, if necessary, repair, maintain and insure Subsidiary Assets, in such sums as the Provisional Liquidators deem fit;
- (p) to grant or accept a surrender of a lease of tenancy of any of the property of a Subsidiary, and to take a lease or tenancy of any property required or convenient for the business of the Subsidiary;
- (q) with the prior sanction of the Court, to bring, prosecute and defend in the name and on behalf of a Subsidiary, or in the

names of the Provisional Liquidators any actions, suits, arbitrations or proceedings, including winding up proceedings whether in Hong Kong or any other jurisdictions;

- (r) to change the situation of a Subsidiary's registered office;
- (s) to rank and claim in the bankruptcy, liquidation or insolvency of any parties (including but not limited to any body corporate) indebted to the Subsidiary and to receive dividends, and accede to trust deeds for the creditors of any such persons.

(17) For any of the foregoing purposes:-

- (a) to appoint and engage clerks, servants, employees, managers and agents including foreign agents upon such terms as to remuneration or otherwise and for such periods as the Provisional Liquidators may deem fit;
- (b) to incur and to defray out of the Assets such expenses, wages, salaries and fees as may be necessary therefor or incidental thereto;
- (c) to terminate the employment of any managers, clerks, servants, employees or agents of the Company and to close place or places of business as the Provisional Liquidators may deem fit;
- (d)
  - (i) to engage accountants, surveyors, attorney, solicitors, barristers, financial advisers, stockbrokers and other agents as the Provisional Liquidators deem necessary whether in Hong Kong or elsewhere;
  - (ii) before retaining attorney, solicitors or barristers in Hong Kong, to obtain the approval of the Companies Court judge or, if he is not available, the judge making the appointment of the Provisional Liquidators; and with the application, which may be made in writing, to provide details of quotes that have been obtained from three or more firms of solicitors, and state which firm is preferred and the reasons for choosing that firm; and



to include details of the number of cases in the previous 5 calendar years in which the Provisional Liquidators have instructed each firm of solicitors, the fees paid to them and work introduced to the Provisional Liquidators, if any, by each firm of solicitors;

- (e) to draw, accept, make or endorse bills of exchange and other negotiable instruments in the name of and on behalf of the Company;
  - (f) to enter into such commitments as the Provisional Liquidators consider may be necessary therefor or incidental thereto;
  - (g) to do all acts and to execute, in the name and on behalf of the Company, all deeds, receipts and other documents and for such purposes, to use, when necessary, the seal of the Company or any Subsidiary; and
4. Notwithstanding anything in the foregoing parts of this Order, the Provisional Liquidators shall not take any steps directly or indirectly to cause any Subsidiary (whether direct or indirect) of the Company which carries on or which has carried on business in any jurisdiction other than Hong Kong from realizing or disposing of any of its assets (otherwise than in the ordinary course of trade) unless:
- (a) such realization or disposal is authorized by and in connection with an order of a court having competent jurisdiction in the State, Territory, or Region within which such business is being or has been carried out ("Local Court"); or
  - (b) the Local Court to which an application is made for these purposes of such realization or disposal declares that no such authority is required; or
  - (c) such realization or disposal is authorized by further order of this Court.
5. No disposition of the Company's property by or with the authority of the Provisional Liquidators in carrying out of their duties and functions and

the exercise of their powers under this Order shall be avoided by virtue of the provisions of section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

6. The Company and its directors do forthwith grant unrestricted access to the Provisional Liquidators to all the books, records and documents of the Company (whether in the form of hard copy or stored electronically) and caused to be delivered to the Provisional Liquidators as soon as practicable title deeds of all properties held by the Company and thereafter provide all assistance to the Provisional Liquidators and their staff as they may request from time to time.
7. The directors of the Company do submit a statement of affairs of the Company to the Provisional Liquidators within 28 days from the date thereof pursuant to section 190 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
8. Subject to the approval of the Court, the remuneration of the Provisional Liquidators and the fees, costs and expenses of all persons retained by the Provisional Liquidators be charged on a time-costs basis and upon assessment by the Court be paid out of the assets of the Company.
9. The Provisional Liquidators, the Company and the Official Receiver be at liberty to apply generally.
10. The Company and any creditor of the Company or of its subsidiaries be at liberty to apply for the discharge and / or variation of this Order on giving 3 days' prior written notice to the Provisional Liquidators.
11. The costs of the Company in this application be paid out of the Assets of the Company.
12. The costs of the Official Receiver of this application be assessed on gross sum basis at HK\$24,650 be paid out of the assets of the Company.

Dated this 17<sup>th</sup> day of July 2018.

Registrar

**NOTICE TO THE OFFICERS OF THE COMPANY**

Note - As the Official Receiver or provisional liquidator (interviewer) may require, it is the duty of a person who is or may be liable to make the statement of affairs of the Company, or a supplementary affidavit in relation to that statement, to attend on the interviewer according to the day, time and place the interviewer appoints and to give the interviewer all information that the interviewer requires.

HCCW 126 / 2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018

---

IN THE MATTER OF Shanghai Huaxin Group  
(Hongkong) Limited (上海華信集團(香港)  
有限公司)

And

IN THE MATTER OF the Companies  
(Winding Up and Miscellaneous Provisions)  
Ordinance (Cap. 32)

---

**ORDER FOR APPOINTMENT OF  
PROVISIONAL LIQUIDATORS**

---

Dated 17 July 2018  
Filed on 2 August 2018

Au-Yeung, Cheng, Ho & Tin  
Solicitor for the Respondent  
14<sup>th</sup> Floor, Far East Consortium Building,  
121 Des Voeux Road Central,  
Hong Kong  
Tel: 2521 8822 Fax: 2521 2602  
Ref: CSS/607044/CE

RECEIVED

2018 AUG -2 P 12: 22

OFFICE

**EXHIBIT D**

**Sanction Order**

HCCW 126/2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018



26 MAR 2019

IN THE MATTER of the Companies (Winding  
Up and Miscellaneous Provisions) Ordinance  
(Cap. 32)

and

IN THE MATTER OF Shanghai Huaxin Group  
(Hongkong) Limited (上海華信集團(香港)有  
限公司)

**BEFORE THE HONOURABLE MR JUSTICE HARRIS IN CHAMBERS**

**ORDER**

UPON the application of the joint and several provisional liquidators (the "**Provisional Liquidators**") of Shanghai Huaxin Group (Hongkong) Limited (上海華信集團(香港)有限公司) (In Liquidation) (the "**Company**") by way of Ex Parte Summons filed on 22 February 2019 (the "**Summons**")

AND UPON reading the 3<sup>rd</sup> Affidavit of Donald Edward Osborn filed on 22 February 2019 together with the exhibits referred to therein (the "**3<sup>rd</sup> Osborn Affidavit**")

IT IS ORDERED that:

1. The Provisional Liquidators be at liberty to take any such action as may be necessary or desirable to obtain recognition in the United States of America ("U.S.") of the winding up proceedings in Hong Kong (the "**Winding Up Proceedings**"), the Order made by the Honourable Mr. Justice Harris on 3 September 2018 to wind up the Company (the "**Winding Up Order**") and the appointment and powers of the Provisional Liquidators, and to make applications to the United States Bankruptcy

Court for the Southern District of New York (the “**U.S. Bankruptcy Court**”) for that purpose;

