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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China ZhengTong Auto Services Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**China ZhengTong Auto Services Holdings Limited**

**中國正通汽車服務控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1728)**

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the 2020 AGM of China ZhengTong Auto Services Holdings Limited is set out on pages 12 to 16 of this circular.

**PRECAUTIONARY MEASURES FOR 2020 AGM**

In order to facilitate the prevention and control of the spread of the Coronavirus and to safeguard the health and safety of the Shareholders and investors, the Shareholders, instead of attending the 2020 AGM in person or by their own proxy, may appoint the Chairman of the 2020 AGM as their proxy to vote on relevant resolutions.

Precautionary measures taken by the Company include the followings:

- **Compulsory body temperature checks and health declarations**
- **Compulsory wearing of surgical face masks throughout the whole AGM**
- **No distribution of refreshments**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue.

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## PRECAUTIONARY MEASURES FOR 2020 AGM

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In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement necessary preventive measures at the 2020 AGM to protect attending Shareholders, investors, staffs and other stakeholders from the risk of infection, including the followings:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.2 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) The attendees must wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) There will not be any serving of refreshments.

To the extent permitted under law, when necessary, the Company reserves the right to deny entry into the AGM venue or require any Shareholders or person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

The Shareholders, for the benefit of facilitating the prevention and control of the spread of the epidemic, instead of attending the 2020 AGM in person, may appoint the Chairman of the 2020 AGM as their proxy to vote on the relevant resolutions, by completing and returning the proxy form attached to this circular.

Whether or not you intend to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the 2020 AGM (i.e. Wednesday, 10 June 2020 at 10:30 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and at any adjournment thereof if you so wish.

If any Shareholder has any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via its investor relations department by sending an e-mail to [ir@zhengtongauto.com](mailto:ir@zhengtongauto.com).

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Explanatory Statement</b> .....	7
<b>Appendix II — Biographical Details of Directors Proposed for Re-election</b> .....	10
<b>Appendix III — Notice of 2020 Annual General Meeting</b> .....	12

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“2020 AGM”	an annual general meeting of the Company to be held at Niccolo Room 1–3; 25F., The Murray, Hong Kong, a Niccolo Hotel 22 Cotton Tree Drive, Central, Hong Kong on Friday, 12 June 2020 at 10:30 a.m., or any adjournment thereof
“Articles”	the articles of association adopted by the Company from time to time
“Board”	the board of Directors
“Both of Mr. Wang”	Mr. Wang Muqing and Mr. Wang Weize
“BVI”	British Virgin Islands
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	China ZhengTong Auto Services Holdings Limited 中國正通汽車服務控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of the Company, means Joy Capital and Both of Mr. Wang
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to issue, allot and deal with additional Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of the proposed resolution contained in item 6 of the notice of the 2020 AGM
“Joy Capital”	Joy Capital Holdings Limited, a company incorporated in BVI which is the direct controlling shareholder of the Company. Both of Mr. Wang were the founders of the family trusts that own all the issued shares of Joy Capital, and Credit Suisse Trust Limited in Guernsey is the trustee of these family trusts. The Wang family members are discretionary beneficiaries of these trusts

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## DEFINITIONS

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“Latest Practicable Date”	8 May 2020, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase on the Stock Exchange, or any other stock exchange on which the shares of the Company may be listed, Shares up to maximum of 10% of the number of issued Shares as at the date of passing of the proposed resolution contained in item 5 of the notice of the 2020 AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent



**China ZhengTong Auto Services Holdings Limited**  
**中國正通汽車服務控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1728)**

*Executive Directors:*

Mr. Wang Muqing (王木清) (*Chairman*)  
Mr. Wang Kunpeng (王昆鵬) (*Vice-Chairman*)  
Mr. Koh Tee Choong (許智俊)  
*(Chief Executive Officer)*  
Mr. Li Zhubo (李著波) (*Chief Financial Officer*)  
Mr. Wan To (尹濤)

