



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 use at the Extraordinary General Meeting (or at any adjournment thereof) convened at 11:00 a.m. on Wednesday, 23 April 2025

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of
HK\$0.10 each ("Shares") 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 ^(Note 3) _____
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 Large Conference Room, 4th Floor, Wuhan Baoze, No. Te 6 Huangpu Science Park, Tazihu Street, Jiangnan District, Wuhan, Hubei
Province, the PRC at on Wednesday, 23 April 2025 (and at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting (the
"Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTION		FOR	AGAINST
1.	<p>"THAT</p> <p>(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;</p> <p>(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</p> <p>(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."</p>		
SPECIAL RESOLUTION		FOR	AGAINST
2.	<p>"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."</p>		

Date this _____ day of _____ 2025

Signed ^(Note 5) _____

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 of HK\$0.10 each registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. If more than one of the joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
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 certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (the "**Branch Share Registrar**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours (i.e. before Monday, 21 April 2025 at 11:00 a.m.) before the time for holding the Meeting or adjourned Meeting (as the case may be).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting should you so wish. In such event, the form of proxy shall be deemed to be revoked.
9. Any alteration made in this form of proxy must be initialed by the person who signs it.
10. References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar in Cayman Islands, the Branch Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar (the address stated in note 7 above).