2. The Provisional Liquidators be at liberty to:
  - (a) sell, market or cause the sale of, the property known as The Trump World Tower Condominium (or Residential Unit No. 78B), located at Street Number 845 United Nations Plaza, County of New York, State of New York, United States of America and the particulars and description of which are set out in the Schedule annexed to the Summons, by public auction or private contract, with power to transfer the whole of the property and things in action to any person or company, or to sell them in parcels (the “**Proposed Sale**”);
  - (b) do all acts and execute, in the name and on behalf of the Company, all deeds, receipts and other documents, and for that purpose use, when necessary, the Company’s seal to effect the Proposed Sale;
  - (c) appoint an agent and/or legal advisor to do any business that the Provisional Liquidators are unable to do in person to effect the Proposed Sale;
  - (d) for the purposes of preserving (including pursuing or defending any claims) and effecting the sale of the U.S. Property, pay or authorise the payment of any monies held in the bank accounts opened or maintained by the Provisional Liquidators; and
  - (e) do all other things as may be necessary to effect the Proposed Sale;
3. This Court do issue a letter of request (the “**Letter of Request**”) or certificate or other equivalent documentation that would satisfy the U.S. law requirement to provide a certified copy of the Winding Up Order and the Order of the Honourable Mr. Justice Harris dated 17 July 2018 to appoint the Provisional Liquidators (the “**Appointment Order**”), requesting the U.S. Bankruptcy Court to recognise (1) the Winding Up Proceedings and the Winding Up Order, (2) the appointment and powers of the Provisional Liquidators pursuant to the Appointment Order, (3) the Winding Up Proceedings as the principal liquidation or “main” proceeding and to assist and to act

in aid of and be auxiliary to this Court by granting cross-border judicial assistance on the terms set out in the Letter of Request;

4. The 3rd Osborn Affidavit and the exhibits referred to therein be placed on the court file in a sealed envelope and not be made available for inspection without leave of the Court; and
5. Costs of this application be paid out of the assets of the Company.

Dated this 6<sup>th</sup> day of March 2019

Registrar



**HCCW 126/2018**

**IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018**

---

**IN THE MATTER OF the Companies (Winding  
Up and Miscellaneous Provisions) Ordinance  
(Cap. 32)**

**and**

**IN THE MATTER OF Shanghai Huaxin Group  
(Hongkong) Limited (上海華信集團(香港)有限  
公司)**

---

**ORDER**

---

**Filed the 26<sup>th</sup> day of March 2019**

**Latham & Watkins LLP  
Solicitors for the Provisional Liquidators  
18<sup>th</sup> Floor, One Exchange Square  
8 Connaught Place  
Central  
Hong Kong  
Tel: 2912-2500  
Fax: 2912-2600  
Ref: HL/CM/054384-0002**

**EXHIBIT E**

**Order of Appointment of Liquidators**

HCCW 126/2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018



---

IN THE MATTER of the Companies (Winding  
Up and Miscellaneous Provisions) Ordinance  
(Cap. 32)

and

IN THE MATTER OF SHANGHAI HUAXIN  
GROUP (HONGKONG) LIMITED (上海華信  
集團(香港)有限公司)

---

**BEFORE MASTER LAI OF THE HIGH COURT IN CHAMBERS**

**ORDER**

UPON the application of the joint and several provisional liquidators (the “**Provisional Liquidators**”) of Shanghai Huaxin Group (Hongkong) Limited (In Liquidation) (the “**Company**”) by way of applications by report of the Provisional Liquidators filed on 19 December 2018 and letter from the Provisional Liquidators dated 19 December 2018

UPON reading the order to wind up the Company made on 3 September 2018 and the two reports of the Provisional Liquidators of the results of the first meetings of contributories and creditors filed on 19 December 2018 and letter from the Provisional Liquidators dated 19 December 2018

AND UPON HEARING Counsel for the Provisional Liquidators and the Solicitors for the Petitioner and for LORWIN

IT IS ORDERED that:

1. Mr. Donald Edward OSBORN and Mr. SO Man Chun, both of PricewaterhouseCoopers, be appointed as joint and several liquidators of Shanghai Huaxin Group (Hongkong) Limited (the “**Joint and Several Liquidators**”);

2. the Joint and Several Liquidators shall receive such remuneration as may be determined by agreement between them and the committee of inspection (the "**Committee of Inspection**") if one is subsequently constituted or if the Court orders no Committee of Inspection or if the Committee of Inspection and Joint and Several Liquidators fail to agree on the Liquidators' remuneration, such remuneration shall be determined by the Court;
3. the issue on the constitution and composition of the Committee of Inspection be adjourned to an early date to be fixed before a Master with two hours reserved;
4. leave be granted to all creditors who have submitted a proof of debt as at today's date to send to the Joint and Several Liquidators their representations or submissions on the constitution and composition of the Committee of Inspection on or before 30 April 2019;
5. the Joint and Several Liquidators to submit to the Court on or before 14 May 2019 their further report on the constitution and composition of the Committee of Inspection with copy to the Official Receiver together with the representations and/or submissions received from the creditors (if any);
6. the Official Receiver shall file with the Court and serve on the Joint and Several Liquidators a report (the "**Official Receiver's Report**") on the constitution and composition of the Committee of Inspection for this liquidation on or before 11 June 2019;
7. the Joint and Several Liquidators do send to all creditors who had submitted proof of debt to the Liquidators, the Report of the Liquidator and the Report of the Official Receiver referred to in this Order;
8. the Joint and Several Liquidators do make available for inspection by all creditors the submissions and/or representations received by the creditors pursuant to this Order and inform the creditors of the availability of these documents for inspection;

9. the Joint and Several Liquidators do within 21 days from the date of this Order give security to the satisfaction of the Official Receiver as provided by section 195 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);
10. notice of this Order be gazetted by the Official Receiver and advertised by the Joint and Several Liquidators in one issue of an English newspaper and in one issue of a Chinese newspaper published and circulating in Hong Kong, the People's Republic of China and Singapore; and
11. costs reserved.

Dated this 25th day of March 2019

Registrar

**HCCW 126/2018**

**IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018**

---

**IN THE MATTER OF the Companies (Winding  
Up and Miscellaneous Provisions) Ordinance  
(Cap. 32)**

**and**

**IN THE MATTER OF SHANGHAI HUAXIN  
GROUP (HONGKONG) LIMITED (上海華信  
集團(香港)有限公司)**

---

**ORDER**

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Filed the 28<sup>th</sup> day of March 2019

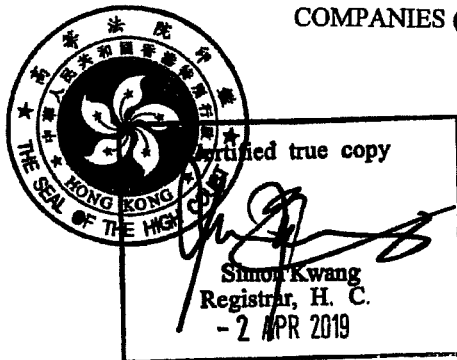
**Latham & Watkins LLP  
Solicitors for the Provisional Liquidators  
18<sup>th</sup> Floor, One Exchange Square  
8 Connaught Place  
Central  
Hong Kong  
Tel: 2912-2500  
Fax: 2912-2600  
Ref: HL/CM/054384-0002**

**EXHIBIT F**

**Letter of Request**

HCCW 126/2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) PROCEEDINGS NO. 126 OF 2018



IN THE MATTER of the Companies (Winding  
Up and Miscellaneous Provisions) Ordinance  
(Cap. 32)

and

IN THE MATTER OF Shanghai Huaxin Group  
(Hongkong) Limited (上海華信集團(香港)有限  
公司)

LETTER OF REQUEST

WHEREAS:

1. This Court is a court which has (and which exercises) jurisdiction in relation to insolvency and bankruptcy law in Hong Kong.
2. Shanghai Huaxin Group (Hongkong) Limited (上海華信集團(香港)有限公司) (formerly known as Hongkong Huaxin Petroleum Limited and Huaxin China Petroleum Limited) (the "Company") was incorporated on 20 September 2007 under the laws of Hong Kong.
3. On 17 May 2018, a creditor presented a petition to this Court to compulsorily wind up the Company.



