



FSD Cause No. 108 of 2022 (IKJ)

Global Cord Blood Corporation

(In Provisional Liquidation) (the Company)

Cause No. FSD 108 of 2022 (IKJ)

TWELFTH REPORT

Filing Date: 2 June 2025

Progress report cut-off Date: 25 May 2025



Contents

1	Basis of Report	2
2	Disclaimer	3
3	Defined Terms	4
4	Executive Summary	7
5	Actions taken by the JPLs since the Eleventh Report	8
6	Funding and costs to 31 March 2025	14
7	Next steps	16
	Appendix A – Chronology of Key Events	17

1 Basis of Report

1.1 Basis of Report

- 1.1.1 This report is to be used for the purpose of informing the Court and stakeholders of the progress made in the provisional liquidation of the Company, in accordance with the requirements of paragraph 12 of the Order dated 22 September 2022. Pursuant to the Court's previous direction, notice of this report will be published as a 6-K with the SEC.
- 1.1.2 This report has been prepared using the information available to the JPLs, being Margot MacInnis, John Royle and Chow Tsz Nga Georgia up to 25 May 2025. The JPLs have relied upon information that is available to them and recognise that this information may be incomplete and that they await third party verification. Accordingly, the JPLs consider there will be further developments in their investigations of the Company's affairs which will be incorporated in the JPLs' subsequent reports to the Court.
- 1.1.3 This report should be read in conjunction with all eleven previous reports published. This report sets out the progress of the liquidation for the period 25 February 2025 to 25 May 2025.

2 Disclaimer

2.1 Disclaimer

- 2.1.1 The JPLs' investigations are continuing. Some matters being investigated are confidential and commercially sensitive. There are also ongoing proceedings which are subject to disclosure rules and codes of conduct in the relevant jurisdictions. Accordingly, consistent with the JPLs' approach to date, this report does not contain commercially sensitive or confidential information that could prejudice the outcome of the Provisional Liquidation or any proceedings. In a similar vein, the JPLs are not able to disclose the full results of their investigations to date.
- 2.1.2 In the event that this report is used for any purpose other than in accordance with its statutory purpose of informing the Court or in accordance with the JPLs' obligations under the Order, any party relying on this report does so entirely at their own risk and shall have no right of recourse against the JPLs, any GT entities, their partners, employees, professional advisors or agents.
- 2.1.3 None of the JPLs, GT, their partners, employees, professional advisors or agents accept any liability or assume any duty of care to any third party (whether it is an assignee or successor of another third party or otherwise) in respect of this report and any such party who receives a copy of this report whether from GT or any other source shall have no right of recourse against GT, their partners, employees, professional advisors or agents.
- 2.1.4 In preparing this report, the JPLs have relied upon information available to them and have not performed an audit examination on this information. Except where specifically stated, the JPLs have been unable to establish the reliability of the sources of information presented to them by reference to independent evidence.
- 2.1.5 The JPLs' report does not cover valuation advice or related valuation services, and no party should seek to rely on any comments by the JPLs in relation to the value of the assets of the Company.
- 2.1.6 Nothing in this report is intended to waive legal privilege in respect of any matter referred to herein, and privilege is not being waived.
- 2.1.7 "Grant Thornton" refers to the brand under which the Grant Thornton member firms provide assurance, tax and advisory services to their clients and/or refers to one or more member firms, as the context requires.
- 2.1.8 Grant Thornton Specialist Services (Cayman) Limited and Grant Thornton Recovery & Reorganisation Limited are member firms of Grant Thornton International Ltd ("**GTIL**"). GTIL and the member firms are not a worldwide partnership. GTIL and each member firm is a separate legal entity. Services are delivered by the member firms. GTIL does not provide services to clients. GTIL and its member firms are not agents of, and do not obligate, one another and are not liable for one another's acts or omissions.