*Independent Non-executive Directors:*

Dr. Wong Tin Yau, Kelvin (黃天祐)  
Dr. Cao Tong (曹彤)  
Ms. Wong Tan Tan (王丹丹)

*Registered Office:*

Cricket Square  
Hutchins Drive  
P. O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit 5905, 59/F.  
The Center  
99 Queen's Road Central  
Hong Kong

14 May 2020

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2020 AGM. These include ordinary resolutions (among others) relating to (a) the grant to the Directors the Repurchase Mandate and the Issue Mandate; (b) the extension of the Issue Mandate; and (c) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### **2. GENERAL MANDATE TO REPURCHASE SHARES**

At the 2020 AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to repurchase on the Stock Exchange, or on any other stock exchange on which the shares of the Company may be listed, Shares up to a maximum of 10% of the number of issued Shares as at the date of passing of the proposed resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the 2020 AGM.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

### **3. GENERAL MANDATE TO ISSUE SHARES**

An ordinary resolution will also be proposed at the 2020 AGM that the Directors be granted the Issue Mandate to issue, allot and deal with additional Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of the proposed resolution.

As at the Latest Practicable Date, there was a total of 2,452,220,420 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the 2020 AGM, the Company will be allowed to issue up to a maximum of 490,444,084 Shares.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares.

### **4. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES**

An ordinary resolution will be proposed at the 2020 AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or by any other applicable laws; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Company in general meeting.

### **5. RE-ELECTION OF RETIRING DIRECTORS**

According to Article 105 of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

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## LETTER FROM THE BOARD

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According to Article 109 of the Articles, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at such meeting.

Pursuant to Article 105 of the Articles, Mr. Wang Kunpeng, Mr. Koh Tee Choong and Mr. Li Zhubo will retire from office by rotation at the 2020 AGM. Mr. Wang Kunpeng and Mr. Li Zhubo, being eligible, will offer themselves for re-election. Mr. Koh Tee Choong had notified the Company that due to health issue, he will not seek for re-election at the 2020 AGM. Mr. Koh Tee Choong confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

Details of the retiring Directors, who offer themselves for re-election at the 2020 AGM, as required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### **6. NOTICE OF THE 2020 AGM**

Notice of the 2020 AGM is set out in Appendix III to this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.zhengtongauto.com](http://www.zhengtongauto.com)). Whether or not you intend to attend the 2020 AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the 2020 AGM (i.e. Wednesday, 10 June 2020 at 10:30 a.m.) or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 AGM and at any adjournment thereof if you so wish and, in such event, the said form of proxy shall be deemed to be revoked.

### **7. LISTING RULES REQUIREMENT**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. All resolutions set out in the notice of the 2020 AGM will be put to vote by way of poll at the 2020 AGM. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **8. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the



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## LETTER FROM THE BOARD

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information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 9. RECOMMENDATION

The Directors consider that the proposed grant of the Repurchase Mandate and the Issue Mandate, and the extension of Issue Mandate and the proposed re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the 2020 AGM on pages 12 to 16 of this circular.

### 10. ARRANGEMENTS AT THE VENUE OF 2020 AGM UNDER ADVERSE WEATHER CONDITIONS/OCCURRENCE OF COVID-19 OUTBREAK OR OTHER SERIOUS INFECTIOUS DISEASE

Shareholders should note that the AGM will be held as scheduled when amber or red rainstorm warning signal is in force. In the event that typhoon signal no. 8 (or above) or “black” rainstorm warning is hoisted or occurrence of COVID-19 outbreak or other serious infectious disease at the venue of 2020 AGM on the day and before the time of the 2020 AGM, Shareholders may send an e-mail to [ir@zhengtongauto.com](mailto:ir@zhengtongauto.com) for arrangement of the 2020 AGM under such adverse weather/severe conditions.

In the event that the 2020 AGM were to proceed, Shareholders should make their own decision as to whether they would attend the 2020 AGM under such bad weather/severe conditions, and, if they should choose to do so, they are advised to exercise care and caution.

