



THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD OF 2023 (IKJ)

IN THE MATTER OF THE SECTION 46 OF THE COMPANIES ACT (2023 REVISION)
AND IN THE MATTER OF WM MOTOR HOLDINGS LIMITED

BETWEEN:

TOPGEARASIA CAPITAL (CAYMAN) LIMITED

Plaintiff

AND

WM MOTOR HOLDINGS LIMITED

Defendant

ORIGINATING SUMMONS

LET THE DEFENDANT, WM Motor Holdings Limited c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, South Church Street, Grand Cayman, KY1-1104, Cayman Islands attend before the Honourable Judge in Chambers at the Law Courts, George Town, Grand Cayman on the 12 day of September 2023 at 10 a.m. am/pm, on the hearing of an application by Topgearasia Capital (Cayman) Limited (the "**Plaintiff**") for the following orders and directions:

1. Pursuant to section 46 of the Companies Act (2023 Revision), the Register of Members of WM Motor Holdings Limited be rectified forthwith by removing Best Model International Limited c/o Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110 as the owner of the total shareholding 326,769,890 Class A Ordinary Shares (the "**Shares**") and recording the Plaintiff of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, as the owner of the Shares (the "**Rectification**").
2. That the Plaintiff be authorised to instruct the following parties to rectify the Register of Members of WM Motor Holdings Limited forthwith and without delay (and issue revised share certificates, or cancel existing share certificates as necessary) accordingly:

- (a) WM Motor Holdings Limited, and;
 - (b) The registered office service provider of WM Motor Holdings Limited, Maples Corporate Services Limited, P.O. Box 309, Uglan House, South Church Street, Grand Cayman, KY1-1104, Cayman Islands (the "**Registered Office**").
3. That the Rectification shall take effect with effect from 31 January 2022, being the date on which the Shares were transferred to the Plaintiff pursuant to the Instrument of Transfer executed as a deed by Best Model International Limited.
 4. That the Plaintiff be authorised to instruct WM Motor Holdings Limited and the Registered Office to provide a true copy of the updated Register of Members reflecting the Plaintiff as the owner of the Shares which shall be provided by WM Motor Holdings Limited and/or the Registered Office forthwith and without delay (and as required by the Plaintiff's attorneys from time to time upon request).
 5. The Plaintiff's costs of and incidental to this Originating Summons shall be paid by WM Motor Holdings Limited on an indemnity basis, to be taxed if not agreed (together with statutory interest on such costs from the date they were incurred).
 6. Such further or ancillary relief as the Court sees fit.

LET THE DEFENDANT within 14 days after service of this Summons on him counting the day of service, return the accompanying Acknowledgment of Service to the Courts office, P.O. Box 495, George Town, Grand Cayman, KY1-1106.

Dated this 24 day of August 2023



Conyers Dill & Pearman LLP
Attorneys-at-law for the Plaintiff

TIME ESTIMATE- The estimated length of the hearing of this Summons is three hours.

NOTES:

- (1) This Summons may not be served later than 4 calendar months (or, if leave is required to effect service out of the jurisdiction, 6 months) beginning with that date unless renewed by order of the Court.
- (2) If a defendant does not attend personally or by his attorney at the time and place above-mentioned such order will be made as the Court may think just and expedient.

IMPORTANT

Directions for Acknowledgment of Service are given with the accompanying form.

THIS Originating Summons was filed by Conyers Dill & Pearman LLP, attorneys for the Plaintiffs, whose address for service is SIX, Cricket Square, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

DIRECTIONS FOR ACKNOWLEDGMENT OF SERVICE OF ORIGINATING SUMMONS

The accompanying form of Acknowledgment of Service should be completed by an Attorney acting on behalf of the Defendant or by the Defendant if acting in person. After completion it must be delivered or sent by post to the Law Courts, P.O. Box 495G, George Town, Grand Cayman KY1-1104.

Notes for Guidance

1. Each Defendant (if there are more than one) is required to complete an Acknowledgment of Service and return it to the Courts Office.
2. If you wish to defend claims made in the originating summons, or intend to attend the proceedings and to participate in them so far as necessary (although not necessarily in an adversarial manner) you should tick the "Yes" box in paragraph 2 of the acknowledgment of service.
3. For the purpose of calculating the period of 14 days for acknowledging service, a writ served on the Defendant personally is treated as having been served on the day it was delivered to him.
4. Where the Defendant is sued in a name different from his own, the form must be completed by him with the addition in paragraph 1 of the words "sued as (the name stated on the Originating Summons)".
5. Where the Defendant is a FIRM and an attorney is not instructed, the form must be completed by a PARTNER by name, with the addition in paragraph 1 of the description "Partner in the firm of (.....)" after his name.
6. Where the Defendant is sued as an individual TRADING IN A NAME OTHER THAN HIS OWN, the form must be completed by him with the addition in paragraph 1 of the description "trading as (.....)" after his name.
7. Where the Defendant is a LIMITED COMPANY the form must be completed by an Attorney or by someone authorised to act on behalf of the Company, but the Company can take no further step in the proceedings without an Attorney acting on its behalf.
8. Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian ad litem.
9. A Defendant acting in person may obtain help in completing the form at the Courts Office.

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AND IN THE MATTER OF WM MOTOR HOLDINGS LIMITED

BETWEEN:

TOPGEARASIA CAPITAL (CAYMAN) LIMITED

Plaintiff

AND

MAPLES CORPORATE SERVICES LIMITED

Defendant

ACKNOWLEDGEMENT OF SERVICE OF ORIGINATING SUMMONS

If you intend to instruct an Attorney to act for you, give him this form IMMEDIATELY.

Important. Read the accompanying directions and notes for guidance carefully before completing this form. If any information required is omitted or given wrongly, THIS FORM MAY HAVE TO BE RETURNED.

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1. State the full name of the Defendant by whom or on whose behalf the service of the Originating Summons is being acknowledged:

2. State whether the Defendant intends to contest or otherwise participate in the proceedings (tick appropriate box) YES NO

Service of the Originating Summons is acknowledged accordingly

(Signed) _____

Attorney for: _____

Address for service:

Notes on address for service

Attorney: where the Defendant is represented by an attorney, state the attorney's place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, he must give his post office box number and the physical address of his residence or, if he does not reside in the Cayman Islands, he must give an address in Grand Cayman where communications for him should be sent. In the case of a limited company, "residence" means its registered principal office.

Please complete overleaf

Indorsement by Plaintiff's Attorney (or by plaintiff if suing in person) of his or her name, address and reference, if any, in the box below.

Conyers Dill & Pearman LLP
SIX, Cricket Square
PO Box 2681
George Town
Grand Cayman KY1-1111

Indorsement by the Defendant's Attorney (or by the defendant if suing in person) of his or her name, address and reference, if any, in the box below.

[Empty box for Defendant's Attorney Indorsement]