
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below:

“%”	per cent
“4S dealership store”	a dealership authorized to provide four integrated standard automobile-related business, including sales, spare parts, service and survey
“ACMR”	All China Marketing Research Co., Ltd., an independent specialist Chinese market research company
“Application Form(s)”	White application form(s), Yellow application form(s) and Green application form(s) or where the context so requires, any of them
“Articles of Association”	the articles of association of our Company conditionally adopted on January 18, 2014 and which will become effective upon the Listing and as amended from time to time, a summary of which is set out in “Summary of the Constitution of Our Company and Cayman Islands Company Law” in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“automobile supplier”	an automobile manufacturer or any of its affiliates and agents
“Beijing Sunfonda Automobile”	Beijing Sunfonda Boao Automobile Sales Services Co., Ltd. (北京新豐泰博奧汽車銷售服務有限公司), previously known as Beijing Sunfonda Boao Consulting Co., Ltd. (北京新豐泰博奧諮詢有限公司), a limited liability company incorporated in the PRC on January 6, 2014 and wholly owned by Shaanxi Sunfonda Technology
“Beijing Sunfonda Boao”	Beijing Sunfonda Boao Commercial Trading Co., Ltd. (北京新豐泰博奧商貿有限責任公司), a limited liability company incorporated in the PRC on July 9, 2010 and wholly owned by Sunfonda HK
“Board of Directors” or “Board”	the board of Directors of our Company
“Business Day”	a day that is not Saturday, Sunday or public holiday in Hong Kong on which banks in Hong Kong are generally open for business and on which the Hong Kong Stock Exchange is open for business in the dealing in securities
“BVI”	the British Virgin Islands
“CADA”	China Automobile Dealers’ Association

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“CAGR”	compound annual growth rate
“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context otherwise requires, do not include Taiwan, Hong Kong and the Macau Special Administrative Region of the PRC
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Company” or “our Company”	Sunfonda Group Holdings Limited (新豐泰集團控股有限公司), an exempted company incorporated under the laws of the Cayman Islands on January 13, 2011 with limited liability, which is owned as to 78% by Top Wheel, 20% by Standard Chartered Private Equity and 2% by Westernrobust immediately prior to the Global Offering
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, means Mr. Wu Tak Lam, Ms. Chiu Man, Golden Speed, Win Force and Top Wheel and any one of them, the “Controlling Shareholder”

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“Cornerstone Investors”	has the meaning ascribed to it under the section headed “Cornerstone Investors” in this prospectus
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	a deed of indemnity entered into by each of our Controlling Shareholders in favor of our Group dated February 24, 2014 containing indemnities in respect of, amongst others, non-compliance incidents, estate duty, taxation and other liabilities
“Deed of Non-competition”	a deed of non-competition entered into by each of our Controlling Shareholders and our Company dated February 24, 2014
“Director(s)”	the director(s) of our Company
“EIT Law”	the PRC Enterprise Income Tax Law
“ERP system”	Enterprise resources planning system
“Founders”	Mr. Wu and Ms. Chiu
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Golden Speed”	Golden Speed Enterprises Limited, an investment holding company incorporated under the laws of the BVI on January 11, 2011, which is wholly owned by Mr. Wu and is a Controlling Shareholder
“Grand Forever”	Grand Forever Enterprises Limited, a limited liability company incorporated under the laws of the BVI on January 26, 2011, and our direct wholly owned subsidiary
“Green Application Form(s)”	the application form(s) to be completed by White Form eIPO service provider, Computershare Hong Kong Investor Services Limited
“Group”, “our”, “we” or “us”	our Company and the subsidiaries or any of them, or where the context so requires, in respect of the period before our Company became the holding company of the present subsidiaries, the present subsidiaries of our Company
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards promulgated by HKICPA

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 15,000,000 New Shares (subject to adjustment) initially being offered by the Company for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”, “HKEx” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offering entered into among others, the Company, the Hong Kong Underwriters and the Joint Global Coordinators on or around April 29, 2014
“Independent Third Parties”	third parties who are not considered connected persons of our Company under the Listing Rules
“Inner Mongolia”	Inner Mongolia Autonomous Region (內蒙古自治區) of the PRC
“International Offer Shares”	the 135,000,000 New Shares (subject to the Over-allotment Option and adjustment) initially being offered by the Company pursuant to the International Offering
“International Offering”	the conditional placing by the International Underwriters of the International Offer Shares, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the international underwriters named in the International Underwriting Agreement
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering to be entered into among others, the Company, the International Underwriters and the Joint Global Coordinators on or around May 7, 2014

