



**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)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING**

I/We<sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup>  
of HK\$0.10 each in the share capital of **China ZhengTong Auto Services Holdings Limited** 中國正通汽車服務控股有限公司  
(the "**Company**") HEREBY APPOINT<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary  
General Meeting (the "Meeting") of the Company to be held at Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street,  
Central, Hong Kong on Thursday, 22 December 2011 at 9:00 a.m. (and at any adjournment thereof) in respect of the resolutions set out  
in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

	ORDINARY RESOLUTIONS	FOR	AGAINST
(1)	the transaction contemplated under the conditional sale and purchase agreement dated 23 August 2011 (the " <b>SP Agreement</b> ") entered into between, among others, Exactwin Limited (確成有限公司) (" <b>Vendor</b> ") as vendor and the Company as purchaser in relation to the acquisition (" <b>Acquisition</b> ") by the Company of the entire issued capital of Top Globe Limited (同方有限公司) (" <b>Target</b> ") at a cash consideration of RMB5.5 billion (equivalent to approximately HK\$6.7 billion) as shown in the Company's circular dated 2 December 2011 be and the same is hereby approved, confirmed and ratified;		
(2)	the board of directors (" <b>Board</b> ") of the Company be and is hereby authorised to take any step and execute whether under Common Seal of the Company or otherwise all such acts, matters, deeds, documents and to do all such acts or things as the Board consider necessary, appropriate, desirable or expedient in connection with:  (a) the Acquisition, the SP Agreement and all other transactions contemplated thereunder, and the closing and implementation thereof;  (b) securing the fulfilment of the conditions precedent of completion of the SP Agreement; and  (c) the approval of any amendments or variations to any of the documents tabled or the granting of waivers of any matters contemplated thereby that are, in the Board's opinion, not fundamental to the transactions contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the Common Seal of the Company where required or expedient) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Signed<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. If these are not completed, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's Hong Kong share registrar, 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 holding the Meeting or adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.