

SUBSTANTIAL, SIGNIFICANT AND INITIAL MANAGEMENT SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, after the completion of the Placing, the only persons directly or indirectly holding interests in 10% or more of the Shares will be:

Name	Number of Shares	Approximate percentage of share holding
Mr. Anthony Chan (<i>Note 1</i>)	106,432,000	26.61%
Loh & Loh (<i>Note 2</i>)	74,432,000	18.60%
Mr. Loh Kim Her (<i>Note 3</i>)	106,432,000	26.61%
Mr. Loh Nee Peng (<i>Note 4</i>)	106,432,000	26.61%
Comfort Group (<i>Note 5</i>)	61,667,570	15.42%
Comfort (China) (<i>Note 5</i>)	61,667,570	15.42%

Notes:

1. Mr. Anthony Chan is beneficially interested in 100% and 49% in the respective entire issued share capitals of Tycoons Investment and Loh & Loh. Accordingly, Mr. Anthony Chan has an effective interest of approximately 17.12% and a deemed interest of approximately 26.61% in the Company immediately after the Placing.
2. Loh & Loh has an effective interest of approximately 18.60% in the Company immediately after the Placing.
3. Mr. Loh Kim Her is beneficially interested in 100%, 18.94% and 15% in the respective entire issued share capitals of Affluence Investment, L&B and Loh & Loh. Accordingly, Mr. Loh Kim Her has an effective interest of approximately 7.55% and a deemed interest of approximately 26.61% in the Company immediately after the Placing.
4. Mr. Loh Nee Peng is beneficially interested in 100% and 15% in the respective issued share capitals of Big Reap Investment and Loh & Loh. Accordingly, Mr. Loh Nee Peng has an effective interest of approximately 10.79% and a deemed interest of approximately 26.61% in the Company immediately after the Placing. Mr. Loh Nee Peng is the nephew of Mr. Loh Kim Her.
5. Comfort (China) has an effective interest of approximately 15.42% in the Company immediately after the Placing. Comfort (China) is a wholly-owned subsidiary of Comfort Group. Accordingly, Comfort Group has an effective and a deemed interests of approximately 15.42% in the Company immediately after the Placing.

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INITIAL MANAGEMENT SHAREHOLDERS

So far as the Directors are aware, immediately after the completion of the Placing, the following persons (the “Initial Management Shareholders”) are, or are deemed to be, entitled to exercise or control the exercise of five per cent. or more of the voting power at general meetings of the Company and are able, or are deemed to be able, as a practical matter, to direct or influence the management of the Company immediately and/or are members of senior management, directors of the Company or investors with board representation prior to the date of this prospectus and are therefore regarded as initial management shareholders of the Company under the GEM Listing Rules:

Name	Number and percentage holding of Shares immediately before the Placing	Number of Shares immediately after the Placing	Percentage holding of Shares immediately after the Placing
Affluence Investment	16,000,000/5%	16,000,000	4.00%
Mr. Loh Kim Her (<i>Note 1</i>)	33,184,000/10.37%	30,195,200	7.55%
Big Reap Investment	32,000,000/10%	32,000,000	8.00%
Mr. Loh Nee Peng (<i>Note 2</i>)	46,176,000/14.43%	43,164,800	10.79%
Tycoons Investment	32,000,000/10%	32,000,000	8.00%
Mr. Anthony Chan (<i>Note 3</i>)	78,272,000/24.46%	68,471,680	17.12%
Loh & Loh (<i>Note 4</i>)	94,432,000/29.51%	74,432,000	18.60%
L&B (<i>Note 5</i>)	16,000,000/5%	16,000,000	4.00%
Zhongqi Technology (<i>Note 6</i>)	19,200,000/6%	19,196,430	4.80%
Mr. Tan Cheng Kim (<i>Note 6</i>)	9,600,000/3%	9,598,215	2.40%
Mr. Lim Tee Peng (<i>Note 6</i>)	9,600,000/3%	9,598,215	2.40%
Comfort (China) (<i>Note 7</i>)	61,664,000/19.27%	61,667,570	15.42%
Comfort Group (<i>Note 7</i>)	61,664,000/19.27%	61,667,570	15.42%

