

Global Cord Blood Corporation (In Provisional
Liquidation) (the Company)
Cause No. FSD 108 of 2022 (IKJ)

EIGHTH Report

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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 24 May 2024. 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 seven previous reports published. This report sets out the progress of the liquidation for the period 25 February 2024 to 24 May 2024.

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

8 February 2024 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	Cellenkos Transaction	On 29 April 2022 the Board approved a multi-step transaction whereby the Company would acquire 100% of the equity in Cellenkos and the rights to develop and commercialise certain of Cellenkos' existing and future products worldwide on 29 April 2022. This was purportedly in exchange for consideration of, inter alia, 114 million shares in the Company and US\$664 million cash
Additional Directors	Zhai Lingyun, Liu Guojun, Wang Yang, Liu Shian, Michael Steven Weiss (the "June EGM Directors"); and Xu Ping (together with the EGM Directors - the "Additional Directors")	CISIL	China In Shine Investment Limited, one of the defendants to the HK Proceedings
Albert Chen or AC	Albert Chen Bing Chen, former Chief Financial Officer of the Company	Class Action Complaint	A class action complaint filed in the Southern District of New York that names the Company as a defendant. The JPLs were delivered the complaint via their registered agent on 16 May 2024
BVI	British Virgin Islands	CoA	HK Court of Appeal
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	Cordlife	Cordlife Group Limited, a listed company registered in Singapore and indirectly owned by GCBC
Cayman Share Charge	Shares in the Company which are subject to an alleged share charge dated 30 March 2018	Court	The Grand Court of the Cayman Islands
Cellenkos	Cellenkos Inc – registered in Delaware, specialises in stem cell therapy and was the target entity in the 29 April 2022 Cellenkos Transaction	CSC Holdings	China Stem Cells Holdings Limited – incorporated in the Cayman Islands
		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

EGM	Extraordinary general meeting	Former Litigation Committee or LSC	The Former Litigation Steering Committee is made up of Ting Zheng, Mark Chen, Ken Lu, Jennifer Weng, Jacky Cheng, Jack Chow and excludes Xu Ping and Albert Chen
EGM Injunction	Injunction to prevent resolutions passed on 16 June 2022 at an extra-ordinary meeting of shareholders voting against the Cellenkos Transaction and for the resignation of the Former Board and appointment of a new board of directors	Fourth Report	Fourth Report prepared by the JPLs, submitted to the Court on 1 June 2023 and published on GCBC's website
Enjoined HK Directors	Albert Chen and/or Tina Zheng and/or Notake Minoru and/or Sonoe Muramatsu	GCBC or the Company	Global Cord Blood Corporation (In Provisional Liquidation)
Fifth Report	Fifth Report prepared by the JPLs, submitted to the Court on 1 September 2023 and published on GCBC's website	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
First Report	First Report prepared by the JPLs, submitted to the Court on 20 October 2022 and published on GCBC's website	GP	Cellenkos GP Limited – registered in the BVI, and acts as general partner of Cellenkos Holdings LP
Fee Approval Period	The JPLs' remuneration and disbursements for the period 22 September 2022 to 30 September 2023	Group	The Company and its subsidiaries including, inter alia, the HK Subsidiaries and the PRC Subsidiaries
Fee Approval Summons	JPLs' Summons filed on 13 May 2024 in the Cayman Proceedings for court approval of the terms of their remuneration agreement and their remuneration for the Fee Approval Period pursuant to section 109(2) of the Companies Act and the IPR	GT	Grant Thornton (a collective term for both Grant Thornton Recovery & Reorganisation Limited and Grant Thornton Specialist Services (Cayman) Limited)
Fee Approval Summons Hearing Date	10am on 30 July 2024, being the hearing date of the Fee Approval Summons	GTSS	Grant Thornton Specialist Services (Cayman) Limited
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)	HK	Hong Kong
		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