4. On 17 July 2018, the Honourable Mr. Justice Harris of this Court made an order (the “**Appointment Order**”) appointing Mr. Donald Edward Osborn and Mr. Man Chun So, both of Messrs. PricewaterhouseCoopers, 22/F, Prince’s Building, Central, Hong Kong, as joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”). A certified copy of the Appointment Order is annexed hereto.
5. On 3 September 2018, the Honourable Mr. Justice Harris of this Court made an order to wind up the Company (the “**Winding Up Order**”). A certified copy of the Winding Up Order is annexed hereto. Upon the making of the Winding Up Order, the Provisional Liquidators have acted and continue to act as the provisional liquidators of the Company pursuant to Sections 194, 199B and Schedule 25 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (“**Cap. 32**”).
6. On 6 March 2019, the Honourable Mr. Justice Harris of this Court made an order authorising the Provisional Liquidators to seek recognition in the United States of America (“**U.S.**”) and any jurisdiction the Provisional Liquidators deem necessary, and to make applications to the relevant courts for that purpose.
7. The Provisional Liquidators have demonstrated to the satisfaction of this Court that it is desirable for the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Bankruptcy Court**”) to consider and determine whether it would be appropriate to make Orders which:
  - (1) recognise the winding up proceedings in Hong Kong (the “**Hong Kong Proceedings**”) and the Winding Up Order;
  - (2) recognise the appointment and powers of the Provisional Liquidators pursuant to the Appointment Order and Cap. 32 such that the appointment of the Provisional Liquidators in Hong Kong be treated in all respects in the same manner as if the Provisional Liquidators had been appointed by the U.S. Bankruptcy Court;

- (3) recognise the winding up proceedings in Hong Kong Proceedings as the principal liquidation (or "main" proceedings) and to assist and to act in aid of and be auxiliary to the Hong Kong Court by granting cross-border judicial assistance;
- (4) grant such powers to the Provisional Liquidators as would be available to them if they had been appointed as joint provisional liquidators to a company in respect of which winding up proceedings has been commenced in the U.S. or a winding-up order had been made by the U.S. Bankruptcy Court; and
- (5) produce, in the territory of the United States of America, the same effect (or substantially the same effect) as Sections 182, 183, and 186 of Cap. 32.

**THIS COURT HEREBY REQUESTS** the U.S. Bankruptcy Court to assist and to act in aid of and be auxiliary to this Court by granting cross-border judicial assistance by:

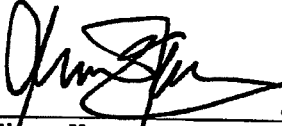
8. Considering and determining whether it would be appropriate to make Orders (and if so, by making such Orders) that:
  - (1) The Hong Kong Proceedings and the Winding Up Order be recognised.
  - (2) The Hong Kong Proceedings be recognised as the main or principal winding-up proceedings.
  - (3) The appointment and powers of the Provisional Liquidators pursuant to the Appointment Order and Cap. 32 be recognised such that the appointment of the Provisional Liquidators in Hong Kong be treated in all respects in the same manner as if the Provisional Liquidators had been appointed by the U.S. Bankruptcy Court.
  - (4) The Provisional Liquidators shall have and may exercise such powers as would be available to them if they had been appointed as joint provisional liquidators to a company in respect of which winding up proceedings has been commenced in the U.S. or a winding-up order had been made by the U.S. Bankruptcy Court, and in

particular but without prejudice to the generality of the foregoing, for the following purposes:

- i. to locate, protect, secure and take into their possession and control all assets and property within the jurisdiction of the U.S. courts to which the Company is or appears to be entitled;
- ii. to locate, protect, secure and take into their possession and control the books, papers, and records of the Company including the accountancy and statutory records within the jurisdiction of the U.S. courts and to investigate the assets and affairs of the Company and the circumstances which gave rise to its insolvency;
- iii. to take all necessary steps to prevent any disposal of the Company's assets;
- iv. to operate and open or close any bank accounts in the name and on behalf of the Company for the purpose of collecting the assets and paying the costs and expenses of the proceedings in the U.S.;
- v. to pay or authorise the payment of any monies held in the bank accounts opened or maintained by the Provisional Liquidators, whether in Hong Kong or in the U.S.;
- vi. to take control of and exercise all rights that the Company may have in relation to any of its subsidiaries, joint ventures, associated companies or other entities in which the Company has an interest (whether directly or indirectly);
- vii. to retain and employ barristers, solicitors or attorneys and/or such other agents or professional persons as the Provisional Liquidators consider appropriate for the purpose of advising or assisting in the execution of their powers and duties;

- viii. to sell, market or cause the sale of, the property known as The Trump World Tower Condominium (or Residential Unit No. 78B), located at Street Number 845 United Nations Plaza, County of New York, State of New York, United States of America, and to do all other things as may be necessary to effect the same;
  - ix. to remit the proceeds of the sales in subparagraph (viii) above to Hong Kong for distribution to creditors in the Hong Kong Proceedings; and
  - x. so far as may be necessary to supplement and to effect the powers set out at subparagraphs (i) to (ix) above, to bring legal proceedings and make all such applications to the U.S. Bankruptcy Court whether in their own names or in the name of the Company on behalf of and for the benefit of the Company including any applications for orders for disclosure and production of documents and/or ancillary relief such as freezing orders, search and seizure orders in any legal proceedings commenced.
- (5) For so long as the Company shall be deemed to be under the protection of Sections 182, 183 and 186 of Cap. 32 save with leave of this Court or the U.S. Bankruptcy Court (and subject to such terms as that Court may impose) or with the consent of the Provisional Liquidators:
- i. No proceedings may be commenced or continued against the Company within the jurisdiction of the U.S. Bankruptcy Courts for the winding up of the Company;
  - ii. No proceedings may be commenced or continued within the jurisdiction of the U.S. courts against the Company or its assets;
  - iii. No receiver may be appointed over any part of the property or undertaking of the Company within the jurisdiction of the U.S. courts save in so far as it would be permitted if the Company was being wound up under the Bankruptcy Code;

- iv. No disposition of the property of the Company within the jurisdiction of the U.S. courts, including things in action, and any transfer of shares, or alterations in the status of the members of the Company, shall be made save in so far as it would be permitted if the Company was being compulsorily wound up under the Bankruptcy Code; and
  - v. No attachment, sequestration, distress or execution shall be put in force against the property or effects of the Company within the jurisdiction of the U.S. courts save in so far as it would be permitted if the Company was being compulsorily wound up under the Bankruptcy Code.
- (6) Granting such further or other relief or assistance by way of cross-border judicial assistance as it may think just and convenient.