3 Defined Terms

3.1 Defined Terms

2025 Funding Agreement	The funding agreement entered into by the JPLs on behalf of the Company on 11 March 2025 with a third-party funder
8 February 2024 HK Judgment	Judgment handed down by the HK Court on 8 February in favour of the JPLs deeming the transfer away of the HK Subsidiaries of the Company for US\$1 each (1 week before the appointment of the JPLs) as invalid
Albert Chen or AC	Albert Chen Bing Chen, former Chief Financial Officer of the Company
Appointment Order	Order to appoint the JPLs on 22 September 2022 by the Court, as amended on 20 February 2023
A&R Funding Agreement	The amended and restated funding agreement entered into by the JPLs on behalf of the Company on 21 August 2024 with the same funder of the Initial Funding Agreement
BVI	British Virgin Islands
BVI Proceedings	Proceedings in the BVI in which the Petitioner (and its associates) filed proceedings against GMSC and in which GMSC claims, inter alia that the Petitioner's shares in GCBC are subject to a share charge dated 30 March 2018 and that accordingly beneficial ownership of the Petitioner's shares in GCBC have passed to GMSC
Cayman Share Charge	Shares in the Company which are subject to an alleged share charge dated 30 March 2018
Cellenkos	Cellenkos Inc – registered in Delaware, specialises in stem cell therapy and was the target entity in the 29 April 2022 Cellenkos Transaction
Cellenkos Transaction	On 29 April 2022 the Former Board purportedly approved a multi-step transaction whereby the Company would acquire 100% of the equity in Cellenkos and the rights to develop and commercialise certain Cellenkos' existing and future products worldwide. This was purportedly in exchange for consideration of, inter alia, 114 million shares in the Company and US\$664 million cash

CISIL	China In Shine Investment Limited, one of the defendants to the HK Proceedings
Class Action Complaint	A class action complaint filed in the United States District Court for the Southern District of New York that names the Company as a defendant
Court	Grand Court of the Cayman Islands
Controlling Shareholders	The Petitioner, Oasis Investments II Master Fund Limited and IsZo Capital LP
Cordlife	Cordlife Group Limited, a listed company registered in Singapore and formerly indirectly owned by GCBC
Derivative Shareholder Complaint	A derivative action filed in the Supreme Court of the State of New York (Index No. 653598/2023) by certain purported shareholders of the Company against various parties historically associated with the Company – including members of the Former Board
Disclosure Order	Court order requiring the Former Board to deliver up documents for examination, the books, records and documents of GCBC and its subsidiaries within their possession, custody or control to the JPLs or provide details of their location
CSC Holdings	China Stem Cells Holdings Limited – incorporated in the Cayman Islands
EGM	Extraordinary general meeting
EGM Injunction	Injunction to prevent resolutions passed on 16 June 2022 at an extraordinary general meeting of shareholders voting against the Cellenkos Transaction and for the resignation of the Former Board and appointment of a new board of directors
Eleventh Report	Eleventh report prepared by the JPLs dated 3 March 2025, submitted to the Court and published on GCBC's website
Enjoined HK Directors	Albert Chen and/or Tina Zheng and/or Notake Minori and/or Sonoe Muramatsu

Fee Approval Summons	JPLs' Summons filed on 13 May 2024 in the Cayman Proceedings sought court approval of the terms of their remuneration agreement and fees for the First Fee Approval Period pursuant to section 109(2) of the Companies Act and the IPR, which was subsequently amended on 17 July 2024 to include an order for Court approval of the Remuneration Agreement. The application was opposed by the Controlling Shareholders	HK	Hong Kong
		HK CoA	The High Court of the Hong Kong Special Administrative Region Court of Appeal
		HK Court	The High Court of the Hong Kong Special Administrative Region
		HK Proceedings	The legal proceedings initiated by the JPLs in HK regarding the HK Subsidiaries as previously outlined in the Second Report
Fifth Report	Fifth Report prepared by the JPLs, submitted to the Court on 1 September 2023 and published on GCBC's website	HK Subsidiaries	GCBC's indirectly owned HK subsidiaries, the majority of which are currently party to the HK Proceedings
First Fee Approval Period	The JPLs' remuneration and disbursements for the period 22 September 2022 to 30 September 2023	INEDs	The former Independent Non-Executive Directors (of GCBC)
Former Board	The Company's former board of directors consisting of Mark D. Chen, Albert Chen Bing Chen, Jacky Cheng, Jack Chow, Ken Yungang Lu, Jennifer J. Weng, Xu Ping, Ting Zheng (information from general registry of the Cayman Islands)	Initial Funding Agreement	The initial funding agreement entered into by the JPLs on behalf of the Company on 6 March 2023 with a third-party funder
		IPR	Insolvency Practitioners' Regulations (2023 Consolidation)
Fourth Report	Fourth Report prepared by the JPLs, submitted to the Court on 1 June 2023 and published on GCBC's website	JPLs	Margot MacInnis, John Royle and Chow Tsz Nga Georgia, the Joint Provisional Liquidators of GCBC
GCBC or the Company	Global Cord Blood Corporation (In Provisional Liquidation)	Maxcess	Maxcess Finance Limited, registered as a private limited company in HK with Money Lender's License Number 0640/2022
GMSC	Golden Meditech Stem Cells (BVI) Company Limited, registered in the BVI. It sold its shareholding in GCBC to the shareholder of the Petitioner on 30 December 2016	New LSC	Zhai Lingyun, Michael Steven Weiss and Wang Yang with Zhai Lingyun appointed as Chairperson
GP	Cellenkos GP Limited – registered in the BVI, and acts as general partner of Cellenkos Holdings LP	Ninth Report	Ninth report prepared by the JPLs, submitted to the Court on 2 September 2024 and published on GCBC's website
Group	The Company and its subsidiaries including, inter alia, the HK Subsidiaries and the PRC Subsidiaries	Notake Minori or Notake	Notake Minori, believed to be a resident of Japan, purportedly appointed to the boards of CSC Holdings, Stem South (BVI), and the HK Subsidiaries
GT	Grant Thornton (a collective term for both Grant Thornton Recovery & Reorganisation Limited and Grant Thornton Specialist Services (Cayman) Limited)	NYSE	New York Stock Exchange
GTSS	Grant Thornton Specialist Services (Cayman) Limited	Petitioner	Blue Ocean Structure Investment Company Ltd – incorporated in the British Virgin Islands and also the party on whose