### 11. GENERAL INFORMATION

Your attention is drawn to other information contained in the appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**China ZhengTong Auto Services Holdings Limited**  
中國正通汽車服務控股有限公司  
**WANG Muqing**  
*Chairman*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such stock exchange as recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 2,452,220,420 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the 2020 AGM, the Company will be allowed to repurchase up to a maximum of 245,222,042 Shares, being 10% of the number of issued Shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

## **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general mandate from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the memorandum and articles of the Company and the applicable laws of the Cayman Islands. The Companies Law of the Cayman Islands as amended from time to time (the "Laws") provided that a share repurchase by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if so authorised by the Articles and subject to the provisions of the Laws, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles and subject to the provisions of the Laws, out of capital.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2019) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

## 5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

Month	Share Prices Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
May	4.37	2.94
June	3.29	2.69
July	3.41	2.86
August	2.92	2.49
September	2.80	2.20
October	2.54	2.17
November	2.58	2.17
December	3.09	2.24
<b>2020</b>		
January	2.87	2.04
February	2.51	2.00
March	2.24	1.17
April	1.30	1.00
May (up to the Latest Practicable Date)	1.26	1.12

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

## 7. CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

#### **8. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of knowledge and belief of the Company, the Controlling Shareholders were interested in 1,383,516,820 Shares representing approximately 56.42% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares, which is proposed to be granted to the Directors pursuant to the Repurchase Mandate, the shareholding of the Controlling Shareholders would be increased to approximately 62.69% of the total issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code, and also would not reduce the number of Shares held by the public to less than 25% of the Company's total issued share capital.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of its Shares during the six months preceding the Latest Practicable Date.

*The following are the biographical detail of the Directors proposed for re-election at the 2020 AGM:*

### 1. Mr. Wang Kungpeng

Mr. Wang Kungpeng (王昆鹏先生), aged 47, obtained a bachelor's degree in professional vehicle engineering from Jilin University of Technology, the PRC. Mr. Wang Kungpeng has been an executive Director since 20 July 2010 and served as a member of the Remuneration Committee from 20 July 2010 to 8 April 2016. He has held several senior management positions with the Group and its major subsidiaries after joining the Group in 2006, including the chief executive officer of the Group. Mr. Wang Kungpeng was re-designated as the vice chairman of the Board on 6 January 2017 and ceased to serve as the chief executive officer. He is currently responsible for the strategic planning of the Group. Before joining the Group, Mr. Wang Kungpeng worked for FAW-Volkswagen Sales Company Ltd., a company engaged in distribution-related activities with respect of Volkswagen automobiles, from 1997 to 2006, responsible for the management of the sale, after-sales services and logistics services relating to Audi and Volkswagen branded automobiles.

The service contract between the Company and Mr. Wang Kungpeng has been renewed for a term of one year commencing from 17 November 2019, terminable by either party by giving 3 months' written notice and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. The remuneration package of Mr. Wang Kungpeng is determined annually by the Board with the recommendation of the remuneration committee with reference to his duties and responsibilities, individual performance and the results of the Group. For the year ended 31 December 2019, the remuneration of Mr. Wang Kungpeng were RMB988,000 in total.

As at the Latest Practicable Date, the interest of Mr. Wang Kungpeng in the Shares (within the meaning of Divisions 7 and 8 of Part XV of the SFO), was as follow:

Name of Director	Capacity/ Nature of Interest	Number of Ordinary Shares	Approximate percentage of shareholding
Mr. Wang Kungpeng	Beneficial Owner	1,230,000	0.05%

Save as disclosed above, Mr. Wang Kungpeng (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholders or controlling Shareholders of the Group; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Wang Kungpeng has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

**2. Mr. Li Zhubo**

Mr. Li Zhubo (李著波先生), aged 50, obtained an executive master of business administration degree from Wuhan University, the PRC. Mr. Li has been an executive Director of the Company since 20 July 2010. He joined the Group in 1999 and is currently the chief financial officer of the Group, responsible for financial planning and financial management of the Company. Before joining the Group, Mr. Li has engaged in financial management in automobile dealership industry with nearly 25 years of experience in financial management in automobile dealership industry.