  
Simon Kwang  
Registrar, High Court  
Hong Kong Special Administrative Region



Dated this 2<sup>nd</sup> day of April 2019



Certified true copy  
*Simba Kwang*  
Simba Kwang  
Registrar, H. C.  
- 2 APR 2019

HCCW 126 / 2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018



IN THE MATTER OF Shanghai Huaxin  
Group (Hongkong) Limited (上海華信集團  
(香港)有限公司)

And

IN THE MATTER OF the Companies  
(Winding Up and Miscellaneous Provisions)  
Ordinance (Cap. 32)



BEFORE THE HONOURABLE MR JUSTICE HARRIS IN CHAMBERS  
(NOT OPEN TO PUBLIC)

ORDER FOR APPOINTMENT OF PROVISIONAL LIQUIDATORS

UPON THE EX-PARTE (ON NOTICE) APPLICATION made by  
Shanghai Huaxin Group (Hongkong) Limited ("the Company") on 16 July 2018  
(the "Application")

AND UPON READING the Petition, the Affirmation of Ngan Kwan  
affirmed on the 16<sup>th</sup> day of July 2018 together with the exhibits referred thereto  
and the 2 Affirmations of Fitness both dated 4 July 2018, the Consents to Act  
and the respective Disclosure Statements of Donald Edward Osborn and So  
Man Chun all dated 14 July 2018

AND UPON HEARING Counsel for the Company and the Official  
Receiver

*29 MAR 2019*  
*checked*

**AND UPON UNDERTAKING of the Company:-**

- (1) to forthwith notify the Registrar of Companies of the appointment of the Provisional Liquidators hereunder;
- (2) to forthwith serve a sealed copy of this Order on the Registrar of Companies, the Official Receiver, and the registered office of the Company and give notice of the same to any subsidiary or associated company as soon as possible;
- (3) to forthwith pay the Official Receiver the deposit under rule 28(1A) of the Companies (Winding-Up) Rules;
- (4) to be responsible for the acts and default of the Provisional Liquidators hereby appointed until they have given security as herein mentioned; and
- (5) to abide by an order of this Court may make as to damages if the Court later finds that this Order has caused loss to any other party and decides that the other party should be compensated for that loss.

**IT IS ORDERED that:-**

1. Upon the sum of HK\$3,500 being deposited by the Company with the Official Receiver and until determination of the Petition or further order of the Court and pursuant to s.193 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), Mr. Donald Edward Osborn and Mr. Man Chun So, both of Messrs. Pricewaterhousecoopers, be appointed as the provisional liquidators (**'Provisional Liquidators'**) of the Company with power to act jointly and severally in their capacity as such until further order;
2. The Provisional Liquidators do as soon as practicable furnish security to the satisfaction of the Official Receiver;
3. The powers of the Provisional Liquidators be exercised jointly and severally, and be limited and restricted to the following:-
  - (1) To enter upon or take possession of the property of the Company, without limitation, any premises of the Company, or any office where the Provisional Liquidators have reason to believe that there are assets, property or books and records of the Company, and, if necessary by force, to change locks and open safes and other strongboxes.
  - (2) To ascertain, take possession of, collect, give valid receipts for and protect all books, records, documents, properties, things in action,

shares held in subsidiary companies and other assets of the Company, whether within or outside the jurisdiction of this Court (collectively "Assets") including but without prejudice to the generality of the foregoing powers to demand and receive all debts due or which may fall due to the Company but not to distribute or part with them save for the exercise of the powers hereunder or until further order.

- (3) To preserve the Assets, and to carry on the business of the Company so far as may be necessary for the beneficial winding up of the Company and with the prior sanction of the Court and, for this purpose, to pay or authorise payments of any moneys in the ordinary course of the business of the Company out of monies in the existing bank account or accounts of the Company or bank account or accounts opened or maintained by the Provisional Liquidators as hereinafter provided.
- (4) To close or cease to operate all or any part of the Company's business operations as the Provisional Liquidators shall think fit, but so far only as may be necessary for the purpose of protecting the assets of the Company, and managing the affairs of the Company.
- (5) With the prior sanction of the Court, to bring or defend any action or other proceedings (whether court proceedings, arbitration or otherwise) in the name and on behalf of the Company or such other action as may be considered by the Provisional Liquidators to be necessary for the protection of the Assets.
- (6) To ascertain and conduct investigations of the affairs of the Company, including, without prejudice to the generality of the foregoing, the power to inspect, review, secure, take possession of and copy all books, records and documents of the Company, located at the offices of the Company, its accountants, auditors or other advisors or agents, or any other person, whether in Hong Kong or overseas.
- (7) To demand and receive all the debts due or which may fall due to the Company.
- (8) To open, maintain or operate a bank account or accounts and to pay all moneys received on behalf of the Company into such account or



accounts and, in so far as the Provisional Liquidators may deem desirable or necessary, cause monies in the existing bank accounts of the Company to be paid into such account or accounts and to draw on such account or accounts for any of the purposes specified in this Order.

- (9) To surrender any premises presently leased by the Company to the landlords and to enter into leases for premises for the purpose of storing any property, equipment and motor vehicles belonging to the Company on such terms as the Provisional Liquidators may see fit.
- (10) To enter into negotiations with any party for the purpose of selling the Assets including the Company's shareholdings in any subsidiaries and associated companies by way of tender or private contract at the best prices reasonably obtainable by the Provisional Liquidators in the circumstances and, with the prior sanction of the Court, to sell and to transfer the whole thereof to any person or company, or to sell the same in parcels.
- (11) To, if necessary, repair, maintain, and insure the Assets in such sum as the Provisional Liquidators may deem fit.
- (12) To convene and hold meetings of the members or creditors of the Company, for such purpose as the Provisional Liquidators may think fit.
- (13) To exercise the rights to which a registered holder of any shares or other securities registered in the name of the Company is entitled including, but without prejudice to the generality of the foregoing power, the right to attend meetings and to exercise any voting power pertaining to such shares or other securities and to direct nominees of the Company in whose names shares or other securities beneficially owned by the Company are registered to exercise all or any such rights as the Provisional Liquidators shall direct.
- (14) To take control of and exercise all rights which the Company may have in relation to any of its joint-ventures, subsidiary or associated companies or other entities in which the Company holds an interest ("Subsidiary") or such shares of such Subsidiary as are owned (directly or indirectly) by the Company as may be necessary to

obtain control or management of any such entities including, without prejudice to the generality of the foregoing, the power to appoint or remove all or any directors or any other officers and agents of any such entities and to take all such steps as the Provisional Liquidators think fit to protect the interests of the Company and for the purpose of protecting the assets and managing the affairs of the Company.

- (15) To take any such action as may be necessary or desirable to obtain recognition of the appointment of the Provisional Liquidators in any jurisdiction other than Hong Kong and to make applications to the relevant courts for that purpose.
- (16) By reason of the taking control of, or the exercise of all rights (arising from the Company's holding of shares whether directly or indirectly) which the Company may have in relation to any Subsidiary whether in Hong Kong or overseas, to do or, as a shareholder cause or compel a Subsidiary to do or permit the doing of, all acts in accordance with the provisions of any relevant constitutional documentation of such Subsidiary, and the relevant laws of the jurisdiction in which the Subsidiary is situated, which may include but are not limited to the following:-
- (a) to enter upon or take possession of the property of the Subsidiary, including but without limitation, any premises of the Subsidiary or any office where the Provisional Liquidators have reason to believe that there are assets, property, or books of the Subsidiary, and if necessary by force, to change locks and open safes and other strong boxes;
  - (b) to ascertain, take possession of, collect, give valid receipts for and protect the money, books records, documents, properties, things in action, and other assets of the Subsidiary (collectively "**Subsidiary Assets**") including, but without prejudice to the generality of foregoing powers, to demand and receive all kinds of debts due or which may fall due to the Subsidiary, but not to distribute or part with them save for the exercise of the powers hereunder or until further order;
  - (c) to ascertain and conduct investigations into the affairs of the Subsidiary, including without prejudice to the generality of

the foregoing, the power to see, review, secure, take possession of and copy all books, records, and documents of the Subsidiary; or relating to its or their accounts and audit of such accounts, located at the offices of the Subsidiary, its accountants, auditors and other advisors or agents, or any other person whether in Hong Kong or overseas;

