



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)

23 January 2026

To the Independent Shareholders

Dear Sir or Madam,

MAJOR AND CONNECTED TRANSACTION THE DISPOSAL OF SHENZHENSHI HUIANQI

We refer to the circular dated 23 January 2026 of the Company (the “**Circular**”) of which this letter forms part. Capitalised terms defined in the Circular have the same meanings herein unless the context otherwise requires.

We have been appointed as the members of the Independent Board Committee to consider the Disposal and the transactions contemplated thereunder (collectively, the “**Proposed Transactions**”) and to advise the Independent Shareholders as to whether, in our opinion, the Proposed Transactions are fair and reasonable so far as the Independent Shareholders are concerned.

Somerley has been appointed as the independent financial adviser with the Independent Board Committee’s approval to advise the Independent Board Committee and the Independent Shareholders in respect of the Proposed Transactions.

We wish to draw your attention to the letter from the Board set out on pages 6 to 17 of the circular which contains, among others, information on the Proposed Transactions as well as the letter from Somerley set out on pages 20 to 36 of the circular which contains its advice in respect of the Proposed Transactions.

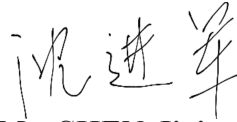
Having considered the principal factors and reasons and the advice of Somerley as set out in the letter from Somerley, we consider that (i) the terms of the Disposal are on normal commercial terms and are fair and reasonable; (ii) although the Disposal is not in the ordinary and usual course of business of the Group, it is in the interests of the Company and the Independent Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM in respect of the Disposal.

Yours faithfully
For and on behalf of
the Independent Board Committee of
China ZhengTong Auto Services Holdings Limited



Dr. TSUI Wai Ling Carlye



Mr. SHEN Jinjun

Independent Non-Executive Directors



Ms. YU Jianrong