Notes:

- Mr. Loh Kim Her is beneficially interested in 100%, 18.94% and 15% in the respective entire issued share capitals of Affluence Investment, L&B and Loh & Loh. Accordingly, Mr. Loh Kim Her has an effective interest of approximately 7.55% and a deemed interest of approximately 26.61% in the Company immediately after the Placing. Mr. Loh Kim Her is the uncle of Mr. Loh Nee Peng. Mr. Loh Boon Cha is the brother of Mr. Loh Kim Her and father of Mr. Loh Nee Peng.

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2. Mr. Loh Nee Peng is beneficially interested in 100% and 15% in the respective entire issued share capitals of Big Reap Investment and Loh & Loh. Accordingly, Mr. Loh Nee Peng has an effective interest of approximately 10.79% and a deemed interest of approximately 26.61% in the Company immediately after the Placing. Mr. Loh Nee Peng is the nephew of Mr. Loh Kim Her. Mr. Loh Boon Cha is the brother of Mr. Loh Kim Her and father of Mr. Loh Nee Peng. Mr. Loh Nee Peng is one of the Directors of 2 subsidiaries of North Anhua in which the Group has no equity interest. He is appointed as the Director in view of his provision of technical advice to the company.
3. Mr. Anthony Chan is beneficially interested in 100% and 49% in the respective entire issued share capitals of Tycoons Investment and Loh & Loh. Accordingly, Mr. Anthony Chan has an effective interest of approximately 17.12% and a deemed interest of approximately 26.61% in the Company immediately after the Placing.
4. Loh & Loh is legally and beneficially owned as to 49% by Mr. Anthony Chan, 15% by Mr. Loh Kim Her, 15% by Mr. Loh Nee Peng and 21% by Mr. Loh Boon Cha. Loh & Loh has an effective interest of approximately 18.60% in the Company immediately after the Placing.
5. L&B is legally and beneficially owned as to 18.94% by Mr. Loh Kim Her and 81.06% by the Loh Family. L&B has an effective interest of approximately 4% in the Company immediately after the Placing.
6. The entire issued share capital of Zhongqi Technology is legally and beneficially owned as to 50% by Mr. Tan Cheng Kim, the general manager of motor vehicle distribution division of the Company, and 50% by Mr. Lim Tee Peng, the general manager of auto parts and accessories division of the Company. Zhongqi Technology has an effective interest of approximately 4.80% in the Company immediately after the Placing. As both Mr. Tan Cheng Kim and Mr. Lim Tee Peng are mentioned in this prospectus as senior management of the Company, Zhongqi Technology, Mr. Tan Cheng Kim and Mr. Lim Tee Peng are deemed to be Initial Management Shareholders and each of Mr. Tan Cheng Kim and Mr. Lim Tee Peng has an effective interest in 9,598,215 Shares, representing approximately 2.4% interest in the Company immediately after the Placing.
7. The entire issued share capital of Comfort (China) is owned by Comfort Group. Comfort (China) has an effective interest of approximately 15.42% in the Company immediately after the Placing. Accordingly, Comfort (China) and Comfort Group are deemed to be Initial Management Shareholders and Comfort Group has an effective interest in 61,667,570 Shares, representing approximately 15.42% interest in the Company immediately after the Placing.

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Save and except for Mr. Anthony Chan, Tycoons Investment (as nominee of Mr. Anthony Chan), Mr. Loh Kim Her, Affluence Investment (as nominee of Mr. Loh Kim Her) and to the extent of 29,148,000 Shares held by Loh & Loh as described below, each of the Initial Management Shareholders has undertaken to the Company, the Sponsors and the Stock Exchange, that:

- (i) he/it will place with an escrow agent acceptable to the Stock Exchange his/its relevant securities held by each of them during the Lock-up Period;
- (ii) during the Lock-up Period, he/it will neither, save as provided in the GEM Listing Rules, dispose of (or enter into any agreement to dispose of) nor permit the registered holder to dispose of (or to enter into any agreement to dispose of) any of his/its direct or indirect interest in the relevant securities; and
- (iii) within the Lock-up Period, he/it shall (a) when he/it pledges or charges any interest in the relevant securities, immediately inform the Company and the Sponsors in writing of such pledge or charge together with the number of such securities so pledged or charged, the purpose for which the pledge or charge is made and such other relevant details; and (b) when he/it received indications, either verbal or written, from any pledgee or chargee that the relevant securities pledged or charged by him/it will be or has been disposed of, immediately inform the Company and the Sponsors in writing of such indications.

