

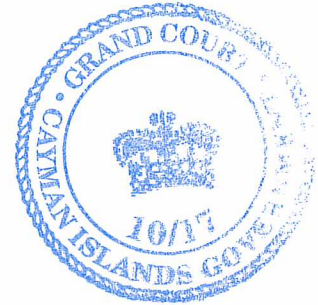
**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD 121 OF 2018 (IKJ)

**The Honourable Mr Justice Kawaley
In Open Court
11 September 2018**

**IN THE MATTER OF THE COMPANIES LAW (2018 REVISION)
AND IN THE MATTER OF HARLEQUIN HOTELS AND RESORTS LIMITED**

ORDER



UPON the Petition of Brian Glasgow, in his capacity as the Bankruptcy Trustee of the estate of Harlequin Property (SVG) Limited (the **Petitioner**, and **HPSVG**), dated 3 July 2018 for an order that Harlequin Hotels and Resorts Limited whose registered office is at Ugland House, South Church Street, George Town, Cayman Islands (**HHR**) be wound up

AND UPON hearing counsel for the Petitioner and counsel for HHR

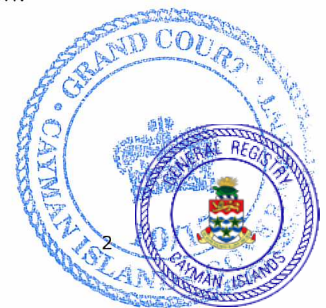
AND UPON reading the first affidavit of Brian Glasgow dated 28 June 2018, the First affidavit of Kris Beighton dated 3 July 2018, the first affidavit of Jeffrey Stower dated 3 July 2018, the first affidavit of Jamaal Miller dated 6 July 2018, and the first affidavit of Heather Froude dated 3 September 2018, together with their respective exhibits

IT IS ORDERED that:

1. HHR be wound up in accordance with the Companies Law.
2. Kris Beighton and Jeffrey Stower be appointed as joint official liquidators of HHR (the **JOLs**).
3. The JOLs shall not be required to give security for their appointment.
4. The JOLs have the power to act jointly and severally in their capacity as liquidators of HHR.
5. The JOLs be authorised to take any such action as may be necessary or desirable to obtain recognition of the JOLs and/or their appointment in any other relevant jurisdiction and to make applications to the courts of such jurisdictions for that purpose.



6. The JOLs be authorised to exercise any of the powers listed in Parts I and II of Schedule 3 to the Companies Law and section 110(2) thereof, without further sanction or intervention of the Court.
7. The JOLs be authorised to do any act or thing considered by them to be necessary or desirable in connection with the liquidation of HHR and the winding up of its affairs in the Cayman Islands or elsewhere.
8. The JOLs be authorised to exercise all rights that HHR has as a shareholder, including the right to pass resolutions, to change appoint or remove directors and initiate any voluntary winding up or other termination process, in relation to any subsidiaries of HHR including but not limited to Harlequin Boutique Hotel Limited (St Lucia) and Harlequin Resorts (St Lucia) Limited (Marquis Estate), and, in other any joint ventures, associated companies or other entities.
9. The JOLs be authorised to investigate, and report to the Honourable Court on the affairs of HHR, including but not limited to the causes of HHR's failure and the promotion, business, dealings and affairs of HHR.
10. The JOLs be authorised to inspect, review, secure, take possession of, and copy, all books, records and documents of HHR, either in its own name or in the name of Harlequin Hotels and Resorts (Cayman) Limited, whether in hard copy, electronic form or otherwise, located at the offices of HHR, its accountants, auditors, other advisors or agents, or any other person whether in the Cayman Islands or another jurisdiction.
11. The JOLs be at liberty to appoint Appleby (Cayman) Ltd. as their attorneys in the Cayman Islands, in terms compliant with CWR Order 25.
12. The JOLs be at liberty to appoint Jones Day as their attorneys in the United Kingdom, in terms compliant with CWR Order 25.
13. No disposition of HHR's property by or with the authority of the JOLs in carrying out their duties and functions and exercise of their powers under this Order shall be voided by virtue of section 99 of the Companies Law.
14. Subject to section 109(2) of the Companies Law and the Insolvency Practitioner's Regulations 2018, the JOLs be authorised to render and pay invoices out of the assets of HHR for their own remuneration.
15. The JOLs be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties and, for the avoidance of doubt, all such payments shall be made as and when they fall due out of the assets of HHR as an expense of the liquidation.



16. The Petitioner's costs shall be paid out of the assets of HHR as an expense of the liquidation, such costs to be taxed if not agreed with the JOLs.

Dated this 11th day of September, 2018

Filed this 13th day of September, 2018



The Honourable Mr Justice Kawaley
JUDGE OF THE GRAND COURT



This Order was filed by Appleby (Cayman) Ltd, Attorneys-at-Law for the Petitioner, whose address for service is 71 Fort Street, PO Box 190 GT, Grand Cayman, KY1-1104, Cayman Islands (Ref: DL/JS/441924.0001)

