

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 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 Large Conference Room, 4th Floor, Wuhan Baoze, No. Te 6 Huangpu Science Park, Tazihu Street, Jiangnan District, Wuhan, Hubei Province, the PRC on Wednesday, 23 April 2025 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

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

“**THAT**

- (a) the terms and conditions of the subscription agreement dated 25 January 2025 (the “**Subscription Agreement**”) entered into between the Company and Xinda Motors Co., Limited (信達汽車(香港)有限公司) (the “**Subscriber**”), a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, the 6,669,060,524 new Shares (the “**Subscription Shares**”) at the price of HK\$0.15 per Share (the “**Subscription Price**”) and all transactions contemplated thereunder (the “**Connected Subscription**”), be and are hereby approved, confirmed and ratified;

- (b) all the transactions contemplated under the Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber pursuant to the Subscription Agreement (the “**Specific Mandate**”), be and are hereby approved and any two executive directors of the Company be and are hereby authorised to allot and issue the Subscription Shares to the Subscriber pursuant to the Subscription Agreement; and
- (c) any two executive directors of the Company be and are authorized to do all such further acts and things and, subject to their approval, to singly sign and execute all such documents and to take all such steps which in their absolute opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any matter relating to or incidental to the Connected Subscription.”

SPECIAL RESOLUTION

2. To consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

“**THAT** subject to the passing of the resolution numbered 1 above and to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the “**Whitewash Waiver**”) of the obligation on the part of the Subscriber and parties acting in concert with it to make a mandatory general offer for all the issued shares and other securities of the Company (other than those already owned or agreed to be acquired by the Subscriber and parties acting in concert with it) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares (as defined in resolution 1 above) under the Subscription Agreement (as defined in resolution 1 above) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers be and is hereby approved, and that any two executive directors of the Company be and are hereby authorised to do all such acts and things and, subject to their approval, to singly sign and execute all such documents and to take all such steps which in their absolute opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any matter relating to or incidental to the Whitewash Waiver.”

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
HUANG Junfeng
Chairman

Hong Kong, 31 March 2025

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

Principal place of business in Hong Kong:
Flat C, 32/F
Lippo Centre Tower 1
89 Queensway
Hong Kong

Notes:

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more (if it/he/she holds more than one share) proxies to attend and vote instead of it/him/her. 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 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. not later than 11:00 a.m. on Monday, 21 April 2025) 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 Wednesday, 16 April 2025 to Wednesday, 23 April 2025, both days inclusive, to determine the entitlement of members of the Company 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 Tuesday, 15 April 2025.
6. As at the date of this notice, the Board comprises Mr. HUANG Junfeng (Chairman), Mr. WANG Mingcheng, Mr. CHEN Hong and Mr. SU Yi as executive Directors, and Dr. TSUI Wai Ling Carlye, Mr. SHEN Jinjun and Ms. YU Jianrong as independent non-executive Directors.
7. References to time and dates in this notice are to Hong Kong time and dates.