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**XINDA MOTORS CO., LIMITED**

**信達汽車(香港)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**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)**

## **JOINT ANNOUNCEMENT**

**(1) POLL RESULTS OF THE EXTRAORDINARY  
GENERAL MEETING HELD AT 11:00 A.M. ON 23 APRIL 2025**

**AND**

**(2) GRANT OF THE WHITEWASH WAIVER**

**AND**

**(3) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER  
BY CLSA LIMITED FOR AND ON BEHALF OF XINDA MOTORS  
CO., LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF  
CHINA ZHENGTONG AUTO SERVICES HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED  
TO BE ACQUIRED BY XINDA MOTORS CO., LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT)**

References are made to the circular (the “**Circular**”) and the notice of the EGM (the “**Notice**”) both dated 31 March 2025 issued by the China ZhengTong Auto Services Holdings Limited (the “**Company**”) in respect of, among other things, the Connected Subscription and the Whitewash Waiver. Unless otherwise defined herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Circular.

## **POLL RESULTS OF THE EGM**

The EGM was held at 11:00 a.m. on 23 April 2025 at Large Conference Room, 4th Floor, Wuhan Baoze, No. 6 Huangpu Science Park, Tazihu Street, Jiangnan District, Wuhan, Hubei Province, the PRC. The EGM was chaired by Dr. TSUI Wai Ling Carlye, an independent non-executive Director of the Company.

As at the date of the EGM, the issued share capital of the Company was 3,346,990,420 Shares. As disclosed in the Circular, Hong Kong Sindanol (which held 22,359,500 Shares as at the date of the EGM) and the Subscriber (which held 820,618,184 Shares as at the date of the EGM) are required to and had abstained from voting on the resolutions proposed at the EGM. Save as disclosed above, no Shareholder was required to abstain from voting on the resolutions, or required to abstain from voting in favour of the resolutions. Accordingly, there were in aggregate 2,504,012,736 Shares entitling the holders of which to attend and vote for or against the resolutions proposed at the EGM.

No Shareholder had stated his/her/its intention in the Circular to vote against the resolutions proposed at the EGM.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer for the vote-taking at the EGM.

The poll results in respect of the resolutions proposed at the EGM are as follows:

Ordinary Resolution <sup>(1)</sup>		Number of Votes (%) <sup>(2)</sup>	
		FOR	AGAINST
1.	<p><b>“THAT:</b></p> <p>(a) the terms and conditions of the subscription agreement dated 25 January 2025 (the “<b>Subscription Agreement</b>”) entered into between the Company and Xinda Motors Co., Limited (信達汽車(香港)有限公司) (the “<b>Subscriber</b>”), 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 “<b>Subscription Shares</b>”) at the price of HK\$0.15 per Share (the “<b>Subscription Price</b>”) and all transactions contemplated thereunder (the “<b>Connected Subscription</b>”), 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 “<b>Specific Mandate</b>”), 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>	1,129,938,390 (92.708224%)	88,873,000 (7.291776%)

Special Resolution <sup>(1)</sup>		Number of Votes (%) <sup>(2)</sup>	
		FOR	AGAINST
2.	<p><b>“THAT:</b></p> <p>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 <b>“Whitewash Waiver”</b>) 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>	<p>588,137,186 (48.254979%)</p>	<p>630,674,204 (51.745021%)</p>

*Notes:*

- (1) Please refer to the Circular and the Notice for the full version of the resolutions proposed at the EGM.
- (2) Calculated based on the total number of votes attaching to all the Shares held by the Independent Shareholders cast in person or by proxy at the EGM. All percentages rounded to 6 decimal places.

As more than 50% of the votes were cast in favour of resolution numbered 1, such resolution was duly passed by the Independent Shareholders as an ordinary resolution.

As less than 75% of the votes were cast in favour of resolution numbered 2, such special resolution was not passed.

All Directors, namely Mr. HUANG Junfeng, Mr. WANG Mingcheng, Mr. CHEN Hong, Mr. SU Yi, Dr. TSUI Wai Ling Carlye, Mr. SHEN Jinjun and Ms. YU Jianrong, attended the EGM.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) as at the date of the EGM; and (b) immediately after the Connected Subscription Completion, assuming that there is no other change to the share capital and shareholding structure of the Company from the date of the EGM up to the Connected Subscription Completion Date, is set out below:

	As at the date of the EGM		Immediately after the Connected Subscription Completion	
	<i>Number of Shares</i>	<i>% of issued Shares</i>	<i>Number of Shares</i>	<i>% of issued Shares</i>
The Subscriber	820,618,184	24.52	7,489,678,708	74.78
Hong Kong Sindanol	22,359,500	0.67	22,359,500	0.22
<b>The Subscriber and parties acting in concert with it<sup>(1)</sup></b>	842,977,684	25.19	7,512,038,208	75.00
<b>Non-public Shareholders</b>				
Cheung Mui <sup>(2)</sup>	369,127,500	11.03	—	—
<b>Public Shareholders</b>				
Cheung Mui <sup>(2)</sup>	—	—	369,127,500	3.69
Other public Shareholders	<u>2,134,885,236</u>	<u>63.78</u>	<u>2,134,885,236</u>	<u>21.31</u>
<b>Total</b>	<u><u>3,346,990,420</u></u>	<u><u>100.00</u></u>	<u><u>10,016,050,944</u></u>	<u><u>100.00</u></u>