- (d) to preserve Subsidiary Assets and, so far only as may be necessary for the beneficial winding up of the Company and with the prior sanction of the Court, to carry on the business of a Subsidiary, for the benefit of all the creditors of the Company until further order;
- (e) to close or cease to operate all or any part of the Subsidiary's business, as the Provisional Liquidators shall think fit, but so far only as may be necessary for the purpose of protecting Subsidiary Assets, and managing the affairs of the Company or the Subsidiary;
- (f) to employ or dismiss any employee of the Subsidiary, but so far only as may be necessary for the purpose of protecting Subsidiary Assets of the Subsidiary, and managing the affairs of the Company or the Subsidiary;
- (g) to discharge rent, salaries of any employees and other current expenses of the Subsidiary where appropriate to do so;
- (h) to terminate, complete, perform or perfect any contracts or transactions relating to the business of the Subsidiary including, without prejudice to the generality of this power, to novate or assign any such contracts or transactions, but so far only as may be necessary for the purpose of protecting Subsidiary Assets, and managing the affairs of the Company or the Subsidiary;
- (i) to make, procure or authorize payments of any money in the ordinary course of the business of a Subsidiary in Hong Kong or elsewhere, out of monies in the existing bank account or accounts of the Subsidiary, or bank account or accounts of the Subsidiary, or bank account or accounts opened or maintained by the Provisional Liquidators as provided herein;

- (j) to demand and receive any and all of the debts due or which may fall due to the Subsidiary;
- (k) to open, maintain and operate a special bank account or accounts and to pay all money received on behalf of a Subsidiary into such account or accounts and to draw on such account or accounts for any the purposes specified in this Order and insofar as the Provisional Liquidators may deem desirable or necessary, cause money in a Subsidiary's existing bank accounts to be paid into such special account or accounts as may be opened or maintained by them;
- (l) to carry on correspondence with former customers of or any other parties dealing with a Subsidiary;
- (m) save and except the power of sale, to exercise, in relation to Subsidiary Assets, or any part thereof, all such powers, authorities and things as the Provisional Liquidators would be capable of exercising if they were the absolute beneficial owner of the same, and to use the name of a Subsidiary respectively, for all or any of such purposes, including but not limited to the right to attend meetings and to exercise any votes and to direct nominees of a Subsidiary in whose names shares or other securities beneficially owned by a Subsidiary are registered to exercise all or any such rights as the Provisional Liquidators shall direct;
- (n) to convene and hold meetings of the members or creditors of a Subsidiary, for any purpose the Provisional Liquidators think fit;
- (o) to, if necessary, repair, maintain and insure Subsidiary Assets, in such sums as the Provisional Liquidators deem fit;
- (p) to grant or accept a surrender of a lease of tenancy of any of the property of a Subsidiary, and to take a lease or tenancy of any property required or convenient for the business of the Subsidiary;
- (q) with the prior sanction of the Court, to bring, prosecute and defend in the name and on behalf of a Subsidiary, or in the

names of the Provisional Liquidators any actions, suits, arbitrations or proceedings, including winding up proceedings whether in Hong Kong or any other jurisdictions;

- (r) to change the situation of a Subsidiary's registered office;
  - (s) to rank and claim in the bankruptcy, liquidation or insolvency of any parties (including but not limited to any body corporate) indebted to the Subsidiary and to receive dividends, and accede to trust deeds for the creditors of any such persons.
- (17) For any of the foregoing purposes:-
- (a) to appoint and engage clerks, servants, employees, managers and agents including foreign agents upon such terms as to remuneration or otherwise and for such periods as the Provisional Liquidators may deem fit;
  - (b) to incur and to defray out of the Assets such expenses, wages, salaries and fees as may be necessary therefor or incidental thereto;
  - (c) to terminate the employment of any managers, clerks, servants, employees or agents of the Company and to close place or places of business as the Provisional Liquidators may deem fit;
  - (d)
    - (i) to engage accountants, surveyors, attorney, solicitors, barristers, financial advisers, stockbrokers and other agents as the Provisional Liquidators deem necessary whether in Hong Kong or elsewhere;
    - (ii) before retaining attorney, solicitors or barristers in Hong Kong, to obtain the approval of the Companies Court judge or, if he is not available, the judge making the appointment of the Provisional Liquidators; and with the application, which may be made in writing, to provide details of quotes that have been obtained from three or more firms of solicitors, and state which firm is preferred and the reasons for choosing that firm; and

to include details of the number of cases in the previous 5 calendar years in which the Provisional Liquidators have instructed each firm of solicitors, the fees paid to them and work introduced to the Provisional Liquidators, if any, by each firm of solicitors;

- (e) to draw, accept, make or endorse bills of exchange and other negotiable instruments in the name of and on behalf of the Company;
  - (f) to enter into such commitments as the Provisional Liquidators consider may be necessary therefor or incidental thereto;
  - (g) to do all acts and to execute, in the name and on behalf of the Company, all deeds, receipts and other documents and for such purposes, to use, when necessary, the seal of the Company or any Subsidiary; and
4. Notwithstanding anything in the foregoing parts of this Order, the Provisional Liquidators shall not take any steps directly or indirectly to cause any Subsidiary (whether direct or indirect) of the Company which carries on or which has carried on business in any jurisdiction other than Hong Kong from realizing or disposing of any of its assets (otherwise than in the ordinary course of trade) unless:
- (a) such realization or disposal is authorized by and in connection with an order of a court having competent jurisdiction in the State, Territory, or Region within which such business is being or has been carried out ("**Local Court**"); or
  - (b) the Local Court to which an application is made for these purposes of such realization or disposal declares that no such authority is required; or
  - (c) such realization or disposal is authorized by further order of this Court.
5. No disposition of the Company's property by or with the authority of the Provisional Liquidators in carrying out of their duties and functions and

the exercise of their powers under this Order shall be avoided by virtue of the provisions of section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

6. The Company and its directors do forthwith grant unrestricted access to the Provisional Liquidators to all the books, records and documents of the Company (whether in the form of hard copy or stored electronically) and caused to be delivered to the Provisional Liquidators as soon as practicable title deeds of all properties held by the Company and thereafter provide all assistance to the Provisional Liquidators and their staff as they may request from time to time.
7. The directors of the Company do submit a statement of affairs of the Company to the Provisional Liquidators within 28 days from the date thereof pursuant to section 190 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
8. Subject to the approval of the Court, the remuneration of the Provisional Liquidators and the fees, costs and expenses of all persons retained by the Provisional Liquidators be charged on a time-costs basis and upon assessment by the Court be paid out of the assets of the Company.
9. The Provisional Liquidators, the Company and the Official Receiver be at liberty to apply generally.
10. The Company and any creditor of the Company or of its subsidiaries be at liberty to apply for the discharge and / or variation of this Order on giving 3 days' prior written notice to the Provisional Liquidators.
11. The costs of the Company in this application be paid out of the Assets of the Company.
12. The costs of the Official Receiver of this application be assessed on gross sum basis at HK\$24,650 be paid out of the assets of the Company.

Dated this 17<sup>th</sup> day of July 2018.

Registrar

**NOTICE TO THE OFFICERS OF THE COMPANY**

Note - As the Official Receiver or provisional liquidator (interviewer) may require, it is the duty of a person who is or may be liable to make the statement of affairs of the Company, or a supplementary affidavit in relation to that statement, to attend on the interviewer according to the day, time and place the interviewer appoints and to give the interviewer all information that the interviewer requires.