	application the JPLs were appointed. Holds an interest of c.65.4% in GCBC
PIML	Prime Intelligent Management Limited, purported corporate secretary of the HK Subsidiaries
PRC	People's Republic of China
PRC Subsidiaries	GCBC's indirectly owned, operating PRC subsidiaries
Remuneration Agreement	The JPLs' terms of remuneration approved by the Cayman Court as part of the Fee Approval Summons
Second Fee Approval Period	The JPLs' remuneration and disbursements for the period 1 October 2023 to 30 September 2024
Second Fee Report	The JPLs' comprehensive report dated 10 February 2025 detailing their remuneration and disbursements for the Second Fee Approval Period
Second Fee Report Notice	The JPLs' letter to shareholders notifying them of the Second Fee Report dated 11 February 2025
Second Report	Second report prepared by the JPLs, submitted to the Court on 1 December 2022 and published on GCBC's website
Set-Aside Summons	Petitioner's summons which sought to have the 29 July 2022 Judgment in the Petition Proceedings set aside on the grounds that it was procured by fraud
Seventh Report	Seventh report prepared by the JPLs, submitted to the Court on 8 March 2024 and published on GCBC's website
Sixth Report	Sixth report prepared by the JPLs, submitted to the Court on 1 December 2023 and published on GCBC's website
Sonoe Muramatsu or Sonoe	Sonoe Muramatsu, believed to be a resident of Japan, purportedly appointed to the boards of the HK Subsidiaries
Stem South (BVI)	China Stem Cells (South) Company Limited – incorporated in the British Virgin Islands

Tenth Report

Tenth report prepared by the JPLs, submitted to the Court on 2 December 2024 and published on GCBC's website

Ting or Tina Zheng or TZ

Former Chairperson and Executive Director of GCBC (as well as director of GMHL until 24 May 2019)

Varied Order

Order effective 20 February 2023 resulting from the JPLs' application to the Cayman Court by summons dated 16 January 2023 for orders, inter alia, that the Order be varied to include a penal notice that would be triggered in the event of further non-cooperation from members of the Former Board

Yuen Kam

The former Chairman and Executive Director of the Company

4 Executive Summary

4.1 Summary

- 4.1.1 Since the Eleventh Report, the JPLs have continued taking steps to take control of the Group and prevent asset dissipation. Securing and protecting the Group's operating businesses in the PRC and preventing the dissipation of the HK Subsidiaries remains an urgent and important priority for the JPLs and their counsel.
- 4.1.2 The JPLs entered into the 2025 Funding Agreement to advance funding to the liquidation estate between \$30 million and \$40 million, to be applied to outstanding professional fees and costs, repayment of the existing funding facilities and the future costs of the liquidation estate.
- 4.1.3 The JPLs have continued taking steps to defend and protect the Company against attempts to remove assets from the structure by (amongst other matters):
 - i. Continuing efforts to take control of and safeguard the operating business and assets of the PRC Subsidiaries and pursuing actions in a number of provinces in the PRC, which included the successful dismissal of an appeal in the HK CoA on all counts in the HK Proceedings.
 - ii. Pursuing realisations, including enquiries into a possible interest in a fund held by a BVI subsidiary.
- 4.1.4 As it concerns the Class Action Complaint against the Company, the Court of the Southern District of New York heard briefings on motions to dismiss in March 2025, which were filed by the defendants (excluding the Company). The motions remain pending and the court has not yet scheduled a hearing date.