The service contract between the Company and Mr. Li has been renewed for a term of one year commencing from 17 November 2019, determinable by either party by giving 3 months' written notice and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. The remuneration package of Mr. Li is determined annually by the Board with the recommendation of the Remuneration Committee with reference to his duties and responsibilities, individual performance and the results of the Company. For the year ended 31 December 2019, the remuneration of Mr. Li were RMB1,010,000 in total.

As at the Latest Practicable Date, the interest of Mr. Li Zhubo in the Shares (within the meaning of Divisions 7 and 8 of Part XV of the SFO), was as follow:

<b>Name of Director</b>	<b>Capacity/ Nature of Interest</b>	<b>Number of Ordinary Shares</b>	<b>Approximate percentage of shareholding</b>
Mr. Li Zhubo	Beneficial Owner	1,550,000	0.06%

Save as disclosed above, Mr. Li (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholders or controlling Shareholders of the Group; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.



**China ZhengTong Auto Services Holdings Limited**  
**中國正通汽車服務控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1728)**

**NOTICE OF 2020 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “Meeting”) of China ZhengTong Auto Services Holdings Limited 中國正通汽車服務控股有限公司 (the “Company”) will be held at Niccolo Room 1–3; 25F., The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong on Friday, 12 June 2020 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the directors’ reports and independent auditor’s report for the year ended 31 December 2019.
2. To re-elect the following persons as directors of the Company (the “Directors”):
  - (a) Mr. Wang Kunpeng; and
  - (b) Mr. Li Zhubo.
3. To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint Messrs. KPMG as auditors and to authorise the board of Directors to fix their remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to purchase its own ordinary shares of par value of HK\$0.10 each in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”



6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued Shares including the power to make an offer or agreement, or grant options or warrants which would or might require Shares to be issued and allotted, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate nominal amount of the share capital issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following events, shall not exceed 20% of the number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
- (i) a rights issue;
  - (ii) the exercise of options granted or to be granted under a share option scheme;
  - (iii) the exercise of rights of subscription or conversion attaching to any securities which are convertible into Shares or any warrants to subscribe for Shares;
  - (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
  - (v) a specific authority granted or to be granted by the shareholders in general meeting; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution 6 to exercise the powers of the Company to issue, allot and deal with the unissued shares in the share capital of the Company be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 5, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board  
**China ZhengTong Auto Services Holdings Limited**  
中國正通汽車服務控股有限公司  
**WANG Muqing**  
*Chairman*

14 May 2020

*Registered Office:*

Cricket Square  
Hutchins Drive  
P. O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
Unit 5905, 59/F.  
The Center  
99 Queen’s Road Central  
Hong Kong

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more (if he holds more than one share) proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if it/he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.

4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. Wednesday, 10 June 2020 at 10:30 a.m.) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the said form of proxy shall be deemed to be revoked.
5. The transfer books and register of members of the Company will be closed from 9 June 2020 (Tuesday) to 12 June 2020 (Friday), both days inclusive, to determine the entitlement of shareholders to attend and vote at the Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 8 June 2020 (Monday).
6. Shareholders of the Company should note that the meeting will be held as scheduled when amber or red rainstorm warning signal is in force. In the event that typhoon signal no. 8 (or above) or "black" rainstorm warning is hoisted or occurrence of COVID-19 outbreak and other serious infectious disease at the venue of 2020 AGM on the day and before the time of the 2020 AGM, shareholders of the Company may send an e-mail to [ir@zhengtongauto.com](mailto:ir@zhengtongauto.com) for arrangement of holding the 2020 AGM under such adverse weather/severe conditions.

Shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather/severe conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

7. As at the date of this notice, the Board comprises Mr. WANG Muqing (Chairman), Mr. WANG Kunpeng, Mr. KOH Tee Choong, Mr. LI Zhubo and Mr. WAN To as executive Directors; and Dr. WONG Tin Yau, Kelvin, Dr. CAO Tong and Ms. WONG Tan Tan as independent non-executive Directors.