HK Registrar	The HK Companies Registry of 14th Floor, High Block, Queensway Government Offices, 66 Queensway, Admiralty, Hong Kong	PRC	People's Republic of China
HK Subsidiaries	GCBC's indirectly owned HK subsidiaries, the majority of which are currently party to the HK Proceedings	PRC Subsidiaries	GCBC's indirectly owned, operating PRC subsidiaries
INEDs	The former Independent Non-Executive Directors (of GCBC)	Remuneration Agreement	The JPLs' proposed terms of remuneration which they are seeking to have approved by the Cayman Court as part of the Fee Approval Summons
IPR	Insolvency Practitioners' Regulations (2023 Consolidation)	Second Report	Second report prepared by the JPLs, submitted to the Court on 1 December 2022 and published on GCBC's website
JPLs	Margot MacInnis, John Royle and Chow Tsz Nga Georgia, the Joint Provisional Liquidators of GCBC	Set-Aside Summons	Petitioner's summons which seeks to have the 29 July 2022 Judgment in the Petition Proceedings set aside on the grounds that it was procured by fraud
Maxcess	Maxcess Finance Limited, registered as a private limited company in HK with Money Lender's License Number 0640/2022	SMOH	The Singapore Ministry of Health
New LSC	Zhai Lingyun, Michael Steven Weiss and Wang Yang with Zhai Lingyun appointed as Chairperson	Section 42 Application/ Judgment	Court application against the HK Companies Registry for, inter alia, the removal of the unauthorised filings made for the HK Subsidiaries and authorise the JPLs to register up to date register of members of the HK 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	Seventh Report	Seventh report prepared by the JPLs, submitted to the Court on 8 March 2024 and published on GCBC's website
NYSE	New York Stock Exchange	Sixth Report	Sixth report prepared by the JPLs, submitted to the Court on 1 December 2023 and published on GCBC's website
Petitioner	Blue Ocean Structure Investment Company Ltd – incorporated in the British Virgin Islands and also the petitioner who placed the Company into provisional liquidation. Holds an interest of c. 65.4% in GCBC	Sonoe Muramatsu or Sonoe	Sonoe Muramatsu, believe to be a resident of Japan, purportedly appointed to the boards of the HK Subsidiaries
PIML	Prime Intelligent Management Limited, purported corporate secretary of the HK Subsidiaries		

Stem South (BVI)	China Stem Cells (South) Company Limited – incorporated in the British Virgin Islands
Third Report	Third report prepared by the JPLs, submitted to the Court on 1 March 2023 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 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 Seventh Report, the JPLs have continued to take 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 have taken steps to defend and protect the Company against attempts to remove assets from the structure by (amongst other matters):
- i. Establishing the JPLs' undisputed control of the HK Subsidiaries with the HK Companies Registrar by obtaining a Section 42 Judgment, removing unauthorised filings, and lodging updating filings to reflect the current shareholder position.
 - ii. Preparing defences against the appeal of the 8 February HK Judgment by AC, TZ, PIML.
 - iii. 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: and
 - iv. Continuing their investigation of the validity of the winding-up petitions issued by Maxcess against Stem South (BVI) and CSC Holdings and preparation for the adjourned hearing (petitions to now be heard on 9 August 2024).
- 4.1.3 Since the Seventh Report, the Company was served with the Class Action Complaint filed in the United States District Court, seeking compensation from various defendants, including the Company. The JPLs are considering their stance in relation to this claim.

4.2 Next Steps

- 4.2.1 The JPLs will continue to investigate and/ or progress litigation against the Enjoined HK Directors, Yuen Kam, and the Former Board (excluding Xu Ping) in order to protect and preserve the Group's assets. However, to do so, the JPLs require access to further funding on a timely basis.
- 4.2.2 The lack of funds has put significant pressure on the JPLs and the JPLs' service providers to undertake the work necessary to obtain control and secure the assets of the Company and preserve value to its stakeholders. With the benefit of further funding the JPLs will continue to (amongst other matters):
- i. Obtain control of the PRC Subsidiaries and preserve the value of the Group and identify and locate any institutions and/or individuals that may have precipitated any concealment, misappropriation and/or dilution of assets.
 - ii. Obtain such disclosure as necessary to trace the whereabouts of any assets transferred or paid away from the Company.
 - iii. Identify, locate and secure, all assets of the Group and take appropriate steps for cooperation in multiple jurisdictions with a view to secure and compel production of documents and protection of assets; and
 - iv. Investigate and, where appropriate, bring proceedings against any individual or entity to aid the recovery of the Company's assets or to defend proceedings brought against the Company or its subsidiaries.