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“Joint Bookrunners” and “Joint Lead Managers”	J.P. Morgan Securities (Asia Pacific) Limited (in respect of the Hong Kong Public Offering), J.P. Morgan Securities plc (in respect of the International Offering) and Guotai Junan Securities (Hong Kong) Limited
“Joint Global Coordinators”	J.P. Morgan Securities (Asia Pacific) Limited and Guotai Junan Securities (Hong Kong) Limited
“Lanzhou Sunfonda”	Lanzhou Sunfonda Automobile Sales Co., Ltd. (蘭州新豐泰汽車銷售有限責任公司), a limited liability company incorporated in the PRC on June 20, 2011 and wholly owned by Shaanxi Sunfonda Technology
“Latest Practicable Date”	April 21, 2014, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of our Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on May 15, 2014, on which dealings in the Shares first commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“M&A Rules”	Provisions on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) promulgated by (among other PRC regulatory authorities) MOFCOM and CSRC, on August 8, 2006, which became effective on September 8, 2006 and was revised by MOFCOM on June 23, 2009
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Management Trust”	a revocable discretionary trust with Cantrust (Far East) Limited as the trustee and Top Wheel as the settler for the purposes of recognizing and rewarding the contribution and performance of certain Directors and senior management of our Group. See “Our History and Reorganization”

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“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on January 18, 2014 and which will become effective upon the Listing, and as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Wu”	Mr. Wu Tak Lam (胡德林), one of the Founders and Ms Chiu’s husband
“Mr. Zhao”	Mr. Zhao Yijian (趙義健), Ms. Chiu’s brother and Mr. Wu’s brother-in-law
“Ms. Chiu”	Ms. Chiu Man (趙敏), one of the Founders and Mr. Wu’s wife
“Ms. Teng”	Ms. Teng Qiuling (滕秋玲), Mr. Zhao’s wife and Mr. Wu’s sister-in-law
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New Shares”	the 150,000,000 Shares being offered by the Company for subscription at the Offer Price under the Global Offering
“Ningxia Sunfonda Junmei”	Ningxia Sunfonda Junmei Automobile Sales Services Co., Ltd. (寧夏新豐泰駿美汽車銷售服務有限公司) a limited liability company incorporated in the PRC on August 12, 2013 and wholly owned by Shaanxi Sunfonda Technology
“Ningxia Sunfonda Xinjie”	Ningxia Sunfonda Xinjie Automobile Sales Services Co., Ltd. (寧夏新豐泰信捷汽車銷售服務有限公司) a limited liability company incorporated in the PRC on June 18, 2013 and wholly owned by Sunfonda HK
“Northwestern China”	for purpose of this prospectus, according to the Ministry of Civil Affairs of the PRC, includes Shaanxi Province, Gansu Province, Xinjiang, Ningxia and Qinghai Province
“Offer Price”	HK\$3.61 per Offer Share (exclusive of brokerage fee of 1.0%, Hong Kong Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%)
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares being sold pursuant to the exercise of the Over-allotment Option

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“Ordos Sunfonda Kaisheng”	Ordos Sunfonda Kaisheng Automobile Co., Ltd. (鄂爾多斯新豐泰凱盛汽車有限責任公司), a limited liability company incorporated in the PRC on December 10, 2010 and wholly owned by Shaanxi Sunfonda Technology
“Ordos Sunfonda Xinjie”	Ordos Sunfonda Xinjie Automobile Co., Ltd. (鄂爾多斯新豐泰信捷汽車有限責任公司), a limited liability company incorporated in the PRC on May 6, 2010 and wholly owned by Shaanxi Sunfonda Technology
“outlet”	including 4S dealership store, showroom and service center
“Over-allotment Option”	the option expected to be granted by the Company to the International Underwriters and exercisable by the Joint Global Coordinators on behalf of the International Underwriters under the International Underwriting Agreement on or before June 6, 2014, being the 30th day from the last date for the lodging of applications under the Hong Kong Public Offering, pursuant to which the Company may be required by the Joint Global Coordinators to issue up to an aggregate of 22,500,000 Shares, representing in the aggregate approximately 15% of the initial number of Offer Shares to, among other things, cover over-allocations in the International Offering (if any)
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Government”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context requires, any of them
“Pre-IPO Investment”	the investment made by Standard Chartered Private Equity as described under the section headed “Our History and Reorganization – Pre-IPO Investment” of this prospectus
“Pre-IPO Share Award Scheme”	the share award scheme adopted by us on January 8, 2014 for the benefit of our employees, a summary of the principal terms of which is set forth in the section headed “Statutory and General Information — Pre-IPO Share Award Scheme” in Appendix V to this prospectus
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A