4.2 Next Steps

- 4.2.1 The JPLs are taking steps to obtain Court sanction of their fees and disbursements for the Second Fee Approval Period. On 11 February 2025, the Second Fee Report Notice was circulated to shareholders of the Company, informing them that the Second Fee Report is accessible for review by shareholders, subject to providing valid proof of their

shareholding. An application to Court seeking approval of the fees and disbursements is expected to be filed shortly.

- 4.2.2 Given the JPLs have recently secured appropriate funding, the following steps have been, or will shortly be taken:
 - i. Settlement of outstanding professional fees and costs of the liquidation estate as at 10 March 2025;
 - ii. Repayment of the existing loan owing under the Initial Funding Agreement and A&R Funding Agreement;
 - iii. Considering the appropriate course of action in order to resolve the dispute over the Company's share register; and
 - iv. Progressing the necessary steps following the HK CoA decision to obtain control of the PRC Subsidiaries.
- 4.2.3 The JPLs will file applications to commence taxation proceedings in order to recover various costs orders made in favour of the JPLs/Plaintiffs with respect to the HK litigation and HK CoA judgments.

5 Actions taken by the JPLs since the Eleventh Report

5.1 Books and Records

- 5.1.1 The JPLs have continued their efforts to acquire the Company's books and records. However, for the reasons highlighted in the Fourth and Fifth Reports, the position remains largely unchanged.

5.2 Assets

- 5.2.1 To date the JPLs have identified the following assets:

Bank Accounts

- i. Bank accounts for GCBC with a total balance of c.US\$218k; and
- ii. Bank accounts for subsidiaries of GCBC with a total balance of c.US\$168k (excluding known balances of PRC Subsidiaries), c.US\$155k of which has been recovered.

Retainer Refunds

- 5.2.2 The JPLs received a refund of retainer from former Cayman Islands counsel to the Company netting approximately c.US\$246k.

- 5.2.3 This is in addition to the net funds received previously from former Cayman counsel to the Company of approximately c.US\$271k (see §5.2.2 of the Second Report).

Insurance Refund

- 5.2.4 The JPLs cancelled the Director's & Officer's insurance taken out by the Company prior to the appointment of the JPLs. An insurance refund of c.US\$477k was recovered in full.

Refundable Earnest Deposit

- 5.2.5 The position regarding the Refundable Earnest Deposit as outlined in the Fourth Report remains unchanged.

Cordlife

- 5.2.6 The JPLs completed a sale of GCBC's indirect interest in Cordlife. Details of the steps taken by the JPLs to realise GCBC's interest in Cordlife were included in the Ninth Report.

Cost Awards

- 5.2.7 As noted in previous reports, the JPLs received costs that were awarded of HK\$865k (i.e. c.US\$111k). In each instance, the cost awards received were used to settle in part outstanding legal costs incurred in the HK Proceedings and Maxcess winding up proceedings.

- 5.2.8 Following the handing down of the HK Judgment, the JPLs have filed bills of costs to commence taxation proceedings and claim against AC, TZ, PIML as well as CISIL, Sonoe, and Notake.

- 5.2.9 Costs of the appeal in the HK CoA were also tentatively awarded to the Plaintiffs, which will become an absolute order if none of AC, TZ, and PIML file an application to vary the costs order on or before 4 June 2025. If the order is made absolute, the JPLs will work with their legal representatives and law costs draftsman to commence a separate set of taxation proceedings, if the quantum of costs cannot be agreed.

Possible Interest in Fund

- 5.2.10 The JPLs' enquiries have identified a possible interest in a fund held through a subsidiary registered in the BVI. At this stage, the total value and recoverability of the interest has not been determined.

5.3 Liabilities

Contingent Liability – Class Action Complaint

- 5.3.1 The Class Action Complaint is continuing against the Company, alongside other former directors, related entities, and former service providers of the Company. A summary of the allegations against the defendants was provided in the Tenth Report.