Notes:

- (1) ITG Holding is deemed to be interested in 22,359,500 Shares held by Hong Kong Sindanol, as ITG Holding was beneficially interested in approximately 39.93% of the issued share capital of Xiamen Xindeco according to the 2024 annual report of Xiamen Xindeco, and Xiamen Xindeco was beneficially interested in the entire issued share capital of Hong Kong Sindanol. ITG Holding is also deemed to be interested in 820,618,184 Shares held by the Subscriber as the Subscriber is an indirectly wholly owned subsidiary of ITG Holding. Therefore, ITG Holding was indirectly interested in 842,977,684 Shares.
- (2) Cheung Mui is not considered a public shareholder given her more than 10% shareholding in the Company as at the date of the EGM. Immediately after the Connected Subscription Completion, she will be considered a public shareholder.
- (3) The percentage figures as set out above are subject to rounding adjustments.

## **GRANT OF THE WHITEWASH WAIVER AND POSSIBLE UNCONDITIONAL MANDATORY OFFER**

The Executive has, on 17 April 2025, granted the Whitewash Waiver, subject to (i) the Whitewash Waiver and the Connected Subscription being separately approved by at least 75% and more than 50% respectively of the votes cast by the Independent Shareholders by way of poll at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and its concert parties between the date of the Announcement and the Connected Subscription Completion.

Given the special resolution relating to the Whitewash Waiver was not passed at the EGM, the abovementioned condition (i) and the condition precedent of the Connected Subscription relating to the Whitewash Waiver have not been fulfilled as at the date of this joint announcement.

In light of the poll results of the EGM, the Subscriber is considering whether or not it wishes to waive the condition precedent of the Connected Subscription relating to the Whitewash Waiver, i.e. whether or not to proceed with the Connected Subscription in the absence of the Whitewash Waiver and to make an unconditional mandatory general offer upon the Connected Subscription Completion. As disclosed in the Circular, in the event the Connected Subscription Completion does not take place on or before the Long Stop Date, i.e. does not take place on or before 31 August 2025 (or such later date as the Company and the Subscriber may agree in writing), the Company and the Subscriber shall discuss with a view to agreeing on a subsequent date for the Connected Subscription Completion. If the Company and the Subscriber are unable to agree on a subsequent date for the Connected Subscription Completion within 30 days after the Long Stop Date, either the Company or the Subscriber shall be entitled to terminate the Subscription Agreement by written notice to the other party.

As at the date of this joint announcement, the Connected Subscription Completion is still subject to certain other conditions precedent being fulfilled (or, if applicable, waived), including but not limited to the Subscriber having obtained all necessary approval, consents, filings or registration from applicable regulatory authorities in respect of the Connected Subscription, including the approval, consents, filings or registration from the National Development and Reform Commission, Ministry of Commerce, and State Administration of Foreign Exchange or the respective competent local authorities (as applicable) in the PRC. Details of the conditions precedent of the Subscription Agreement are set out in the Circular. As at the date of this joint announcement, save for the approval by the Independent Shareholders at the EGM of the Subscription Agreement and the transactions contemplated thereunder and the related specific mandate to allot and issue the Subscriptions Shares, none of the condition precedents have been satisfied or (if applicable) waived.

Further announcement(s) will be made by the Company in compliance with the Listing Rules and the Takeovers Code to inform Shareholders and potential investors of any further developments as and when appropriate. Monthly update announcement(s) pursuant to Rule 3.7 of the Takeovers Code will be made until an announcement of a firm intention to make the Offer under Rule 3.5 of the Takeovers Code or a decision not to proceed with the Offer is made.

**Since the Connected Subscription Completion is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the Subscription Agreement, the Connected Subscription may or may not proceed.**

**The making of the Offer is subject to the Subscriber waiving the condition precedent of the Connected Subscription relating to the Whitewash Waiver and the Connected Subscription Completion having taken place. Accordingly, the Offer may or may not proceed.**

**Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.**

By order of the sole director  
**XINDA MOTORS CO., LIMITED**  
**WANG Mingcheng**  
*Director*

By order of the Board  
**China ZhengTong Auto Services Holdings Limited**  
**HUANG Junfeng**  
*Chairman*

Hong Kong, 23 April 2025

*As at the date of this joint announcement, 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.*

*As at the date of this joint announcement, the sole director of the Subscriber is Mr. WANG Mingcheng. As at the date of this joint announcement, the ultimate parent company of the Subscriber is ITG Holding, also the single largest Shareholder of the Company, and the directors of ITG Holding are Mr. XU Xiaoxi, Mr. GAO Shaoyong, Mr. MA Chenhua, Mr. CHEN Dingyu, Mr. CHEN Fang, Mr. YANG Qingrong, Mr. WU Shinong, Mr. CHEN Cangxing and CAI Yingbin.*

*Each of the directors of the Subscriber and ITG Holding jointly and severally accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group), and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Subscriber and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by each of the directors of the Subscriber and ITG Holding in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*