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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 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual 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, Jiangan District, Wuhan, Hubei Province, the PRC on Thursday, 27 June 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the independent auditor’s report and directors’ report for the year ended 31 December 2023.
2. To re-elect the following persons as directors of the Company (the “Directors”):
 - (a) Mr. Huang Junfeng as an executive Director;
 - (b) Mr. Zeng Tingyi as an executive Director;
 - (c) Mr. Wang Mingcheng as an executive Director;
 - (d) Mr. Chen Hong as an executive Director;
 - (e) Ms. Yu Jianrong as an independent non-executive Director; and
 - (f) Mr. Song Tao as an independent non-executive Director.

3. To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint Messrs. KPMG as auditors and to authorise the board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to purchase its own ordinary shares of par value of HK\$0.10 each in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024)) as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

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

“THAT

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) including the power to make an offer or agreement, or grant options or warrants which would or might require Shares to be issued and allotted, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate nominal amount of the share capital issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with (including any sale or transfer of treasury shares out of treasury) pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following events, shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue;
 - (ii) the exercise of options granted or to be granted under a share option scheme;
 - (iii) the exercise of rights of subscription or conversion attaching to any securities which are convertible into Shares or any warrants to subscribe for Shares;
 - (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
 - (v) a specific authority granted or to be granted by the shareholders in general meeting; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

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

“**THAT** conditional upon the passing of ordinary resolutions 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution 6 to exercise the powers of the Company to issue, allot and deal with additional shares of the Company (including any sale or transfer of treasury shares) be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 5, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.”

SPECIAL RESOLUTIONS

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

“**THAT:**

- (a) the proposed amendments (the “**Amendments Relating to Core Standards**”) to the existing articles of association of the Company (the “**Existing Articles**”) for the purpose of complying with the Core Shareholder Protection Standards (the “**Core Standards**”) under Appendix A1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the details of which are shown as a comparison against the Existing Articles and shaded in dark grey as set out in Appendix III to the Company’s circular dated 27 May 2024, and the proposed amendments (the “**Cayman Filing Amendments**”) that are necessary to comply with filing requirements in the Cayman Islands, the details of which are shown as a comparison against the Existing Articles and shaded in light grey, as set out in Appendix III to the Company’s circular dated 27 May 2024, be and are hereby approved; and

(b) the amended and restated articles of association of the Company, which contains the Amendments Relating to Core Standards and the Cayman Filing Amendments, a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting (the “**Chairman**”), be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with immediate effect after the close of the Meeting, and any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the amended and restated articles of association of the Company set out in this resolution 8, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong, provided that if resolution 9 is passed, the amended and restated articles of association of the Company, which contains the Amendments Relating to Core Standards and the Other Amendments (as defined in resolution 9 below) (including the Cayman Filing Amendments), a copy of which has been produced to the Meeting and marked “C” and initialled by the Chairman will be adopted in substitution for and to the exclusion of the Existing Articles with immediate effect after the close of the Meeting.”

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

“**THAT:**

- (a) the proposed amendments (the “**Other Amendments**”) to the Existing Articles, the details of which are shown as a comparison against the Existing Articles as set out in Appendix III to the Company’s circular dated 27 May 2024, and for the avoidance of doubt, exclude the Amendments Relating to Core Standards which are shaded in dark grey and include the Cayman Filing Amendments which are shaded in light grey, be and are hereby approved; and
- (b) the amended and restated articles of association of the Company, which contains the Other Amendments (including the Cayman Filing Amendments), a copy of which has been produced to the Meeting and marked “B” and initialled by the Chairman, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with immediate effect after the close of the Meeting, and any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the amended and restated articles of association of the Company set out this resolution 9, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong, provided that if resolution 8 is passed, the amended and restated articles of association of

the Company, which contains the Amendments Relating to Core Standards and the Other Amendments (including the Cayman Filing Amendments), a copy of which has been produced to the Meeting and marked “C” and initialled by the Chairman will be adopted in substitution for and to the exclusion of the Existing Articles with immediate effect after the close of the Meeting.”

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

27 May 2024

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 (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 he holds more than one share) proxies to attend and vote instead of him/her/it. 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. Every member present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
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. not later than 10:00 a.m. on Tuesday, 25 June 2024) 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 Monday, 24 June 2024 to Thursday, 27 June 2024, 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 Friday, 21 June 2024.
6. As at the date of this notice, the Board comprises Mr. HUANG Junfeng (Chairman), Mr. ZENG Tingyi, Mr. WANG Mingcheng and Mr. CHEN Hong as executive Directors; and Dr. WONG Tin Yau Kelvin, Ms. YU Jianrong and Mr. SONG Tao as independent non-executive Directors.
7. References to time and dates in this notice are to Hong Kong time and dates.