- 5.3.2 The JPLs have been unable to take any substantive steps in the proceedings given the prior liquidity constraints in the estate. Please note that the 2025 Funding Agreement does not provide for financing of this workstream.
- 5.3.3 On 31 January 2025, the defendants (excluding the Company) filed motions to dismiss the Class Plaintiffs' claims on various jurisdictional and substantive grounds. These include arguments that the U.S. Court lacks personal jurisdiction over most of the individual defendants and Golden Meditech to enter judgment against them.
- 5.3.4 Briefing on the motions to dismiss was completed in March 2025. The defendants (excluding the Company) have requested the opportunity to argue their motions before the Court.
- 5.3.5 The motions remain pending and the Court has not yet scheduled a hearing date.

Liabilities

- 5.3.6 To date, the JPLs have been notified of amounts claimed to be owed by the Company in the amount of US\$1,164,416 and a number of proofs of debt have been submitted in this regard. The principal amount has not increased since the Eleventh Report.
- 5.3.7 The JPLs maintain a liquidation website where proof of debt forms are available, as follows:

<https://www.doanegrantthornton.ca/en/service/advisory/creditor-updates/#Global-Cord-Blood-Corporation>

Costs Award

- 5.3.8 The JPLs have been ordered by the HK Court to pay a cost order following the adjournment of the Maxcess hearing of 15 April 2024. Whilst the petition debts have been paid, the amount of costs payable under the order has yet to be taxed. Maxcess has commenced taxation proceedings against CSC Holdings and Stem South (BVI). A hearing date has yet to be fixed.

5.4 Control of GCBC's Corporate Structure

- 5.4.1 Since their appointment, the JPLs have taken (and are continuing to take) the steps required to take control of GCBC's corporate structure via its subsidiaries, including in the Cayman Islands, the BVI, HK, and the PRC.

5.5 Cayman Islands

AC, TZ and the JPLs' Disclosure Order

- 5.5.1 As of the date of this report, AC's 9 May 2023 summons to set-aside the JPLs' Disclosure Order and certain parts of the Varied Order has not progressed, AC and TZ have failed to provide books and records or answers to the written questions of the JPLs.

The INEDs and the JPLs' Disclosure Order

- 5.5.2 The JPLs have written to the INEDs in respect to the 60 outstanding written responses.
- 5.5.3 As of the date of this report, the JPLs have yet to receive a response.

The Set-Aside Summons

- 5.5.4 On 8 September 2023, Justice Kawaley perfected an order that the injunction to prevent the consummation of the Cellenkos Transaction be continued; and the EGM Injunction be discharged and delivered his reasons for this decision (the "Set-Aside Judgment").
- 5.5.5 The Former LSC did not apply for leave to appeal or a stay ahead of the finalised Set-Aside Judgment being handed down and order being finalised.

The LSC and Board of Directors following the Set-Aside Judgment

- 5.5.6 On 6 November 2023, the board of directors of GCBC passed resolutions which, amongst other things, reconstituted the membership of the LSC. Zhai Lingyun, Michael Weiss and Wang Yang were appointed as members of the LSC (the New LSC) and the LSC's former members were removed (the Former LSC).

LSC's Privilege Summons

- 5.5.7 On 25 March 2024, the JPLs and the New LSC agreed by consent summons to dismiss the Privilege Summons, and this was approved by the Court.

JPLs' Replacement Application

- 5.5.8 On 21 March 2024, the JPLs and the New LSC agreed a consent order to dismiss the JPL Replacement Application which was subsequently approved and sealed by the Court on 25 March 2024.

First Fee Approval Period

- 5.5.9 As detailed in the Eleventh Report, following a contested application, the Court sanctioned the JPLs' remuneration for the First Fee Approval Period totalling \$9,274,956.43, as set out in an order dated 13 November 2024. Further details and a copy of the order were published by 6-K notice on the SEC platform.

Second Fee Approval Period

- 5.5.10 On 11 February 2025, the Second Fee Report Notice was circulated to the shareholders of the Company, informing them that the Second Fee Report is accessible for review by shareholders, subject to providing valid proof of their shareholding.
- 5.5.11 As detailed in the Second Fee Report Notice, the JPLs' previous attempts to hold an extraordinary general meeting of the Company were unsuccessful, as the meetings were inquorate. Given the unresolved dispute regarding the Company's register of members, and to avoid the costly exercise of holding an EGM, the JPLs have determined that the most sensible course of action is to apply to the Court for approval to dispense with the requirement to hold an EGM.
- 5.5.12 As part of the above application, the JPLs will be seeking Court sanction of the JPLs' fees and disbursements for the Second Fee Approval Period, which is expected to be made shortly. Any queries raised following the Second Fee Report Notice will be addressed by the JPLs in Court submissions as part of the application.

