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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 (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, 2nd Floor, Wuhan Baoze, Te No. 6 Huangpu Science Park, Tazihu Street, Jiangnan District, Wuhan, Hubei Province, PRC on Thursday, 20 April 2023 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the potential disposal of 100% equity interests in Shenzhenshi Huianqi Investment Advisory Co., Ltd.* (深圳市匯安啟投資諮詢有限公司) (“**Shenzhenshi Huianqi**”), the entire issued share capital of Shenzhenshi Huianqi, by Goldrich Holdings Limited, an indirectly wholly owned subsidiary of the Company, as vendor, where the successful bidder is required to accept and bear the relevant debts owed by Shenzhenshi Huianqi and its subsidiary (the “**Disposal Group**”) to the Company and its subsidiaries (the “**Potential Disposal**”), by way of public tender process (“**Public Tender**”) through the Shenzhen United Property and Equity Exchange* (深圳聯合產權交易所股份有限公司) (“**SUPX**”) at the reserve price, subject to sub-paragraph (b) of this resolution, of not less than RMB800 million (the “**First Public Tender Reserve Price**”) as more detailed in the announcement of the Company dated 28 February 2023 and the circular of the Company dated 27 March 2023 (the “**First Public Tender**”) be and is hereby approved;

- (b) in the event that no successful bidder is returned in the First Public Tender, Directors be and are authorized to undertake a subsequent Public Tender for the Potential Disposal at a price lower than the First Public Tender Reserve Price, provided that the reserve price for the subsequent Public Tender is not lower than RMB737,000,000 (the “**Lowered Reserve Price**”) (the “**Subsequent Public Tender**”); and
- (c) should there be a successful bidder in either the First Public Tender or the Subsequent Public Tender, the directors of the Company be and are hereby authorized to agree the final price for the Potential Disposal, provided it is not lower than the First Public Tender Reserve Price (for the First Public Tender) or the Lowered Reserve Price (for the Subsequent Public Tender), and such other terms as they may consider necessary and desirable for effecting the Potential Disposal, and to take such actions, do such things, and execute such documents or deeds, for the purpose of giving effect to the Potential Disposal and the transactions contemplated thereunder.”

For and on behalf of the board of
China ZhengTong Auto Services Holdings Limited
中國正通汽車服務控股有限公司
WANG Ming Cheng
Chairman

27 March 2023

Registered office:

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Cayman Islands

Principal Place of business

in Hong Kong:
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Notes:

1. English translations of company names in Chinese which are marked with “*” are for identification purposes only.
2. The resolution at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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.
3. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more (if he holds more than one shares) proxies to attend and vote instead of him. A proxy need not be a shareholder 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.

4. 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.
5. 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 before 2:00 p.m. on Tuesday, 18 April 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder 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.
6. The transfer books and register of shareholders of the Company will be closed from Monday, 17 April 2023 to Thursday, 20 April 2023, both days inclusive, to determine the entitlement of shareholders 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 14 April 2023.
7. As at the date of this notice, the Board comprises Mr. WANG Mingcheng (Chairman), Mr. Li Zhihuang and Mr. ZENG Tingyi as executive directors, and Dr. WONG Tin Yau, Kelvin, Dr. CAO Tong and Ms. WONG Tan Tan as independent non-executive Directors.