- 4.2.3 In light of the above, the JPLs have been in discussions with several parties who provide litigation and/or liquidation financing, as well as the Company's stakeholders, in order to seek funding for the liquidation. Within the reporting period the JPLs sought proposals from a number of litigation financiers, whilst these discussions have not formally concluded the JPLs are still in the position of requiring funding.
- 4.2.4 The JPLs have also applied to the Court seeking approval for the JPLs' fees and disbursements for Fee Approval Period, to be heard on 30 July 2024.

5 Actions taken by the JPLs since the Seventh 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 previously 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), US\$155k of which has been secured.

Retainer Refunds

- 5.2.2 The JPLs have 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 US\$271k (see §5.2.2 of the Second Report).

Insurance Refund

- 5.2.4 As previously reported, the JPLs have cancelled the Director's & Officer's insurance taken out by the Company prior to the appointment of the JPLs. To date, c.US\$397k of the total c.US\$477k to be refunded has been recovered. This amount hasn't increased since the Seventh Report.

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 Please refer to §5.6.7 of this report for further details regarding the JPLs' activities in respect of Cordlife.

Cost Awards

- 5.2.7 In total, the JPLs have received costs that have been 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.
- 5.2.8 Following the handing down of the HK Judgment, the JPLs are preparing a bill of costs to claim against Albert, Tina, PIML as well as CISIL, MS, and Notake. These sums are yet to be agreed and assessed, should these sums not be agreed the JPLs will need to commence taxation proceedings. Further details can be found at §5.7.5 of this report.

5.3 Liabilities

Contingent Liability – Class Action Complaint

- 5.3.1 A civil class action complaint was filed with the United States District Court for the Southern District of New York on 22 April 2024, listing the Company as a defendant to the proceedings, together with former directors, related entities, and service providers of the Company.

5.3.2 The Company received a copy of the Class Action Complaint on 16 May 2024 and has until 7 June 2024 to file a response. The plaintiffs' primary allegations against the Company are as follows:

- i. Due to misleading statements and material omissions, the Company's securities were purchased at artificially inflated prices, leading to economic losses of the class members.
- ii. Due to the defendants' fraudulent scheme and unlawful course of conduct, the plaintiffs would not have purchased or acquired Company securities, or if they had, would not have done so at the value that they did, as a direct result the class members have suffered damages.

5.3.3 At this stage, the claim against the Company has not been quantified as the claim is unliquidated. The plaintiffs have sought damages, interest, and any other relief as the Court deems fit. At this stage, the claim is treated as a contingent liability against the Company.

Liabilities

5.3.4 To date, the JPLs have been notified of amounts claimed to be owed by the Company in the amount of c. US\$1,154,760.83. The principal amount has increased by US\$58.11 since the Seventh Report.

5.3.5 A number of proofs of debt have been submitted and the JPLs are taking steps to notify any creditors to provide information about amounts that may be owed to them and to provide proofs of debt in respect of any such claims. The JPLs are also investigating the financials of the Company including any liabilities owed. The JPLs have established a liquidation website and the forms will also be available on that platform:

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

Costs Award

5.3.6 The JPLs have been ordered to pay a cost order following the adjournment of the Maxcess hearing of 15 April 2024. The amount of costs has yet to be agreed or taxed. This is further outlined from §5.7.15 of this report.

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 needed 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 question to the JPLs.

5.5.2 As disclosed in section §7.2.8 of our Fifth Report, TZ determined that her obligation to serve answers on the JPLs to be directly impacted by the outcome of Albert Chen's Summons of 9 May 2023 (and it therefore be inappropriate for her to serve her affirmation on the JPLs before Albert Chen's Summons is disposed of). On 12 May 2023, Tina Zheng filed a summons with the Court seeking to vary the terms of the Disclosure Order. Tina filed her third affirmation containing answers to the written interrogatories with the Court (and not on the JPLs) pending the outcome of Albert's 9 May 2023 summons.

The INEDs and the JPLs' Disclosure Order

- 5.5.3 The JPLs have written to the INEDs in respect to the 60 outstanding written responses.
- 5.5.4 On 2 October 2023, the INEDs wrote to the JPLs to inform them they had instructed Cayman Counsel to consider the JPLs' Disclosure Order and that they were currently reviewing both the outstanding written questions and other information requests. The JPLs responded pressing for answers to the written questions which remain unanswered. As of the date of this report the JPLs have yet to receive a response. This is another workstream that requires funding in order to be progressed further.