5.6 BVI

BVI Proceedings in respect to the Cayman Share Charge

- 5.6.1 An order formally recording the decision to grant summary judgment has been perfected. As explained in our Sixth Report, a copy of the finalised order has been made publicly available.
- 5.6.2 The JPLs understand that the defendants appealed against the summary judgment and the appeal hearing was held on 28 and 29 October 2024. The JPLs understand that judgment was reserved and a decision is yet to be made.

Cellenkos Holdings L.P.

- 5.6.3 Should it be deemed necessary for the partnership to be reinstated at any point in the future, and subject to appropriate funding, it is understood that this option will be available to the JPLs given they will continue to control the GP.

Possible interest in fund held by a BVI Subsidiary

- 5.6.1 The JPLs' enquiries have identified a possible interest in a fund held through a subsidiary registered in the BVI. At this stage, the total value and recoverability of the interest has not been determined. The JPLs have provided documentation to the fund administrator to comply with KYC/AML requirements and are currently liaising with the fund administrator to request for further information to be released.

5.7 HK

- 5.7.1 A chronology which includes details of the steps taken in HK and/or events concerning the HK Subsidiaries since the Eleventh Report is set out below for ease of reference at Appendix A.

HK Proceedings: Judgment

- 5.7.2 Following the trial in the HK Proceedings which was outlined in the Sixth Report, on 8 February 2024, the HK Court issued its judgment in the HK Proceedings (the 8 February 2024 HK Judgment) which is available to view at the following link:

legalref.judiciary.hk/lrs/common/ju/loadPdf.jsp?url=https://legalref.judiciary.hk/doc/judg/word/vetted/other/en/2022/HCA001407_2022.docx&mobile=N

HK Proceedings: Declaratory Relief

- 5.7.3 On 18 February 2025, the JPLs went before the HK Court to have determined an application for relief in favour of four (4) HK subsidiaries, being China Stem Cells (North) Company Limited, China Stem Cells (South) Company Limited, Favorable Fort Limited and China Stem Cells (East) Company Limited (“HK Plaintiffs”). The application was filed against the HK Registrar of Companies and sought the following declarations:
- i. that the directors appointed to the HK Plaintiffs by the JPLs were appointed since September/October 2022;
 - ii. the abovementioned directors are authorised to act on behalf of the HK Plaintiffs;
 - iii. that board resolutions appointing a JPL as an authorised representative of various PRC subsidiaries are valid and effective; and
 - iv. the decisions of shareholders of various PRC subsidiaries in order to remove certain representatives are valid.
- 5.7.4 The application for relief was granted by the HK Court. The decision is a significant step towards demonstrating to the PRC courts that the directors appointed by the JPLs in HK are duly authorised to appoint legal representatives in the PRC, and that the HK Plaintiffs are the rightful shareholders of those PRC subsidiaries.

HK Proceedings: Cost Awards

- 5.7.5 The JPLs’ legal representatives have commenced taxation proceedings by filing bills of costs against AC, TZ, and PIML. The respondents are due to file their list of objections by 20 June 2025.

HK Proceedings: Appeal

- 5.7.6 Notices appealing the 8 February 2024 HK Judgment and the 4 March 2024 Order were received from TZ and PIML on 7 March 2024. Supplemental Notices of Appeal were received from AC on 18 March 2024. Notice to set down the appeal was filed by TZ and AC on 13 March 2024 and by PIML on 25 April 2024.
- 5.7.7 The appeal was heard before the HK CoA on 28 November 2024. On 21 May 2025, the HK CoA handed down its decision, dismissing the appeal in its entirety, which marks another successful step in the JPLs’ efforts to secure control of the PRC Subsidiaries. A copy of the HK CoA Judgment is available at the following link:
- https://legalref.judiciary.hk/lrs/common/search/search_result_detail_frame.jsp?DIS=168871&QS=%2B%7C%28cacv81%2F2024%29&TP=JU
- 5.7.8 The JPLs are working with their legal representatives in the PRC and Hong Kong on the next steps following the delivery of the HK CoA Judgment, including to adduce further evidence before the PRC courts in relation to the HK CoA Judgment as part of the JPLs’ attempt to take control over the PRC Subsidiaries.

5.8 PRC

- 5.8.1 The JPLs, in conjunction with their legal counsel, are continuing to progress their efforts to take control of and safeguard the operating business and assets of the PRC Subsidiaries, as well as allow the business to continue to operate with as little interruption as possible.