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“Regulation S”	Regulation S under the US Securities Act
“Reorganization”	the reorganization of our Group in preparation for the Global Offering, as described in the section headed “Our History and Reorganization — Corporate Reorganization” of this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SARS”	severe acute respiratory syndrome
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Shaanxi Kaisheng”	Shaanxi Kaisheng Automobile Sales Services Co., Ltd. (陝西凱盛汽車銷售服務有限公司), a limited liability company incorporated in the PRC on February 17, 2006 and wholly owned by Shaanxi Sunfonda Technology
“Shaanxi Sunfonda”	Shaanxi Sunfonda Automobile Co., Ltd. (陝西新豐泰汽車有限責任公司), a limited liability company incorporated in the PRC on November 23, 2000 and wholly owned by Shaanxi Sunfonda Technology
“Shaanxi Sunfonda Bentley”	Shaanxi Sunfonda Yingbin Automobile Sales Services Co., Ltd. (陝西新豐泰迎賓汽車銷售服務有限公司), previously known as Shaanxi Sunfonda Bentley Automobile Sales Services Co., Ltd. (陝西新豐泰賓利汽車銷售服務有限公司), a limited liability company incorporated in the PRC on August 30, 2011 and wholly owned by Shaanxi Sunfonda Technology

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“Shaanxi Sunfonda Boao”	Shaanxi Sunfonda Boao Automobile Co., Ltd. (陝西新豐泰博奧汽車有限責任公司), previously known as Shaanxi Sunfonda Boao Commercial Trading Co., Ltd. (陝西新豐泰博奧商貿有限公司), a limited liability company incorporated in the PRC on September 13, 2010 and wholly owned by Shaanxi Sunfonda Technology
“Shaanxi Sunfonda Junmei”	Shaanxi Sunfonda Junmei Automobile Sales Services Co., Ltd. (陝西新豐泰駿美汽車銷售服務有限公司), a limited liability company incorporated in the PRC on June 12, 2012 and owned as to 60% by Shaanxi Sunfonda and 40% by Shaanxi Sunfonda Technology
“Shaanxi Sunfonda Technology”	Shaanxi Sunfonda Automobile Technology Development Co., Ltd. (陝西新豐泰汽車技術開發有限責任公司), a limited liability company incorporated in the PRC on July 20, 2001 and wholly owned by Sunfonda HK
“Shaanxi Xinjie”	Shaanxi Xinjie Automobile Co., Ltd. (陝西信捷汽車有限責任公司), a limited liability company incorporated in the PRC on June 12, 2006 and wholly owned by Shaanxi Sunfonda Technology
“Shaanxi Zhongsheng”	Shaanxi Zhongsheng Economics Trading and Development Co., Ltd. (陝西中升經貿發展有限公司), a limited liability company incorporated in the PRC and an Independent Third Party
“Shanxi Sunfonda”	Shanxi Sunfonda Automobile Sales Services Co., Ltd. (山西新豐泰汽車銷售服務有限公司), a limited liability company incorporated in the PRC on September 13, 2012 and owned as to 60% by Shanxi Yingjie and 40% by Shaanxi Sunfonda Technology
“Shanxi Sunfonda Junmei”	Shanxi Sunfonda Junmei Automobile Sales Services Co., Ltd. (山西新豐泰駿美汽車銷售服務有限公司), a limited liability company incorporated in the PRC on December 21, 2012 and owned as to 60% by Shaanxi Sunfonda and 40% by Shaanxi Sunfonda Technology
“Shanxi Yingjie”	Shanxi Yingjie Automobile Sales Services Co., Ltd. (山西盈捷汽車銷售服務有限公司), a limited liability company incorporated in the PRC on March 5, 2009 and wholly owned by Shaanxi Sunfonda Technology
“Share(s)”	ordinary share(s) with nominal value of US\$0.0001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of Share(s)