The Set-Aside Summons

- 5.5.5 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").
- 5.5.6 The Former LSC did not apply for leave to appeal and 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

- 5.5.7 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

- 5.5.8 As outlined in §6.1.9 of the JPLs' Fifth Report, on 7 August 2023, the Former LSC filed a summons seeking orders that (amongst other things) the JPLs may not compel production of documents privileged to the Company without consent of the LSC or Court order.
- 5.5.9 Pending any hearing of that summons, the JPLs agreed they will only seek production of material that is privileged to the Company from any current or former legal advisers or service providers, by way of an application filed at Court (and not a request for voluntary production).
- 5.5.10 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

- 5.5.11 As outlined in §6.1.11 of the JPLs' Fifth Report, on 31 July 2023, the Former LSC filed a Summons with the Cayman Court requesting that the JPLs should be either:
- a) replaced;
 - b) maintain their appointment alongside an additional set of JPLs (to *inter alia* review their work); or
 - c) vary the terms upon which the JPLs are currently appointed.
- 5.5.12 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.

Fee Approval Summons

- 5.5.13 IPR 12(1) provides that a liquidator may not make an application to the Court under IPR 13 for approval of their remuneration without first convening a meeting of contributories (where the company is deemed to be solvent) in accordance with CWR Order 8 at which the liquidator proposes a resolution approving the basis of his remuneration and the amount of the remuneration for which he intends to seek the Court's approval.
- 5.5.14 By notice dated 18 March 2024, the JPLs called an EGM of the Company's contributories to be held at 7.45am Cayman time on 16 April 2024 for the purpose of considering, and if thought fit, passing ordinary resolutions to (i) approve the JPLs' Remuneration Agreement and (ii) approve the JPLs' remuneration and disbursements in the amounts claimed for the Fee Approval Period.
- 5.5.15 On 19 March 2024, a 6-K notice was circulated to the contributories of the Company that the EGM would be held at the offices of GTSS and via web-based video conference on 16 April 2024 at 7:45 AM (GMT-5). The 6-K is available below:
[sec.gov/Archives/edgar/data/1467808/000092963824001050/form6k.htm](https://www.sec.gov/Archives/edgar/data/1467808/000092963824001050/form6k.htm)
- 5.5.16 Notice was also published via broker channels and on the Company's website in both Mandarin and English and attendees were invited to submit queries to the JPLs ahead of the EGM. The Company's website can be accessed using the links below:
Mandarin: https://globalcordbloodcorporation.com/zh_CN/
English: https://globalcordbloodcorporation.com/en_US/
- 5.5.17 On 16 April 2024, the JPLs were unable to hold the EGM because the meeting was inquorate and the JPLs therefore adjourned the EGM to the same time at the same place one week later to 23 April 2024 at 7:45 AM

(GMT-5). Notice of adjournment of the EGM was circulated on 17 April 2024 via broker channels and by 6-K and available below:

[sec.gov/Archives/edgar/data/1467808/000092963824001504/form6k.htm](https://www.sec.gov/Archives/edgar/data/1467808/000092963824001504/form6k.htm)

- 5.5.18 On 23 April 2024, the JPLs were unable to hold the adjourned EGM because it was inquorate and therefore dissolved the EGM. A 6-K announcing the dissolution of the EGM along with minutes of the EGM were published on 23 April 2024. A copy of the Form 6-K and minutes can be found using the link below:
<https://www.sec.gov/Archives/edgar/data/1467808/000092963824001561/0000929638-24-001561-index.htm>
- 5.5.19 On 13 May 2024, the JPLs filed the Fee Approval Summons. The Fee Approval Summons has been listed for hearing at 10am on 30 July 2024.
- 5.5.20 On 31 May 2024, a 6-K notice was circulated to the contributories of the Company of the Fee Approval Summons and the Fee Approval Summons Hearing Date. The 6-K is available below:
<https://www.sec.gov/Archives/edgar/data/1467808/000092963824002035/0000929638-24-002035-index.htm>
- 5.5.21 Notice was also published via broker channels and on the Company's website in both Mandarin and English. The notice encloses a copy of the Fee Approval Summons and a document entitled "Response to Queries", which is the JPLs' consolidated responses to of the written comments and queries received from the Company's shareholders regarding the JPLs' Remuneration Agreement and the JPLs' remuneration for the Fee Approval Period. The Company's website can be accessed using the links below:
Mandarin: https://globalcordbloodcorporation.com/zh_CN/
English: https://globalcordbloodcorporation.com/en_US/