- 5.8.2 The JPLs are pursuing claims in a number of provinces to obtain control of the PRC Subsidiaries and are continuing to progress their efforts to pursue claims to safeguard the assets of PRC Subsidiaries.

5.9 US

NYSE

- 5.9.1 As at the date of this report, the Company remains delisted from the NYSE. However, the JPLs have continued to comply with regulatory requirements where possible by issuing 6-Ks on the SEC platform.

Section 1782 Proceedings

- 5.9.2 As detailed in the Sixth Report, the Petitioner has also historically filed an application under title 28 of the United States Code (Section 1782) for a subpoena against Cellenkos and a variety of parties connected to the Cellenkos Transaction.

- 5.9.3 If appropriate, the JPLs will consider taking further steps in respect of those proceedings.

Derivative Shareholder Complaint

- 5.9.4 On 5 and 10 September 2024, the Court heard the defendants' motions to dismiss the case on the basis that the plaintiff lacks standing to pursue claims on behalf of the Company. These motions remain pending and the Court has not yet ruled.

- 5.9.5 The JPLs will continue to monitor the derivative claim for any significant updates.

Class Action Complaint

- 5.9.6 As detailed in §5.3.1, a Class Action Complaint has been filed in the Southern District of New York that names the Company as a defendant. In the absence of funding for this purpose, the JPLs will be unable to take any substantive steps in those proceedings.

5.10 Communications with stakeholders

- 5.10.1 The JPLs issued a form 6-K for the Second Fee Report Notice. A copy of the Second Fee Report Notice is available on the Company's website, accessible here:

sec.gov/Archives/edgar/data/1467808/000092963825000650/form6k.htm

- 5.10.2 The JPLs also issued a form 6-K to confirm that on 3 March 2025, the JPLs furnished their Eleventh Report to the Court. A copy of the Eleventh Report is available on the Company's website and on the SEC platform, accessible here:

sec.gov/Archives/edgar/data/1467808/000092963825001008/form6k.htm

- 5.10.3 The JPLs maintain a bespoke website that includes FAQs, the twelve reports to date and downloadable proof of debt forms. Stakeholders can access this website here:

<https://www.doanegrantthornton.ca/en/service/advisory/creditor-updates/#Global-Cord-Blood-Corporation>

- 5.10.4 The Company's stakeholders can contact the JPLs email at GCBCJPLs@uk.gt.com. This email account is continually monitored by the JPLs.

- 5.10.5 The JPLs are continuing their investigations in respect of the affairs of the Group and in that regard request stakeholders to provide any information or records they may have in relation to the Company.

5.11 Investigations

- 5.11.1 Investigations into the affairs of the Company and its subsidiaries are ongoing and complex. Some matters being investigated are confidential and commercially sensitive. As detailed earlier in this report, there are also ongoing proceedings which are subject to disclosure rules and codes of conduct in those jurisdictions. Accordingly, consistent with the JPLs' approach to date, this report omits commercially sensitive or confidential information that could prejudice the outcome of the Provisional Liquidation or any

proceedings. The JPLs are therefore not able to disclose the full results of their investigations to date.

- 5.11.2 As the investigations progress and further steps are taken by the JPLs, the results of these investigations and actions taken with respect to them will be reported to stakeholders, but only where this would not prejudice the Company's interests (e.g. by potentially cutting-across any steps to bring proceedings or make recoveries). All comments, findings and observations herein resulting from the JPLs' investigative efforts to date are subject to further investigation and verification. Such further investigation is contingent on access to and examination of books and records, financial, banking, and communications data, as well as interviews of former management.

6 Funding and costs to 31 March 2025

6.1 Funding

Prior Funding Agreements

- 6.1.1 A total of c.US\$7.60 million was advanced to the JPLs pursuant to the Initial Funding Agreement to cover certain third-party costs of the provisional liquidation. An additional US\$3 million was provided under the A&R Funding Agreement to facilitate the Company's settlement of the Maxcess debts and prevent those entities from being placed into liquidation in HK. In total, a principal amount of c.US\$10.6 million was advanced to the liquidation estate under both agreements.

