

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

FSD No.63 of 2013 – AJJ

The Hon Mr Justice Andrew J. Jones QC
In Open Court, 5th August 2013

IN THE MATTER OF THE COMPANIES LAW (2012 REVISION) AS AMENDED

AND IN THE MATTER OF ZHENZHONG AUTO COMPONENTS LIMITED



WINDING UP ORDER

UPON HEARING counsel for Broad Mark Limited (“the Petitioner”) upon its petition for an order that Zhenzhong Auto Components Limited (“the Company”) be wound up

AND UPON the Court being satisfied that the petition has been served on the Company and that the hearing of the petition has been duly advertised

AND UPON reading the petition and the First and Second Affidavits of Kyle Arnold Shaw Jr. sworn on 6th May 2013 and filed on behalf of the Petitioner

AND UPON reading the First Affidavits of Kenneth Krys and Cosimo Borrelli sworn on 6th May 2013 and filed in accordance with CWR Order 3, rule 4

IT IS ORDERED THAT :-

1. The Company be wound up in accordance with the Companies Law (2012 Revision) as amended.
2. Kenneth Kris of Krys Associates Cayman Ltd, Governors Square, Building 6 (2nd Floor), PO Box 31237, Grand Cayman KY1-1205, Cayman Islands and Cosimo Borrelli of Borrelli Walsh, Level 17, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong (“the Liquidators”) are hereby appointed as joint official liquidators of the Company.
3. The Liquidators shall have power to act jointly and severally.

4. The Liquidators shall not be required to give security for their appointments.
5. No disposition of the Company's property by or with the authority of the Liquidators in carrying out their duties and the exercise of their power under this Order shall be voided by virtue of section 99 of the Companies Law.
6. The Petitioner's costs of the petition shall be paid out of the assets of the Company, such costs to be taxed on the indemnity basis unless agreed with the Liquidators.

AND UPON reading the Second Affidavit of Cosimo Borrelli sworn on 3rd August 2013.



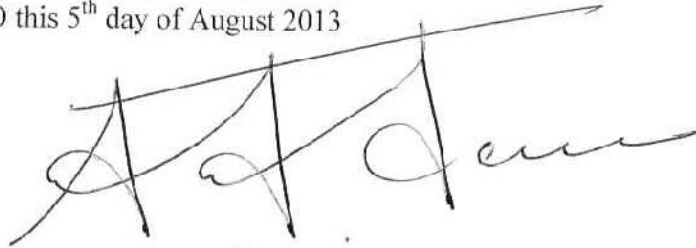
AND IT IS FURTHER ORDERED AND DIRECTED THAT :-

7. The Liquidators shall take all such steps as made be necessary or appropriate to reconstitute the board of directors of the Company's wholly own subsidiary, Bonus Earn Investments Limited ("Bonus Earn") by removing the existing directors and appointing themselves and/or members of their respective firms as directors of the company.
8. The Liquidators shall take all such steps as may be necessary or appropriate, including (if necessary) the commencement of legal proceedings in the Peoples Republic of China ("PRC") to take control of the Company's wholly owned indirect subsidiaries, Fuan Zhenzong Electric Manufacture Company Limited and Fujian Zhenzhong Electric Manufacture Company Limited ("the PRC Subsidiaries") by removing the existing legal representatives and directors and securing the appointment of Mr Cosimo Borelli and/or members of his firm as the legal representative and directors of the PRC Subsidiaries.
9. The Liquidators are authorized to engage lawyers in the PRC for the purpose of advising in connection with the change of legal representative of the PRC Subsidiaries and making any necessary applications to the Administration for Industry and Commerce, the Commercial Bureau and/or the courts of the PRC.
10. The Liquidators are authorized to retain Robertsons Solicitors (or such other firm as they think fit) in connection with (a) the action (HCCL #2/2012) pending against the Company and Bonus Earn in the High Court of the Hong Kong Special Administrative Region, Court of First Instance and (b) such other matters in respect of which Hong Kong legal advice is required.

11. The Liquidators are authorized to retain Cayman Island attorneys, other than Walkers.

DATED this 5th day of August 2013

FILED this 5th day of August 2013

A handwritten signature in black ink, appearing to read 'A. J. Jones', written over a horizontal line.

The Honourable Mr Justice Andrew J. Jones QC
Judge of the Grand Court of the Cayman Islands