- 5.5.22 Any shareholder who wishes to provide additional comments or queries regarding the JPLs' Remuneration Agreement and the JPLs' remuneration for the Fee Approval Period should do so in writing to the JPLs by no later than 1 July 2024. Any communications should be sent by email to gbcjpls@uk.gt.com. To the extent appropriate, the JPLs intend to file a short affidavit with the Court in advance of the Fee Approval Hearing Date which addresses any additional comments or queries received.
- 5.5.23 Any shareholder who intends to appear at the hearing of the Fee Approval Summons must notify the JPLs and confirm whether they support or oppose the orders being sought by no later than 9 July 2024 so as to ensure that the hearing of the Summons proceeds in an orderly manner.
- 5.5.24 Should any shareholders wish to receive a copy of the affidavit filed in support of the Fee Approval Summons please contact the JPLs at gbcjpls@uk.gt.com. Please be advised that the JPLs may require documentary evidence of your shareholding in the Company in order for you to receive a copy of the documentation.

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 have appealed against the summary judgment and the appeal expected to be heard in the week of 28 October 2024.

Cellenkos Holdings L.P.

- 5.6.3 The JPLs have received correspondence from the partnership's registered agent regarding, *inter alia*, their intention to resign as registered agent by filing a Statement of Resignation of Registered Agent form with the Secretary of State in Delaware.
- 5.6.4 Within this correspondence, it was also confirmed that the partnership would need to file for the appointment of a new registered agent to avoid administrative dissolution or revocation.
- 5.6.5 Upon further reflection by the JPLs, it has been determined that undertaking further efforts to maintain the partnership's good standing would be redundant and/or uncommercial at this time. As a result, a new registered agent has not been appointed by the GP.
- 5.6.6 Should it be deemed necessary for the partnership to be reinstated at any point in the future, it is understood that this option will be available to the JPLs given they will continue to control the GP.

Cordlife

- 5.6.7 As outlined in our Sixth Report, the SMOH announced an investigation into Cordlife and issued notice for Cordlife to stop (for a period of up to 6 months) the collection, testing, processing and/or storage of any new cord blood and human tissues. The freeze was expected to be lifted on or before 30 May 2024. As of the cut-off date of this report, there has been no updates in respect to the freeze being lifted.
- 5.6.8 According to the SMOH's official press release, a complaint was received on 24 July 2023 by a member of the public alleging that cord blood units stored in a tank by Cordlife had been exposed to temperatures above acceptable limits, as well as other service quality issues. SMOH subsequently conducted unannounced audits on Cordlife whereupon various operational issues were identified.

5.6.9 The SMOH's official latest press releases can be observed at the following link:

<https://www.moh.gov.sg/news-highlights/details/investigation-of-cordlife-group-limited-for-suboptimal-storage-temperature-for-cryopreserved-cord-blood>.

<https://www.moh.gov.sg/news-highlights/details/update-on-investigation-of-cordlife-group-limited-8apr2024>

5.6.10 As of the cut-off date of this report, the current Cordlife share price is currently trading below historical average. The shares are trading at SGD0.147 per share as of 24 May 2024 (close price), which brings the value of GCBC's interest in Cordlife at an estimated c. US\$2.78 million¹.

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 Seventh 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

5.7.3 The HK Court was highly critical of each the defendants' witnesses when cross-examined and saw fit to reject the majority of their assertions on the basis that they were highly contradictory, evasive, and/or clearly incredible.

5.7.4 The JPLs published a 6-K on the SEC platform to announce the HK Proceedings judgment, which was filed on 12 February 2024.