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“Share Option Scheme”	our share option scheme, conditionally adopted pursuant to a resolution of our shareholders, dated January 18, 2014, the principal terms of which are summarized in the section headed “Statutory and General Information — Share Option Scheme” in Appendix V to this prospectus
“showroom”	a dealership authorized to provide sales of automobiles without after-sales services
“Sole Sponsor”	J.P. Morgan Securities (Far East) Limited
“Stabilizing Manager”	Guotai Junan Securities (Hong Kong) Limited
“Standard Chartered Private Equity”	Standard Chartered Private Equity (Mauritius) III Limited, an investment holding company, incorporated under the laws of Mauritius and a subsidiary of Standard Chartered PLC and a substantial Shareholder
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	a stock borrowing agreement expected to be entered into on or about May 7, 2014, between the Stabilizing Manager and Top Wheel
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Sunfonda HK”	Sunfonda (Hong Kong) Limited (新豐泰 (香港) 有限公司), a limited liability company incorporated in Hong Kong on March 12, 1997 and wholly owned by Grand Forever
“Suzhou Sunfonda”	Suzhou Sunfonda Automobile Sales Services Co., Ltd. (蘇州新豐泰汽車銷售服務有限公司), a limited liability company incorporated in the PRC on July 1, 2011 and wholly owned by Sunfonda HK
“Suzhou Sunfonda Dehui”	Suzhou Sunfonda Dehui Automobile Sales Services Co., Ltd. (蘇州新豐泰德輝汽車銷售服務有限公司), a limited liability company incorporated in the PRC on December 24, 2013 and wholly owned by Shaanxi Sunfonda Technology
“Suzhou Sunfonda Meidong”	Suzhou Sunfonda Meidong Automobile Sales Services Co., Ltd. (蘇州新豐泰美東汽車銷售服務有限公司), a limited liability company incorporated in the PRC on September 18, 2012 and owned as to 60% by Shaanxi Sunfonda and 40% by Shaanxi Sunfonda Technology
“Takeovers Code”	the code on Takeovers and Mergers and Share Repurchases in Hong Kong

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“throughput volume”	it refers to the units of automobiles that have received maintenance and repair services provided by us during a specific time period
“Title Certificates”	long-term land use rights certificates and/or building ownership certificates or real estate certificates
“Top Wheel”	Top Wheel Limited, a limited liability company incorporated under the laws of the BVI on February 1, 2011, and a Controlling Shareholder
“Track Record Period”	the years ended December 31, 2011, 2012 and 2013
“Twelfth Five-year Plan”	The Twelfth Five-year Plan Guidelines for National Economic and Social Development of the PRC (《中華人民共和國國民經濟和社會發展第十二個五年規劃綱要》)
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollars” or “USD”	The lawful currency of the United States
“US Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the regulations and rules promulgated thereunder
“US Securities Act”	the United States Securities Act of 1933, as amended, and the regulations and rules promulgated thereunder
“VAT”	value-added tax pursuant to Provisional Rules Governing Value-Added Tax of the PRC (中華人民共和國增值稅暫行條例)
“Volkswagen Group”	a German multinational automobile manufacturing group headquartered in Wolfsburg
“Weinan Sunfonda Boao”	Weinan Sunfonda Boao Automobile Sales Services Co., Ltd. (渭南新豐泰博奧汽車銷售服務有限公司), a limited liability company incorporated in the PRC on January 8, 2014 and owned by Shaanxi Sunfonda Technology and Shaanxi Zhongsheng, an Independent Third Party, as to 80% and 20%, respectively