Each of Mr. Anthony Chan, Tycoons Investment (as nominee of Mr. Anthony Chan), Mr. Loh Kim Her, Affluence Investment (as nominee of Mr. Loh Kim Her) and Loh & Loh (with respect to its 29,148,000 Shares) has undertaken to the Company, the Sponsors and the Stock Exchange that:

- (i) he/it will place with an escrow agent acceptable to the Stock Exchange his/its relevant securities held by each of them during the Lock-up Period;
- (ii) during the Lock-up Period, he/it will neither dispose of (or enter into any agreement to dispose of) nor permit the registered holder to dispose of (or to enter into any agreement to dispose of) any of his/its direct or indirect interest in the relevant securities;
- (iii) pursuant to the deed of indemnity and guarantee mentioned in sub-paragraph (h) under the paragraph headed “Summary of material contracts” in appendix IV of this prospectus, he/it will place with an escrow agent acceptable to the Stock Exchange his/its relevant securities held by each of them as of the expiry of the Lock-up Period for a further period until all the Indemnifiers’ Obligations (as defined in such deed of indemnity) have been duly performed and discharged or any other date as may be notified by the Company (the “Further Lock-up Period”);
- (iv) during the Further Lock-up Period, he/it will neither dispose of (or enter into any agreement to dispose of) nor permit the registered holder to dispose of (or to enter into any agreement to dispose of) any of his/its direct or indirect interest in the relevant securities; and

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- (v) within both the Lock-up Period and the Further Lock-up Period, he/it will not pledge or charge any direct or indirect interest in the relevant securities to any authorised institution under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) as security for any bona fide commercial loan.

Loh & Loh has further undertaken to the Company, the Sponsors and the Stock Exchange, that pursuant to the deed of indemnity and guarantee mentioned in sub-paragraph (h) under the paragraph headed “Summary of material contracts” in appendix IV of this prospectus, it will place with an escrow agent acceptable to the Stock Exchange the cash proceeds of approximately HK\$10,000,000 (or such amount as may be adjusted in accordance with the Placing Price) from the placing of the Sale Shares for a period from the Listing Date until all the Indemnifiers’ Obligations (as defined in such deed of indemnity) have been duly performed and discharged or any other date as may be notified by the Company.

Loh & Loh shall place with an escrow agent a sum of HK\$10,000,000, representing the net proceeds arising from the Placing of the Sale Shares. Loh & Loh shall also place with an escrow agent, immediately after the expiration of the Lock-up Period, approximately 7.29% of its direct interest in the relevant securities, representing 29,148,000 Shares, as continuing security for the discharge by Mr. Anthony Chan and Mr. Loh Kim Her of their obligations under the deed of indemnity and guarantee provided in favour of the Group as described in sub-paragraph (h) under the paragraph headed “Summary of material contracts” in appendix IV to this prospectus.

Mr. Loh Kim Her and Mr. Anthony Chan shall place with an escrow agent, immediately after the expiration of the Lock-up Period, their respective 8% and 4% direct interests in the relevant securities, representing 32,000,000 Shares and 16,000,000 Shares respectively as continuing security for the discharge by themselves of their obligations under the deed of indemnity and guarantee provided in favour of the Group as described in sub-paragraph (h) under the paragraph headed “Summary of material contracts” in appendix IV to this prospectus.

SIGNIFICANT SHAREHOLDER

So far as the Directors are aware, immediately after the completion of the Placing, there will be no other persons who directly or indirectly hold interest in 5% or more of the Shares, apart from the Initial Management Shareholders.