HK Proceedings: Cost Awards

5.7.5 As for costs, the HK Court saw fit to make an order *in* *nisi* that:

- iii. CISIL, MS, and Notake are obliged to pay 20% of the costs of and occasioned by the HK Proceedings, including all costs reserved to the JPLs, to be taxed on a common fund basis and with certificate for 3 counsel; and
- iv. TZ, AC, and PIML are obliged to pay 80% of the costs of and occasioned by the HK Proceedings, including all costs reserved to the JPLs, to be taxed on an indemnity basis and with certificate for 3 counsel.

5.7.6 The HK Court remarked that given the serious nature of the defendants' actions in backdating documents, their incredible and unreliable evidence produced and the breach of fiduciary duties on AC and TZ's part – costs orders would be made on a higher scale. These sums are yet to be agreed and assessed. The JPLs will seek to update stakeholders at the time of the next report.

5.7.7 The JPLs' legal representatives are liaising with the defendants with respect to the quantum of the costs. If this cannot be agreed, taxation proceedings will have to be commenced.

¹ GCBC indirectly own 25,516,666 Cordlife shares and based on an exchange rate of US\$1: SG\$0.74

HK Proceedings: Draft Order

5.7.8 In view of the HK Court's findings in the HK Proceedings, the HK Court has directed that the parties submit a draft order setting out the terms of the order which the parties are able to agree and identify the differences between the parties to the extent that they are not able to agree. This process has been completed with the HK Court approving the orders on 4 March 2024 (the 4 March 2024 Order) and sealed copies obtained on 8 March 2024.

HK Proceedings: Section 42 Application

5.7.9 The JPLs, via their directorship vehicles appointed to subsidiaries, also commenced separate sets of actions against the HK Companies Registry for, *inter alia*, the removal of the unauthorised filings made for the HK Subsidiaries and authorise the JPLs to register up to date register of members of the HK Subsidiaries.

5.7.10 Before the actions could be heard, on 27 February 2024, the HK Court granted Orders, having the HK Companies Registry consent to the Section 42 Application requesting the above, and these orders were registered with the HK Companies Registry on 4 March 2024 (the 27 February 2024 Order). Since then, the unauthorised filings made by former management have now been removed by the HK Companies Registry.

HK Proceedings: Appeal

5.7.11 Notices appealing the 8 February 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.

5.7.12 The notices of appeal also requested *inter alia* that orders be made that:

- i. the 4 March 2024 Order be set aside and the matter be remitted for trial before a different judge.
- ii. The HK Court's adverse findings in respect to TZ's credibility and evidence these findings be deemed procedurally unfair; and
- iii. AC and PIML's costs in the HK Proceedings, and AC, TZ and PIML's costs in appealing the 8 February HK Judgment be paid by the JPLs.

5.7.13 The JPLs' legal counsel is following-up with TZ and AC's counsel regarding (i) finalisation of appeal bundle/joint checklist, and (ii) timeline for submission with the CoA. Thereafter, CoA will direct parties to attend the listing office to fix a hearing date.

Maxcess

5.7.14 As outlined in the Sixth Report and Seventh Report, the JPLs and Maxcess appeared before the HK Court for a substantive hearing of the Maxcess winding-up petitions on 15 April 2024.

5.7.15 The substantive hearing was adjourned to 9 August 2024 and a cost award in relation to the adjournment was given in favour of Maxcess, the quantum of which is yet to be agreed or taxed.

5.7.16 On 18 April 2024, the JPLs filed further evidence with the HK Court in respect to the circumstances of the loan agreement execution underpinning the Maxcess winding-up petitions.

5.7.17 On 3 May 2024, further affirmations in response were filed by Albert Chen and Ng Ho Yuen Howard.

- 5.7.18 The deadline for the JPLs to lodge supplemental skeletons is 30 July 2024 and the deadline for Maxcess to lodge supplemental skeletons is 1 August 2024.
- 5.7.19 The JPLs are continuing to work alongside their legal representatives to prepare for the Maxcess winding-up petitions and, should there be any other substantive updates regarding the petitions, the JPLs will announce the same and/or provide further details in their next quarterly report.

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.
- 5.8.3 The JPLs PRC counsel, review the public filings on a weekly basis in respect of the PRC Subsidiaries to monitor any filings, change of shares issued etc.

5.9 US

NYSE

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

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 Currently, the JPLs aren't in a position to take any further steps in respect of that proceeding.

