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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)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary 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 1–2, 25F., The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong on 17 September 2020 at 11:00 a.m. for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) conditional upon The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of and permission to deal in new shares of the Company (“**Shares**”) granted under the share award scheme (the “**Scheme**”) adopted by the Company on 12 June 2020 (a copy of which has been produced at the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification), the directors of the Company (“**Director(s)**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise all the powers of the Company for the allotment and issue of 4,400,000 Shares (“**Connected Grant Shares**”) to BOCI-Prudential Trustee Limited (“**Trustee**”) to hold on trust for Mr. WANG Kunpeng, a director of the Company (“**Director**”) and accordingly a connected person (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing**”)

**Rules”))** of the Company, and that grant of such 4,400,000 Connected Grant Shares to Mr. WANG Kunpeng pursuant to the Scheme be and is hereby approved and confirmed; and

- (b) any one or more of the Director(s) be and is/are hereby authorized for and on behalf of the Company to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to such grant and the transactions contemplated thereunder, including but not limited to the issue and allotment of such new 4,400,000 Connected Grant Shares to Mr. WANG Kunpeng pursuant to the Scheme.”

2. **“THAT**

- (a) conditional upon the Stock Exchange granting the listing of and permission to deal in new Shares granted under the Scheme, the Directors be and are hereby granted the Specific Mandate to exercise all the powers of the Company for the allotment and issue of 4,000,000 Connected Grant Shares to the Trustee to hold on trust for Mr. LI Zhubo, a Director and accordingly a connected person of the Company, and that grant of such 4,000,000 Connected Grant Shares to Mr. LI Zhubo pursuant to the Scheme be and is hereby approved and confirmed; and
- (b) any one or more of the Director(s) be and is/are hereby authorized for and on behalf of the Company to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to such grant and the transactions contemplated thereunder, including but not limited to the issue and allotment of such new 4,000,000 Connected Grant Shares to Mr. LI Zhubo pursuant to the Scheme.”

3. **“THAT**

- (a) conditional upon the Stock Exchange granting the listing of and permission to deal in new Shares granted under the Scheme, the Directors be and are hereby granted the Specific Mandate to exercise all the powers of the Company for the allotment and issue of 3,000,000 Connected Grant Shares to the Trustee to hold on trust for Mr. WAN To, a Director and accordingly a connected person of the Company, and that grant of such 3,000,000 Connected Grant Shares to Mr. WAN To pursuant to the Scheme be and is hereby approved and confirmed; and

- (b) any one or more of the Director(s) be and is/are hereby authorized for and on behalf of the Company to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to such grant and the transactions contemplated thereunder, including but not limited to the issue and allotment of such new 3,000,000 Connected Grant Shares to Mr. WAN To pursuant to the Scheme.”

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*

31 August 2020

*Registered Office:*

Cricket Square  
Hutchins Drive  
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Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
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The Center  
99 Queen’s Road Central  
Hong Kong

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to 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. Tuesday, 15 September 2020 at 11:00 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 14 September 2020 (Monday) to 17 September 2020 (Thursday), 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 11 September 2020 (Friday).
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 Meeting on the day and before the time of the Meeting, shareholders of the Company may send an e-mail to [ir@zhengtongauto.com](mailto:ir@zhengtongauto.com) for arrangement of holding the Meeting 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.

*As at the date of this announcement, the Board comprises Mr. WANG Muqing (Chairman), Mr. WANG Kunpeng, 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.*