New Funding Agreement

- 6.1.2 Since their appointment, the JPLs have made significant efforts to secure adequate funding. These efforts, as detailed in prior reports, included a comprehensive evaluation of funding options, inviting offers through various channels, reviewing proposals and negotiating terms with prospective lenders.
- 6.1.3 The extent of the JPLs' ability to conduct investigations and pursue recovery actions has been contingent on receiving adequate funding. The JPLs' Appointment Order (as amended) authorises the JPLs to:
- (i) conduct the ordinary, day-to-day business operations of the Company; and
 - (ii) raise or borrow and grant securities therefor over the property of the Company, within and outside the Cayman Islands, without further sanction or order of the Court.
- 6.1.4 Following extensive negotiations as to terms, on 11 March 2025, the JPLs entered into the 2025 Funding Agreement with a lender for a facility ranging between US\$30 million and US\$40 million. The facility became available for drawdown in May 2025, upon satisfaction of various conditions precedent.
- 6.1.5 While the full terms of the 2025 Funding Agreement are confidential and commercially sensitive, the key features include a repayment term of 364 days, security and an annual interest rate of 20%.

- 6.1.6 The proceeds of the 2025 Funding Agreement will be used to:
- (i) repay professional fees and expenses related to the provisional liquidation;
 - (ii) repay the outstanding debt of approximately US\$12.3 million, including interest, under the Initial and A&R Funding Agreement;
 - (iii) continue Company operations, including the litigation in HK and the PRC to regain control of the Company's subsidiaries; and
 - (iv) fund additional actions which formed the original basis of the JPLs' appointment, which includes seeking to resolve the dispute over the Company's share register.
- 6.1.7 As previously reported, the Company was considered unable to pay its debts as they fell due in the absence of adequate funding. The 2025 Funding Agreement represents a significant and positive development, enabling the JPLs to continue to pursue recovery efforts and work toward restoring control over the Company's valuable subsidiaries. In light of the new funding secured, the JPLs have suspended work on their previous steps to apply for their discharge from office.

6.2 JPLs' Remuneration and Legal Costs

- 6.2.1 The costs incurred in the liquidation (including the JPLs' professional fees and those of their instructed counsel) up to 31 March 2025, amount to approximately US\$27.243 million as set out below:

Costs to Date	Total US\$'000
Liquidators' fees* and expenses	14,411
Legal fees and expenses	12,832
Costs incurred	27,243
Less: costs paid	(26,330)
Costs outstanding	913

*Time incurred from JPLs' appointment on 22 September 2022 to 31 March 2025 and incorporating the discount on fees ordered by the Court.

- 6.2.2 The costs incurred as outlined above represent approximately 2.28% of the total Group assets as per its latest annual report filed with the SEC for the year ended 31 March 2022.

6.3 Fee approvals

- 6.3.1 Approval of the JPLs' fees and disbursements for the period 22 September 2022 to 30 September 2023 was granted by the Court, subject to applying a 10% discount on the fees – as outlined in §5.5.10 of this report.
- 6.3.2 As detailed in §5.5.10, the JPLs will shortly file an application seeking approval of their fees for the period 1 October 2023 to 30 September 2024.

7 Next steps

7.1 Immediate next steps

HK Proceedings

- 7.1.1 Following a successful judgment, the declaratory relief, and the favourable judgment by the HK CoA being granted in respect to the HK proceedings, the JPLs will continue taking steps to enforce cost orders against AC, TZ, Notake and Sonoe and take control of the PRC Subsidiaries. This includes enforcing and recovering costs orders received in the JPLs favour during the course of the HK litigation.

PRC

- 7.1.2 The JPLs will continue to safeguard and seek to obtain control over the key assets in the PRC as a matter of urgency and progressing the JPLs' asset preservation proceedings commenced in Beijing.

Application to Court for fee approval

- 7.1.3 The JPLs will shortly file an application to Court to approve the JPLs' remuneration and disbursements for the Second Fee Approval Period.

Share Register Rectification

- 7.1.4 The JPLs will consider the appropriate course of action in order to resolve the dispute over the Company's share register.

7.2 Reporting

- 7.2.1 The JPLs, should they remain appointed as such, intend to continue reporting to the Court and stakeholders on a quarterly basis. Should the JPLs be discharged from office, appropriate communications will be circulated to all stakeholders, including details of ongoing reporting requirements.



Signed John Royle – Joint Provisional Liquidator of the Company
2 June 2025

Appendix A – Chronology of Key Events

Chronology of Key Events (since the Eleventh Report)

3 March 2025: The JPLs filed their Eleventh Report with the Court and lodged notice by 6-K on the SEC platform.

11 March 2025: The JPLs entered into the 2025 Funding Agreement.

21 May 2025: The HK CoA delivered its judgment dismissing the appeal against the preliminary issues judgment dated 8 February 2024 filed by AC, TZ, and PIML.

23 May 2025: The JPLs commenced taxation proceedings against the defendants in the Hong Kong proceedings.



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