Derivative Shareholder Complaint

- 5.9.4 Since the Sixth Report, there have been no further substantive updates regarding the derivative claim that was filed against various members of its former management.
- 5.9.5 The JPLs will continue to monitor this derivative claim for any significant updates.

Class Action Complaint

- 5.9.6 A class action complaint has been filed in the Southern District of New York that names the Company as a defendant. The JPLs were delivered the complaint via their registered agent on 16 May 2024.
- 5.9.7 The JPLs are considering the class action complaint and what steps (if any) the Company should take in those proceedings.

5.10 Communications with stakeholders

- 5.10.1 The JPLs issued a Form 6-K with confirmation that on 8 March 2024, the JPLs furnished their Seventh Report to the Court. A copy of the Seventh Report is available on the Company's website which can be accessed here: https://ir.globalcordbloodcorporation.com/static-files/GCBC_Report_8_March_2024.pdf
- 5.10.2 The JPLs have also set-up a bespoke website that includes FAQs, the seven reports to date and downloadable proof of debt forms. Stakeholders can access this website here: <https://www.granthornton.ca/en/service/advisory/creditor-updates/#Global-Cord-Blood-Corporation>
- 5.10.3 The Company's creditors and shareholders can contact the JPLs at GCBCJPLs@uk.gt.com. This email account is monitored regularly by the JPLs.
- 5.10.4 The JPLs are continuing their investigations in respect of the affairs of the Group and in that regard request shareholders to provide any information or records they may have in relation to the Company.

- 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 the JPLs obtaining access to and examining of books and records, financial, banking, and communications data, as well as interviews of former management.

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.

6 Funding and costs to 31 March 2024

6.1 Funding

- 6.1.1 It was apparent very early on in the JPLs' appointment that the Company's access to cash and the funding necessary to take appropriate steps to recover and secure the assets was significantly challenged. These circumstances imposed significant difficulty and pressure on the JPLs and service providers to undertake the steps necessary to protect and secure the Company's interest in circumstances where it has been stripped of its assets and cash put beyond the reach of the JPLs.
- 6.1.2 The expenses required to engage and co-ordinate both urgent and important workstreams to secure and control the assets across multiple jurisdictions are, and will continue to be, considerable. The JPLs' highest priority is securing and protecting the assets of the Company with the resources available.
- 6.1.3 Pursuant to the Order, the JPLs are able to exercise the power to raise and borrow money and grant securities therefor over the property of the Company. Accordingly, the JPLs have held, and are in, discussions with several parties who provide litigation and/or liquidation financing as well as the Company's stakeholders in order to seek funding for the liquidation. This may include a proposal that the Company issue additional GCBC shares to existing shareholders in exchange for cash consideration.
- 6.1.4 The JPLs have received some level of unsecured financing to date and would welcome expressions of interest from any other parties which can be sent to GCBCJPLs@uk.gt.com.

6.2 JPLs' Remuneration and Legal Costs

- 6.2.1 The costs of the liquidation (including the JPLs' professional fees and those of their instructed counsel) up to 31 March 2024, amount to approximately US\$21.94 million as set out below:

Costs to Date	Total
	US\$'000
Liquidators' Fees & expenses	12,139
Legal Fees and expenses	9,796
Total	21,935

*Time incurred from JPLs' appointment on 22 September 2022 to end of Q1 2024.

- 6.2.2 The costs outlined above represents approximately 1.63% of the total Group assets as per its latest annual report filed with the SEC for the year end 31 March 2022.

6.3 Fee approval

- 6.3.1 Approval of the Liquidators' Fees and expenses for the period 22 September to 2022 to 30 September 2023 is being sought with the Cayman Court – as outlined in §5.5.13 of this report.

7 Next steps

7.1 Immediate next steps

7.1.1 The key areas of focus for the JPLs in the immediate term are as follows:

HK Proceedings

7.1.2 Following a successful judgment being handed down in respect to the HK proceedings, the JPLs will continue taking steps to enforce cost orders against AC, TZ, Notake and Sonoe and defend the appeal of the 8 February 2024 HK Judgment and the 8 March 2024 Order.