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“Westernrobust”	Westernrobust Company Limited, incorporated under the laws of the BVI on December 30, 2013, and is owned by Cantrust (Far East) Limited as a trustee pursuant to the Management Trust
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Win Force”	Win Force Enterprises Limited, an investment holding company, incorporated under the laws of the BVI on January 11, 2011, and a Controlling Shareholder
“Wuxi Sunfonda”	Wuxi Sunfonda Automobile Co., Ltd. (無錫新豐泰汽車有限公司), a limited liability company incorporated in the PRC on January 5, 2013 and owned as to 60% by Shaanxi Sunfonda and 40% by Shaanxi Sunfonda Technology
“Wuxi Sunfonda Dehui”	Wuxi Sunfonda Dehui Automobile Sales Services Co., Ltd. (無錫新豐泰德輝汽車銷售服務有限公司), a limited liability company incorporated in the PRC on August 30, 2013 and wholly owned by Shaanxi Sunfonda Technology
“Xi’an Hongqi”	Xi’an Sunfonda Hongqi Automobile Sales Services Co., Ltd. (西安新豐泰紅旗汽車銷售服務有限公司), a limited liability company incorporated in the PRC on May 10, 2013 and wholly owned by Shaanxi Sunfonda Technology
“Xi’an Junsheng”	Xi’an Junsheng Lexus Automobile Sales Services Co., Ltd. (西安鈞盛雷克薩斯汽車銷售服務有限公司), previously known as Xi’an Junsheng Automobile Maintenance Services Co., Ltd. (西安鈞盛汽車維修服務有限公司), a limited liability company incorporated in the PRC on December 19, 2006 and wholly owned by Shaanxi Sunfonda Technology
“Xi’an Sunfonda Star”	Xi’an Sunfonda Zhixing Automobile Sales Services Co., Ltd. (西安新豐泰之星汽車銷售服務有限公司), previously known as Xi’an Haibao Automobile Sales Services Co., Ltd. (西安海寶汽車銷售服務有限公司), a limited liability company incorporated in the PRC on December 28, 2009, which is owned as to 80% by Shaanxi Sunfonda and 20% by Sunfonda HK

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“Xi’an Xinmingyang”	Xi’an Xinmingyang Toyota Automobile Sales Services Co., Ltd. (西安新銘洋豐田汽車銷售服務有限公司), previously known as Xi’an Sunfonda Toyota Automobile Sales Services Co., Ltd. (西安新豐泰豐田汽車銷售服務有限公司), a limited liability company incorporated in the PRC on September 29, 2003 and wholly owned by Shaanxi Sunfonda Technology
“Yan’an Sunfonda Boao”	Yan’an Sunfonda Boao Automobile Co., Ltd. (延安新豐泰博奧汽車有限責任公司), a limited liability company incorporated in the PRC on July 27, 2011 and wholly owned by Shaanxi Sunfonda Technology
“Yangzhou Boao”	Yangzhou Sunfonda Boao Automobile Sales Services Co., Ltd. (揚州新豐泰博奧汽車銷售服務有限公司), a limited liability company incorporated in the PRC on February 1, 2013 and owned by Shaanxi Sunfonda, Shaanxi Sunfonda Technology and Yangzhou Sunfonda as to 60%, 30% and 10%, respectively
“Yangzhou Sunfonda”	Yangzhou Sunfonda Automobile Co., Ltd. (揚州新豐泰汽車有限責任公司), a limited liability company incorporated in the PRC on June 22, 2011 and wholly owned by Mr. Zhao
“Yulin Sunfonda”	Yulin Sunfonda Automobile Sales Services Co., Ltd. (榆林市新豐泰汽車銷售服務有限公司) a limited liability company incorporated in the PRC on March 25, 2013 and owned as to 60% by Shaanxi Sunfonda and 40% by Shaanxi Sunfonda Technology
“Yulin Sunfonda Kaisheng”	Yulin Sunfonda Kaisheng Automobile Sales Services Co., Ltd. (榆林市新豐泰凱盛汽車銷售服務有限公司), a limited liability company incorporated in the PRC on December 19, 2011 and wholly owned by Shaanxi Sunfonda Technology
“Yulin Sunfonda Meidong”	Yulin Sunfonda Meidong Automobile Sales Services Co., Ltd. (榆林市新豐泰美東汽車銷售服務有限公司), previously known as Yulin Sunfonda Jeep Automobile Sales Services Co., Ltd. (榆林市新豐泰吉普汽車銷售服務有限公司), a limited liability company incorporated in the PRC on December 19, 2011 and wholly owned by Shaanxi Sunfonda Technology

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” have the meanings given to such terms in the Listing Rules, unless the context otherwise requires. The English translation of the Chinese names, including PRC nationals, entities, departments, facilities, certificates and titles, are for identification purposes only. In the event of any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.