HCCW 126 / 2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018

---

IN THE MATTER OF Shanghai Huaxin Group  
(Hongkong) Limited (上海華信集團(香港)  
有限公司)

And

IN THE MATTER OF the Companies  
(Winding Up and Miscellaneous Provisions)  
Ordinance (Cap. 32)

---

**ORDER FOR APPOINTMENT OF  
PROVISIONAL LIQUIDATORS**

---

Dated 17 July 2018  
Filed on 2 August 2018

Au-Yeung, Cheng, Ho & Tin  
Solicitor for the Respondent  
14<sup>th</sup> Floor, Far East Consortium Building,  
121 Des Voeux Road Central,  
Hong Kong  
Tel: 2521 8822 Fax: 2521 2602  
Ref: CSS/607044/CE

RECEIVED

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OFFICE

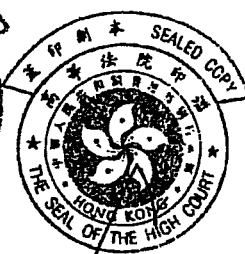
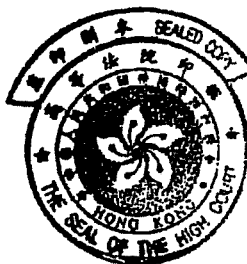
IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018



26/2018

certified true copy

*Simon Kwang*  
Registrar, H. C.  
- 2 APR 2019



9 SEP 2019

29 MAR 2019

IN THE MATTER of the Companies  
(Winding Up and Miscellaneous  
Provisions) Ordinance (Cap. 32)

and

IN THE MATTER of SHANGHAI  
HUAXIN GROUP (HONGKONG)  
LIMITED (上海華信集團(香港)有限公  
司)

**BEFORE THE HONOURABLE MR JUSTICE HARRIS IN COURT**  
**ORDER FOR WINDING UP BY THE COURT**

UPON the Petition of HARBOUR VANGUARD LIMITED of P.O. Box 31119  
Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205,  
Cayman Islands, a creditor of the above-named Company, on the 17<sup>th</sup> day of May 2018,  
preferred unto the Court

AND UPON reading the said Petition, the Affirmation of Liu Yi filed on the 18<sup>th</sup> day  
of May 2018 and the exhibit referred to therein verifying the said Petition, the  
Affirmation of Liu Jieying filed on the 13<sup>th</sup> day of July 2018 and the exhibits referred  
to therein, the Affirmation of Ngan Kwan filed on the 2<sup>nd</sup> day of August 2018 and the  
exhibits referred to therein, the 2<sup>nd</sup> Affirmation of Ngan Kwan filed on the 27<sup>th</sup> July  
2018, the 2<sup>nd</sup> Affidavit of Lam King Ho Howard filed on 29<sup>th</sup> August 2018 and the  
exhibits referred to therein, the Affirmation of Donald Edward Osborn filed on 31<sup>st</sup>

*K* 29 MAR 2019  
*checked*

August 2018 and the exhibits referred to therein and the Registrar's Certificate issued on the 10<sup>th</sup> day July of 2018

AND UPON hearing counsel for the Petitioner, counsel for the above-named Company, counsel for joint and several Provisional Liquidators of the above-named Company, counsel for SPDB International Investment Management Limited, a supporting creditor, the Official Receiver, and the attendance of China Cinda (HK) Asset Management Co., Limited, a supporting creditor being dispensed with

THIS COURT DOTH ORDER that the said SHANGHAI HUAXIN GROUP (HONGKONG) LIMITED (上海華信集團(香港)有限公司) (formerly known as HONGKONG HUAXIN PETROLEUM LIMITED 香港華信石油有限公司 and HUAXIN CHINA PETROLEUM LIMITED 華信中國石油有限公司), whose registered office is at Room 2302-2304, 23/F, Convention Plaza Office Tower, 1 Harbour Road, Wan Chai, Hong Kong, be wound up by this Court under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32);

IT IS ORDERED that:-

1. The costs of the Petitioner, the Official Receiver and the Provisional Liquidators (insofar as the Provisional Liquidators have been represented at hearings) be taxed and paid out of the assets of the said Company, save and except the hearing on 27<sup>th</sup> August 2018;
2. There be a wasted costs order nisi that the costs of the Petitioner, the Official Receiver and the Provisional Liquidators of the hearing on 27<sup>th</sup> August 2018 and

the costs of the Provisional Liquidators of preparing the the 2<sup>nd</sup> Affidavit of Lam King Ho Howard filed on 29<sup>th</sup> August 2018 be paid by the solicitors for the above-named Company personally; and

3. If the solicitors for the above-named Company wish to contest the aforesaid wasted costs order, they should file a notice in the Court within 20 clear days from the date herein failing which a final wasted costs order shall be made.

Dated this 3<sup>rd</sup> day of September 2018.

Registrar

**NOTE — As the Official Receiver or provisional liquidator (interviewer) may require, it is the duty of a person who is or may be liable to make the statement of affairs of the Company, or a supplementary affidavit in relation to that statement, to attend on the interviewer according to the day, time and place the interviewer appoints and to give the interviewer all information that the interviewer requires.**

HCCW 126/2018

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES (WINDING-UP) NO. 126 OF 2018

---

IN THE MATTER of the Companies  
(Winding Up and Miscellaneous  
Provisions) Ordinance, Cap. 32

and

IN THE MATTER of SHANGHAI  
HUAXIN GROUP (HONGKONG)  
LIMITED (上海華信集團(香港)有限  
公司)

---

**ORDER**

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Dated this 3<sup>rd</sup> day of September 2018.  
Filed on the 19<sup>th</sup> day of September 2018.

**STEVENSON, WONG & CO.**

Solicitors for the Petitioner  
39<sup>th</sup> Floor, Gloucester Tower, the Landmark,  
15 Queen's Road Central, Hong Kong  
Tel.: 2526 6311 Fax: 2845 0638

Ref.: WYC(P)/80526/18(LIT)

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**EXHIBIT G**

**Purported Undertaking Letter**

## 排他性担保承诺函

2018年1月1日

自: Shanghai Huaxin Group (Hong Kong) Limited (上海华信集团(香港)有限公司) (以下简称“承诺人”);

至: 国家开发银行, 住所地为北京市西城区复兴门内大街18号(以下简称“银行”);

关于: 借款人海南华信国际控股有限公司及海南华信石油基地有限公司与银行签订列于本承诺函附录的海外代付融资合同及借款合同(合称“主合同”)。

敬启者:

承诺人谨提及主合同项下借款人海南华信国际控股有限公司以及海南华信石油基地有限公司的全部义务。为担保该等义务的履行, 承诺人与银行协商一致出具本承诺函。

### 一、 向银行提供担保

1. 承诺人在此无条件且不可撤销的向银行承诺, 受限于适用法律法规的规定, 其将按照银行的要求并尽其最大努力采取一切行动, 在其持有的下述资产(以下称“标的资产”)上设立担保, 以担保借款人海南华信国际控股有限公司与海南华信石油基地有限公司履行主合同项下的全部义务。

标的资产名称	资产类型
承诺人持有的一处不动产, 位于 845 United Nations Plaza, New York, NY Block 1340 Lot 1342 Base Lot 23 Unit 78B (Trump World Tower Condominium)	不动产

2. 承诺人在此无条件且不可撤销的向银行承诺, 其将按照银行的要求并尽其最大努力采取一切行动, 确保上述第1款项下创设的担保得以完善, 包括且不限于就担保获得政府部门审批及/或批准、承诺人内部授权, 并按照适用法律法规之要求就相关担保履行备案、登记、披露、报告等手续;
3. 承诺人在此无条件且不可撤销的向银行承诺, 自本承诺函之日起, 承诺人的章程或其他组织性文件不进行任何对银行不利的修正或修改; 以及
4. 一旦担保成为可执行, 承诺人将配合银行执行相关的担保, 并(受限



于适用法律法规的强制性规定)将执行所得款项全部用于优先偿还  
主合同项下的债务。

## 二、 关于标的资产的陈述和承诺

承诺人在此向银行陈述并承诺:

1. 截止本承诺函出具之日止, 标的资产非为任何转让、让与、出售或具有类似效果安排的标的物, 且其上不存在任何担保权益或权利负担或有类似效果的安排;
2. 自本承诺函出具之日起至上述第一条项下的担保创设并完善之日止, 标的资产上不存在任何权属争议, 承诺人始终为标的资产的唯一所有权人, 始终对该标的资产拥有良好的、可转让的权利, 且不就标的资产作出或设定或允许存在任何担保权益或权利负担或有类似效果的安排;
3. 关于现有抵押限制情况, 承诺人承诺按照银行的要求并尽其最大的努力采取一切行动, 包括但不限于取得 Gain Sun Ventures Limited(盈晖创投有限公司)的同意(如适用)。
4. 自本承诺函出具之日起, 承诺人不与任何人士订立任何单项交易或任何一系列交易(不管是否相关联或是否自愿)以出售、转让、出让或以其他方式处置标的资产或其在本承诺函项下的权利或利益(本承诺函项下拟创设的担保的执行或银行另行同意的处置安排除外); 以及
5. 自本承诺函出具之日起, 承诺人将按照银行的不时要求, 向银行充分披露其自身以及标的资产的状况, 包括且不限于承诺人审计报告(如适用)、标的资产的资产评估情况、标的资产抵押限制情况(包括取得相关主体同意的进展情况(如适用))以及银行届时要求的其他信息, 并提供与前述信息相关的令银行满意的真实、有效、准确且完整的背景资料、说明文件、协议或同意函。

## 三、 法律后果

承诺人将按照银行的不时要求并采取一切行动履行其在本承诺函项下的义务及承诺。因(1)承诺人迟延履行、瑕疵履行或者不履行本承诺函项下的义务或承诺; 或(2)承诺人在本承诺函项下作出的任何陈述或提供的任何信息在任何方面是虚假的、不真实的或不完整的, 而给银行招致的任何直接或间接损失, 均由承诺人承担责任。

## 四、 其他

本承诺函受中华人民共和国法律管辖并按中华人民共和国法律解释。承诺人和银行在本承诺函履行中发生的争议，由双方协商解决；无法协商解决的，双方均有权提交本承诺函签订地或银行住所地有管辖权的法院诉讼解决。

本承诺函已于文首载明之日正式签署，自签署之日起生效。

[以下无正文，为签字页]

签字页

承诺人: Shanghai Huaxin Group (Hong Kong) Limited (上海华信集团 (香港) 有限公司)

(公章或合同专用章)

法定代表人: (签字)

(或授权代理人)

年月日



年月日

签订地点: 海南省海口市秀英区长怡路甲1号

**(Draft English translation)**

**Letter of Exclusive Guarantee Undertakings**

Date: January 5, 2018

From: Shanghai Huaxin Group (Hong Kong) Limited (上海華信集團(香港)有限公司)  
(hereinafter referred to as the "Undertaker")

To: China Development Bank of No. 18 Fuxingmennei Street, Xicheng District, Beijing  
(hereinafter referred to as the "Bank")

Re: The annexed Overseas Payment Financing Contract and the Loan Contract entered into among CEFC Hainan International Holdings Co., Ltd. and CEFC Hainan Petroleum Base Co., Ltd. as borrowers and the Bank (collectively the "Master Contracts")

Dear Sir/Madam,

The Undertaker refers to all obligations of each of the borrowers, CEFC Hainan International Holdings Co., Ltd. and CEFC Hainan Petroleum Base Co., Ltd., under the Master Contracts. In order to guarantee the performance of such obligations, the Undertaker and the Bank agreed to issue this letter of undertaking.

**I. Guarantee Provided to the Bank**

1. The Undertaker hereby unconditionally and irrevocably undertakes to the Bank that, subject to any applicable laws and regulations, it will, to its best endeavors, take all actions as required by the Bank to create security over its asset as set forth in the table below (hereinafter referred to as the "Target Asset"), in order to guarantee the performance of all the obligations of the borrowers, CEFC Hainan International Holdings Co., Ltd. and CEFC Hainan Petroleum Base Co., Ltd., under the Master Contracts.

Name of Target Asset	Type of Asset
An immovable property owned by the Undertaker, located at 845 United Nations Plaza, New York, NY Block 1340 Lot 1342 Base Lot 23 Unit 78B (Trump World Tower Condominium)	Immovable

2. The Undertaker hereby unconditionally and irrevocably undertakes to the Bank that it will, to its best endeavors, take all actions as required by the Bank to perfect the security created under paragraph 1 above, including but not limited to obtaining consents and/or approvals from governmental authorities and internal approvals of the Undertaker, and making filing, registration, disclosure, reporting and other procedures as required under the applicable laws and regulations;
3. The Undertaker hereby unconditionally and irrevocably undertakes to the Bank that it will not, as from the date of this letter of undertaking, make any amendments or modifications to its articles of association and other constitutional documents which are adverse to the interests of the Bank; and
4. Once the security becomes enforceable, the Undertaker will cooperate with the Bank in the enforcement of the security, and (subject to mandatory requirements under the applicable laws and regulations) use all the proceeds from such enforcement to repay the debts under the Master Contracts with priority.

## **II. Representations and Undertakings on the Target Asset**

The Undertaker hereby represents and undertakes to the Bank as follows:

1. As of the date of this letter of undertaking, the Target Asset is not subject to any transfer, assignment, sale or other arrangement with a similar effect, or any security interest, encumbrance or any other arrangement with a similar effect;
2. During the period from the date of this letter of undertaking to the date on which the security under paragraph 1 of Section I above is created and perfected, there will not be any dispute over the title of the Target Asset. The Undertaker (i) was and shall remain the sole owner of the Target Asset; (ii) has maintained and shall maintain good and assignable rights to the Target Asset; and (iii) has not made, created or allowed for the creation of any security interest, encumbrance or other arrangement to a similar effect over the Target Asset;
3. With respect to any existing restrictions on security, the Undertaker undertakes to take all actions as required by the Bank its best endeavors, including but not limited to obtaining consent from Gain Sun Ventures Limited (if applicable);
4. As from the date of this letter of undertaking, the Undertaker shall not enter into a single transaction or a series of transactions, with any person (regardless of whether the transaction(s) are connected or not or entered voluntarily or not) to sell, transfer, assign or otherwise dispose the Target Asset or any of its rights or interests to or in the Target Asset

(other than the enforcement of the security contemplated hereunder or any other disposal arrangement separately agreed by the Bank); or

5. As from the date of this letter of undertakings, the Undertaker will, as requested by the Bank from time to time, fully disclose to the Bank its position and the status of the Target Asset, including but not limited to audit reports of the Undertaker (if applicable), valuation of the Target Asset, restrictions on security applicable to the Target Asset (including the status of obtaining consent from the relevant parties (if applicable)) and such other information as may be requested by the Bank, together with any true, effective, accurate and comprehensive background information, supporting documents, agreements or consent letters in connection with the aforementioned information to the satisfaction of the Bank.

### **III. Legal Consequences**

The Undertaker shall take all actions as required by the Bank from time to time to perform its obligations and undertakings hereunder. The Undertaker shall be held liable if (1) the Undertaker delays its performance of, fails to perform satisfactorily or fails to perform, any of its obligations or undertakings hereunder; or (2) any representations made by the Undertaker hereunder or any other information provided by the Undertaker hereunder is untrue, inaccurate or incomplete in any aspect, and has caused any (direct or indirect) loss to the Bank.

### **IV. Others**

This letter of undertaking shall be governed by and construed in accordance with the law of the People's Republic of China. Any dispute between the Undertaker and the Bank arising out of the performance of this letter of undertaking shall be resolved through friendly consultation between the parties, in which the parties shall be entitled to bring the dispute to a court with competent jurisdiction in the place where this letter of undertaking is executed or where the Bank is located.

