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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China ZhengTong Auto Services Holdings Limited (the “**Company**”) will be held at 9:00 a.m. on Thursday, 22 December 2011 at Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution which will be proposed as ordinary resolutions:

**ORDINARY RESOLUTION**

**“THAT:**

- (1) the transaction contemplated under the conditional sale and purchase agreement dated 23 August 2011 (the “**SP Agreement**”) entered into between, among others, Exactwin Limited (確成有限公司) (“**Vendor**”) as vendor and the Company as purchaser in relation to the acquisition (“**Acquisition**”) by the Company of the entire issued capital of Top Globe Limited (同方有限公司) (“**Target**”) 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 (“**Board**”) 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.”

For and on behalf of the Board of Directors of  
**China ZhengTong Auto Services Holdings Limited**  
中國正通汽車服務控股有限公司  
**WANG Kunpeng**  
*Chief Executive Officer and Executive Director*

Hong Kong, 2 December 2011

*Registered office:*

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

*Head office and principal place  
of business in Hong Kong:*

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The Center  
99 Queen’s Road Central  
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*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and/or a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the Board comprises Mr. WANG Kunpeng (Chief Executive Officer), Mr. LI Zhubo, Mr. LIU Dongli, Mr. CHEN Tao and Mr. SHAO Yong Jun as Executive Directors; Mr. WANG Muqing as Non-Executive Director; and Dr. WONG Tin Yau, Kelvin, Mr. TAN Xiangyong and Mr. ZHANG Yansheng as Independent Non-Executive Directors.*