PRC

7.1.3 To JPLs will continue safeguarding and obtain control over the key assets in the PRC as a matter of urgency and progressing the JPLs' asset preservation proceedings begun in Beijing.

Maxcess Winding-up Petitions

7.1.4 Preparing for a substantive 3-hour hearing on 9 August 2024.

Funding

7.1.5 Negotiating and taking all necessary steps to obtain sufficient funding to enable the continued progress of the provisional liquidation.

Fee Application

7.1.6 Appearing before the Court on 30 July to approve the JPLs' fees and disbursements for the period 22 September 2022 to 30 September 2023.

7.2 Strategy to 1 October 2024

7.2.1 The JPLs' over-arching strategy until 1 October remains similar to that stated in prior reports to date namely:

- a) Take all steps to obtain control of the PRC Subsidiaries and preserve the value of the Group;

- b) Identify, locate and secure, all assets of the Group;
- c) Identify and locate any institutions and/or individuals that may have precipitated any concealment, misappropriation and/or dilution of assets;
- d) Obtain such disclosure as necessary to trace the whereabouts of any assets transferred or paid away from the Company; and
- e) Take appropriate steps for cooperation in multiple jurisdictions with a view to secure and compel production of documents and protection of assets.

7.3 Reporting

7.3.1 The JPLs intend to continue reporting to the Court and stakeholders on a quarterly basis, or as necessary in the case of material developments, subject to any direction from the Court.



Signed John Royle – Joint Provisional Liquidator of the Company

3 June 2024

Appendix A – Chronology of Key Events

Chronology of Key Events (since the Seventh Report)

27 February 2024: The HK Court granted Orders for the removal of the unauthorised filings made against the HK Subsidiaries and authorising the JPLs to register up to date register of members of the HK Subsidiaries, having the HK Companies Registry consent to the JPLs' Section 42 Application.

4 March 2024: The 27 February 2024 Order is registered with the HK Companies Registry.

4 March 2024: The Orders pursuant to the 8 February 2024 HK Judgment were approved by the HK Court.

7 March 2024: The JPLs received notices of appealing the 8 February HK Judgment from TZ, AC and PIML.

13 March 2024: The JPLs received notices to set down appeal of the 8 February HK Judgment filed by TZ and AC.

18 March 2024: The JPLs received supplemental notices of appealing the 8 February HK Judgment from AC.

19 March 2024: The JPLs published a 6-K on the SEC platform convening an EGM which would be held on 16 April 2024 at 07:45 AM Cayman Islands time (GMT-5).

25 March 2024: The JPLs and the New LSC agreed by consent order to dismiss the Privilege Summons and the JPL Replacement Application. The consent summons is approved and sealed by the Court.

15 April 2024: The JPLs and Maxcess appeared before the HK Court for a substantive hearing of the Maxcess winding-up petitions. The substantive hearing was further adjourned to 9 August 2024 and a cost award to be paid by the JPLs was ordered to be assessed.

16 April 2024: The JPLs attempted to hold the EGM at the offices of GTSS and via web-based video conference. The meeting was adjourned because it was inquorate.

17 April 2024: The JPLs circulated published the notice of the adjourned EGM by a 6-K on the SEC platform and on the Company's website.

18 April 2024: The JPLs filed further evidence with the HK Court in respect to the circumstances of the execution of the loan agreements underpinning the Maxcess winding-up petitions.

23 April 2024: The JPLs attempted to hold the adjourned EGM at the offices of GTSS and via web-based video conference. The meeting was unable to be held because it was inquorate and therefore was dissolved.

25 April 2024: The JPLs received notices to set down appeal of the 8 February HK Judgment filed by PIML.

3 May 2024: AC and Ng Ho Yuen Howard filed further affirmations in respect to the loan agreements underpinning the Maxcess winding-up petitions.

13 May 2024: the JPLs filed the Fee Approval Summons with the Court for all parties concerned to attend a hearing before the Court on 30 July 2024 to hear the JPLs' application for approval of their fees incurred between 22 September 2022 and 30 September 2023.

16 May 2024: The JPLs were delivered notice by the registered agent of GCBC of a class action complaint in the Southern District of New York.

31 May 2024: The JPLs published notice of the Fee Approval Summons and the Fee Approval Summons Hearing Date by 6-K on the SEC platform and on the Company's website.