This letter of undertaking is duly executed as of the date stated above, and shall become effective upon signing.

[Signature Page to Follow]

**SIGNATURE PAGE**

Undertaker: Shanghai Huaxin Group (Hong Kong) Limited (上海華信集團(香港)有限公司)

(Company Seal or Special Seal for Contracts)

Legal Representative: (signature)

(or Authorized Representative)

Date:

China Development Bank (Special Seal for Contracts)

Legal Representative: (signature)

(or Authorized Representative)

Date:

Place of execution: No. A-1, Changyi Road, Xiuying District, Haikou City, Hainan Province

**EXHIBIT H**

**Proposed Order**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	)	Chapter 15
	)	
Shanghai Huaxin Group (Hongkong) Limited	)	Case No. 19-11482 (JLG)
(in Liquidation),	)	
	)	
Debtor in a Foreign Proceeding.	)	

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**ORDER GRANTING PETITION FOR RECOGNITION OF FOREIGN MAIN  
PROCEEDING AND MOTION FOR RELATED RELIEF DOCKET NOS. 1 AND 2**

Upon consideration of the *Verified Petition for Recognition of Foreign Main Proceeding, Supplementing “Voluntary Petition” Docket No. 1, and Motion for Related Relief Pursuant to Section 105(a), 1507(a), 1509(b)(2)-(3), and 1525(a) of the Bankruptcy Code Giving Full Force and Effect to UK Scheme of Arrangement Docket No. 2* (together with the Form of Voluntary Petition Docket No. 1, the “Petition”),<sup>1</sup> the Man Chun So Declaration, and the Lam Declaration (together with the Petition and the Man Chun So Declaration, the “Chapter 15 Pleadings”), each filed on May 7, 2019 by or on behalf of the Petitioner, Man Chun So, in his capacity as a duly-appointed foreign representative of Shanghai Huaxin Group (Hongkong) Limited (in Liquidation) (the “Debtor”), the debtor in the compulsory winding up ordered by the High Court of the Hong Kong Special Administrative Region Court of First Instance (the “Hong Kong Court”) on September 3, 2018 currently pending before the Hong Kong Court (the “Hong Kong Proceeding”); and the Court having considered and reviewed the Chapter 15 Pleadings and having held a hearing to consider the relief requested in the Petition on June 18, 2019 (the “Hearing”); and it appearing that timely notice of the filing of the Chapter 15 Pleadings and the Hearing has been given; and

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meaning ascribed to such terms in the Petition.

upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

**FOUND**, that:

1. This case was properly commenced pursuant to sections 1504 and 1515 of the Bankruptcy Code.

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference, dated January 31, 2012, Reference M-431, *In re Standing Order of Reference Re: Title 11, 12 Misc. 00032* (S.D.N.Y. Feb. 2, 2012) (Preska, C.J.).

3. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

4. This Court may enter a final order consistent with Article III of the United States Constitution.

5. The U.S. Property is property of the Debtor within this district; the Debtor is therefore “eligible” to be a debtor pursuant to 11 U.S.C. § 109(a), and venue is proper in this district pursuant to 28 U.S.C. § 1410(1).

6. Good, sufficient, appropriate, and timely notice of the filing of the Petition and the Hearing has been given by the Debtor to: (a) the Debtor, (b) counsel to the Debtor, (c) the Office of the United States Trustee for the Southern District of New York; and (d) all parties required to be given notice under Bankruptcy Rule 2002(q) of which the Petition is aware.

7. The Hong Kong Proceeding is a “foreign proceeding” within the meaning of section 101(23) of the Bankruptcy Code.

8. The Hong Kong Proceeding is pending in Hong Kong, which is the territory in which the Debtor has the center of its main interests, and, as such, the Hong Kong Proceeding is a “foreign main proceeding” within the meaning of sections 1502(4) and 1517(b)(1) of the

Bankruptcy Code and entitled to recognition as the foreign main proceeding in respect of the Debtor.

9. The Petitioner, Man Chun So, is a “person” as defined in section 101(41) of the Bankruptcy Code and has been duly appointed by the Debtor and has been declared by the Hong Kong Court as authorized to act as a “foreign representative” with respect to the Hong Kong Proceeding within the meaning of section 101(24) of the Bankruptcy Code.

10. The Petition meets all of the requirements set forth in section 1515 of the Bankruptcy Code and Bankruptcy Rule 1007(a)(4).

11. The Hong Kong Proceeding is entitled to recognition by the Court as a foreign main proceeding pursuant to sections 1517(a) and 1517(b) of the Bankruptcy Code.

12. The Debtor and the Petitioner are entitled to all of the relief set forth in section 1520 of the Bankruptcy Code.

13. The relief granted hereby is necessary and appropriate, in the interests of the public and of international comity, not inconsistent with the public policy of the United States, warranted pursuant to sections 105(a), 1507(a), 1509(b)(2)-(3), 1520, and 1525 of the Bankruptcy Code, and will not cause hardship to creditors of the Debtor or other parties in interests that is not outweighed by the benefits of granting that relief.

14. The relief granted hereby is necessary to effectuate the purposes and objectives of chapter 15 and to protect the Debtor and the interests of its creditors and other parties in interest.

15. Absent the relief granted hereby, the Debtor may be subject to the prosecution of judicial, quasi-judicial, arbitration, administrative, or regulatory actions or proceedings in connection with claims against the Debtor, thereby interfering with and causing harm to, the Debtor, its creditors, and other parties in interest in the Hong Kong Proceeding and, as a result, the

Debtor, its creditors, and such other parties in interest would suffer irreparable injury for which there is no adequate remedy at law.

16. Absent the requested relief, the efforts of the Debtor, the Hong Kong Court, and the Petitioner in conducting the Hong Kong Proceeding and effecting the liquidation of the Debtor may be thwarted by the actions of certain creditors, a result inimical to the purposes of chapter 15 as reflected in section 1501(a) of the Bankruptcy Code.

17. Each of the injunctions contained in this Order (i) is within the Court's jurisdiction, (ii) is essential to the success of the liquidation, (iii) is an integral element of the liquidation and/or to its effectuation, (iv) confers material benefits on, and is in the best interests of, the Debtor and its creditors, and (v) is important to the overall objectives of the liquidation. For all of the foregoing reasons and after due deliberation and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED**, that:

(A) the Petition and the Relief Requested are granted, and any objections thereto are overruled with prejudice;

(B) the Hong Kong Proceeding is granted recognition as a foreign main proceeding (as defined in section 1502 of the Bankruptcy Code) pursuant to sections 1517(a) and (b)(1) of the Bankruptcy Code;

(C) the Petitioner is recognized as the "foreign representative" as defined in section 101(24) of the Bankruptcy Code in respect of the Hong Kong Proceeding;

(D) the Debtor and the Petitioner are granted all of the relief set forth in section 1520 of the Bankruptcy Code including, without limitation, the application of the protection afforded by the automatic stay under section 362(a) of the Bankruptcy Code to the Debtor and to the Debtor's property that is within the territorial jurisdiction of the United States;

(E) the Petitioner is hereby (i) authorized to examine witnesses, take evidence, and deliver information concerning the Debtor and its business and (ii) entrusted with the administration of any and all of the Debtor's assets within the territorial jurisdiction of the United States;

(F) the Debtor and the Petitioner are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order;

(G) the Court shall retain jurisdiction with respect to the effect, enforcement, amendment, or modification of this Order, any request for additional relief and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of the Court; and

(H) this Order shall be effective and enforceable immediately upon entry and shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

Dated: \_\_\_\_\_  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE