
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China ZhengTong Auto Services Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2026 AGM of China ZhengTong Auto Services Holdings Limited to be held at Large Conference Room, 12th Floor, Guomao Business Center, No. 669, Sishuidao, Huli District, Xiamen, Fujian Province, PRC on Monday, 22 June 2026 at 10:00 a.m. is set out in Appendix III to this circular.

Whether or not you intend to attend the 2026 AGM, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the 2026 AGM (i.e. not later than 10:00 a.m. on Saturday, 20 June 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM and at any adjournment thereof if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Holders of treasury Shares, if any, have no voting rights at the general meeting(s) of the Company.

References to time and dates in this circular are to Hong Kong time and dates.

29 May 2026

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I — Explanatory Statement	10
Appendix II — Biographical Details of Directors Proposed for Re-election	14
Appendix III — Notice of 2026 Annual General Meeting	19

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“2026 AGM”	an annual general meeting of the Company to be held at Large Conference Room, 12th Floor, Guomao Business Center, No. 669, Sishuidao, Huli District, Xiamen, Fujian Province, PRC on Monday, 22 June 2026 at 10:00 a.m., or any adjournment thereof
“Articles”	the articles of association adopted by the Company from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	China ZhengTong Auto Services Holdings Limited 中國正通汽車服務控股有限公司 (Stock Code: 1728), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors to issue, allot and deal with (including any sale or transfer of treasury Shares out of treasury) additional Shares up to a maximum of 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the 2026 AGM
“ITG Holding”	Xiamen ITG Holding Group Co., Ltd. (廈門國貿控股集團有限公司), a state-owned enterprise directly controlled by State-owned Assets Supervision and Administration Commission of Xiamen Municipal People’s Government
“Latest Practicable Date”	26 May 2026, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the 2026 AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules and as amended from time to time
“%”	per cent



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)

Executive Directors:

Mr. Huang Junfeng (黃俊鋒) (*Chairman*)
Mr. Wang Mingcheng (王明成)
Mr. Su Yi (蘇毅)
Mr. Wu Xiaoqiang (吳曉強)
Ms. Yu Lijie (余勵潔)

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Independent Non-executive Directors:

Dr. Tsui Wai Ling Carlye (徐尉玲)
Mr. Shen Jinjun (沈進軍)
Ms. Yu Jianrong (于建榕)

*Principal Place of Business
in Hong Kong:*

Flat C, 32/F
Lippo Centre Tower 1
89 Queensway
Hong Kong

29 May 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2026 AGM. These include ordinary resolutions relating to (among others) (a) the grant to the Directors of the Repurchase Mandate and the Issue Mandate; (b) the extension of the Issue Mandate; (c) the re-election of retiring Directors; and (d) the re-appointment of auditors.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company convened on 19 June 2025, an ordinary resolution was passed for the granting of the repurchase mandate authorizing the Directors to repurchase Shares up to a maximum of 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of the passing of the proposed resolution, which is due to expire at the conclusion of the 2026 AGM.

At the 2026 AGM, in order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the proposed resolution.

As at the Latest Practicable Date, the Company did not have any treasury Shares.

As at the Latest Practicable Date, there were a total of 10,016,050,944 Shares in issue. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and immediately before the 2026 AGM, the Company will be allowed to repurchase up to a maximum of 1,001,605,094 Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the 2026 AGM.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company convened on 19 June 2025, an ordinary resolution was passed for the granting of the issue mandate authorizing the Directors to allot, issue and deal with (including any sale or transfer of treasury Shares) additional Shares up to a maximum of 20% of the total number of issued Shares (excluding treasury Shares) as at the date of the passing of the proposed resolution, which is due to expire at the conclusion of the 2026 AGM.

Pursuant to the amendments to the Listing Rules relating to treasury Shares, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company repurchases any Shares pursuant to the Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Issue Mandate and made in accordance with the Listing Rules and the applicable laws and regulations.

LETTER FROM THE BOARD

In order to give the Company the flexibility to issue Shares (including any sale or transfer of treasury Shares) if and when appropriate, an ordinary resolution will also be proposed at the 2026 AGM that the Directors be granted the Issue Mandate to issue, allot and deal with (including any sale or transfer of treasury Shares) additional Shares up to a maximum of 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the proposed resolution.

As at the Latest Practicable Date, there were a total of 10,016,050,944 Shares in issue. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and immediately before the 2026 AGM, the Company will be allowed to issue (or sell or transfer out of treasury) up to a maximum of 2,003,210,188 Shares.

The Company has been identifying opportunities to place out new Shares with a view to restoring the minimum public float of the Company, and if those negotiations are successful, the Company will allot and issue new Shares pursuant to the Issue Mandate.

An ordinary resolution will be proposed at the 2026 AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or by any other applicable laws; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Company in general meeting of the Company prior to the next annual general meeting of the Company.

4. RE-ELECTION OF RETIRING DIRECTORS

According to Article 105(A) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. According to Article 109 of the Articles, the Directors shall have power to appoint any person as a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

As such, pursuant to Article 105(A) of the Articles, Mr. Su Yi and Dr. Tsui Wai Ling Carlye will retire from office by rotation at the 2026 AGM and being eligible, offer themselves for re-election at the 2026 AGM. Pursuant to Article 109 of the Articles, Mr. Wu Xiaoqiang, who was appointed by the Board as executive Director in July 2025, and Ms. Yu Lijie, who was appointed by the Board as executive Director in January 2026, shall hold office only until the 2026 AGM. Mr. Wu Xiaoqiang and Ms. Yu Lijie, being eligible, offer themselves for re-election at the 2026 AGM.

LETTER FROM THE BOARD

Having regard to the Board's diversity policy and the nomination policy adopted by the Company, the Nomination Committee has recommended the re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors stand for re-election as a Director at the 2026 AGM.

Biographical details of the above Directors who are proposed to be re-elected at the 2026 AGM are set out in Appendix II to this circular.

5. RE-APPOINTMENT OF AUDITORS

Messrs. KPMG will retire as the independent auditor of the Company at the 2026 AGM and, being eligible, offer themselves for re-appointment. Upon the recommendation of the Audit Committee of the Company, the Board proposed to pass an ordinary resolution to approve the re-appointment of Messrs. KPMG as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix the auditor's remuneration. The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB9.0 to RMB9.5 million (exclusive of out-of-pocket expenses).

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources expected to be deployed by the auditor.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount disclosed above. In the event of any material change, the Company will make further disclosure as appropriate.

6. ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The 2026 AGM is scheduled to be held on Monday, 22 June 2026. For the purpose of determining the entitlement of the Shareholders eligible to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026, both days inclusive, during such period no transfer of Shares will be registered. The record date for the entitlement to attend and vote at the 2026 AGM is Monday, 22 June 2026. In order to be eligible to attend and vote at the 2026 AGM, all duly completed share transfer documents, accompanied by the relevant share certificates, must be lodged for registration with the Company's Hong Kong Share Registrar, 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 Monday, 15 June 2026.

LETTER FROM THE BOARD

Notice of the 2026 AGM is set out in Appendix III to this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and of the Company (<https://www.zhengtongauto.com>). Whether or not you intend to attend the 2026 AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's Hong Kong Share Registrar, 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 2026 AGM (i.e. Saturday, 20 June 2026 at 10:00 a.m.) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM and at any adjournment thereof if you so wish and, in such event, the said form of proxy shall be deemed to be revoked.

7. LISTING RULES REQUIREMENT

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. All resolutions set out in the notice of the 2026 AGM will be put to vote by way of poll at the 2026 AGM. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for each share registered in his/her/its name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his/her/its votes in the same way. The trustee holding unvested Shares of the share schemes, whether directly or indirectly, is required to abstain from voting on matters that require Shareholders' approval pursuant to Rule 17.05A of the Listing Rules. Holders of treasury Shares, if any, shall abstain from voting at the 2026 AGM in respect of such treasury Shares, as required under the Listing Rules. Save as disclosed herein, to the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the 2026 AGM.

8. RECOMMENDATION

The Directors consider that all the proposed resolutions, including the proposed grant of the Repurchase Mandate and the Issue Mandate, the extension of Issue Mandate, the proposed re-election of the retiring Directors and the re-appointment of auditors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the 2026 AGM in Appendix III to this circular.

LETTER FROM THE BOARD

9. GENERAL INFORMATION

Your attention is drawn to other information contained in the appendices to this circular.

Yours faithfully,
For and on behalf 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

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 10,016,050,944 Shares in issue and there are no treasury Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and immediately before the 2026 AGM, the Company will be allowed to repurchase up to a maximum of 1,001,605,094 Shares, being 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

3. REASONS FOR REPURCHASES

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that it is in the best interests of the Company and the Shareholders to seek a general mandate from the Shareholders to enable the Company to repurchase its Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

On the other hand, the Shares repurchased by the Company and held as treasury Shares may provide more flexibility to the Board to resell the treasury Shares at market prices to raise additional funds for the Company, or transfer or use for Share grants under share schemes that comply with Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. The Companies Act of the Cayman Islands as amended from time to time (the "Act") provides that a share repurchase by the Company may only be made out of the profits of the Company, the share premium of the Company or out of the proceeds of a

fresh issue of Shares made for the purpose of repurchase or, if so authorised by the Articles and subject to the provisions of the Act, out of capital. The amount of premium payable on the repurchase of Shares may only be paid out of either or both profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2025) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

Month	Share Prices Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
May	0.180	0.115
June	0.151	0.140
July	—	—
August	—	—
September	—	—
October	—	—
November	—	—
December	—	—
2026		
January	—	—
February	—	—
March	—	—
April	—	—
May (up to the Latest Practicable Date)	—	—

6. UNDERTAKING

The Directors will, so far as the same may be applicable, only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected person of the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

8. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, ITG Holding held 9,085,216,736 Shares (representing approximately 90.71% of the total issued share capital of the Company) through its controlled corporations (namely, Xinda Motors Co., Limited as to 9,062,857,236 Shares, representing approximately 90.48% of the total issued share capital of the Company, and Hong Kong Sindanol Limited as to 22,359,500 Shares, representing approximately 0.22% of the total issued share capital of the Company). As a result of the public float shortfall, trading in the Shares has been suspended from 2 July 2025.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate until the restoration of public float and resumption of trading of the Shares. After the resumption of trading of the Shares, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would result in the aggregate number of Shares held by the public falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares during the six months preceding the Latest Practicable Date.

10. GENERAL

Neither the explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The following are the biographical details of the Directors proposed for re-election at the 2026 AGM:

Mr. Su Yi (蘇毅先生), aged 36, has served as an executive Director since 24 December 2024 and as a member of the ESG Committee since 30 March 2026. He has also served as an executive vice president of the Company since 2 February 2026 to preside over the daily operation and management of the Company. Mr. Su served as the vice president of the Company from 29 April 2025 to 2 February 2026. From July 2014 to April 2025, he served successively as head of the legal affairs management department, assistant to the general manager of the legal affairs management department, an employee representative supervisor, deputy general manager of the legal affairs management department and general manager of the legal risk control and compliance department of ITG Holding. From May 2024 to September 2025, he served as a director of ITG Holding Investment (HK) Limited (國貿控股(香港)投資有限公司) (“ITG HK”). From March 2023 to October 2025, he served as a director of Xiamen XINDECO Ltd. (廈門信達股份有限公司) (“Xiamen Xindeco”, a company listed on the Shenzhen Stock Exchange (stock code: 000701.SZ)). From March 2023 to July 2025, he served as a supervisor of Xiamen ITG Group Corp., Ltd. (廈門國貿集團股份有限公司) (“ITG Group”, a company listed on the Main Board of the Shanghai Stock Exchange, stock code: 600755.SH). From February 2023 to June 2025, he served as a director of Zhonghong Pulin Medical Products Co., Ltd.* (中紅普林醫療用品股份有限公司) (“Zhonghong Pulin”, a company listed on the Shenzhen Stock Exchange, stock code: 300981.SZ). From February 2023 to May 2025, he served as a director of Xing Xia Company Limited (興廈有限公司) (“Xing Xia”). From February 2023 to April 2025, he served as a director of Xiamen CCRE Group Co., Ltd.* (廈門海翼集團有限公司) (“CCRE Group”). From February 2021 to February 2023, he served as a director of Xiamen International Trade Education Group Co., Ltd.* (廈門國貿教育集團有限公司) (“ITG Education”). From July 2019 to April 2020, he served as the deputy general manager of the legal department of Xiamen Xindeco. Each of ITG HK, ITG Group, Xiamen Xindeco, Zhonghong Pulin, Xing Xia, CCRE Group and ITG Education is a subsidiary of ITG Holding. In 2014, Mr. Su obtained a master’s degree from Zhongnan University of Economics and Law. Mr. Su is also a corporate lawyer, and has over 10 years of management experience in corporate legal affairs.

The Company has entered into a service contract with Mr. Su for a term of three years, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Su will not receive any remuneration as an executive Director. The Remuneration Committee will review in due course if any changes are required.

Save as disclosed above, as at the Latest Practicable Date, Mr. Su (i) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders; (ii) does not hold any other positions with the Company or its subsidiaries; (iii) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (v) does not have other major appointments and professional qualifications.

Save as disclosed above, Mr. Su has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wu Xiaoqiang (吳曉強先生), aged 47, has served as an executive Director since 11 July 2025. Mr. Wu is currently the General Counsel and General Manager of the Legal Risk Control and Compliance Department of ITG Holding, and the director of Xiamen Xindeco and Zhonghong Pulin. From December 2021 to April 2025, Mr. Wu was the deputy general manager and executive deputy general manager of Xiamen Xindeco. From March 2021 to December 2021, Mr. Wu was the deputy general manager of ITG Education. From January 2008 to March 2021, he successively served as the deputy manager, manager, general manager, employee director, and general counsel of the Legal Affairs Management Department of ITG Holding. From September 2019 to March 2021, he also served as the deputy general manager of ITG Education. From August 2007 to January 2008, Mr. Wu was the business manager of the Asset Management Department of ITG Holding. From July 2000 to July 2007, he was successively an employee of Xiamen Public Transport Corporation* (廈門市公共交通總公司) and an employee, director of office, and secretary of the board of directors of Xiamen Public Transport Station Co., Ltd.* (廈門公共交通場站有限公司). Each of Xiamen Xindeco and ITG Education is a subsidiary of ITG Holding. Mr. Wu obtained a Master's in Economics from Xiamen University in 2007. He has nearly 20 years of management experience in legal and board affairs and risk compliance of state-owned enterprises.

The Company has entered into a service contract with Mr. Wu for a term of three years subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Wu currently will not receive any remuneration as an executive Director. The Remuneration Committee will review in due course if any changes are required.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu (i) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders; (ii) does not hold any other positions with the Company or its subsidiaries; (iii) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; and (v) does not have other major appointments and professional qualifications.

Save as disclosed above, Mr. Wu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Yu Lijie (余勵潔女士), aged 50, has served as an executive Director since 6 January 2026. Ms. Yu is currently the general manager of the Internal Control and Audit Department at ITG Holding. From March 2022 to April 2025, Ms. Yu successively served as vice president and chief financial officer of ITG Holding. From February 2021 to March 2022, Ms. Yu served as chief financial officer and subsequently as deputy general manager of Xiamen Xindeco. From May 2006 to March 2021, Ms. Yu held various positions at ITG Holding, including deputy manager and deputy general manager of the Finance Department, deputy general manager of the Budget Management Department, deputy general manager of the Financial Management Department, general manager of the Internal Control and Audit Department, and employee supervisor of the company. From July 1997 to May 2006, Ms. Yu served as accountant and subsequently as deputy manager in the Finance Department of Xiamen Commerce and Trade State-owned Asset Investment Company Limited* (廈門市商貿國有資產投資有限公司), the predecessor of ITG Holding. Ms. Yu obtained a degree in Management Information Systems from Huaqiao University in 1997. Ms. Yu is also an economist and an accountant, with nearly 30 years of management experience in state-owned enterprise financial management, internal control and audit.

The Company has entered into a service contract with Ms. Yu for a term of three years, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Ms. YU currently will not receive any remuneration as an executive Director. The Remuneration Committee will review in due course if any changes are required.

As at the Latest Practicable Date, Ms. Yu beneficially held 115,500 A-shares ordinary shares of ITG Group, a subsidiary of ITG Holding, the Company's controlling Shareholder, which is in turn deemed to be interested in 9,085,216,736 Shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Yu (i) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders; (ii) does not hold any other positions with the Company or its subsidiaries; (iii) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not have other major appointments and professional qualifications.

Save as disclosed above, Ms. Yu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Dr. TSUI Wai Ling, Carlye (徐尉玲博士), *SBS, MBE, JP, DProf, BA, FHKIoD, FHKMA, FHKIE, FBICS, CITP, HKIoD.GD*, aged 78, has served as an independent non-executive Director of the Company and as the chairman of the Audit Committee and a member of the Remuneration Committee since 24 December 2024. Dr. Tsui has been the Chief Executive Officer of The Hong Kong Institute of Directors for more than 26 years, and since 1 January 2025, has been the Emeritus Chief Executive Officer and Honorary Council Member of The Hong Kong Institute of Directors. Dr. Tsui graduated from The University of Hong Kong with a Bachelor of Arts degree (Economics) and Middlesex University, UK, with a Doctorate degree in Professional Studies. Dr. Tsui is a Fellow of each of The Hong Kong Institute of Directors, Hong Kong Management Association, Hong Kong Institution of Engineers and BCS, The Chartered Institute for IT. Dr. Tsui is also a Chartered Information Technology Professional and holds an Elite Diploma in Global Directorship from The Hong Kong Institute of Directors.

As a Justice of the Peace, Dr. Tsui is active in public service roles, which include, inter alia, Chairman of the Steering Committee of the Hong Kong Chapter of Global Climate Governance Initiative (working with World Economic Forum), Senior Adviser of Council of the Hong Kong Chinese Orchestra Limited, the Advisor of Chung Ying Theatre Company (HK) Limited. Dr. Tsui was also formerly an Urban Councillor, a Wan Chai District Councillor, a Member of the Steering Committee of the Asian Financial Forum, a Member of the audit committee of the West Kowloon Cultural District Authority, a Member of the China Overseas Friendship Association, a Member of the Communications Authority, a Council Member of the Hong Kong Polytechnic University, a Board Member of Ocean Park Corporation, a Vice Chairman of the Hong Kong Internet Registration Corporation Limited, a Member of the Hong Kong Advisory Council on AIDS, a Member of the Council for the AIDS Trust Fund, a Member of the Board of Review (Inland Revenue Ordinance), the Founding Chairman of Hong Kong Chinese Orchestra Limited, the Chairman of Chung Ying Theatre Company (HK) Limited, the Founding Chairman of the British Computer Society Hong Kong Section, the Chairman of The Outstanding Young Persons' Association, Chairman of TOYPA Trust and an International Director of Zonta International.

Dr. Tsui was awarded one of the Ten Outstanding Young Persons in Hong Kong in 1981, IT Achiever of the Year in 1992, Member of the Most Excellent Order of the British Empire in 1997, Bronze Bauhinia Star of the Hong Kong Special Administrative Region in 2003, Ken Goulding Award for the year's best Professional Doctorate of (UK) Middlesex University in 2007 and Silver Bauhinia Star of the Hong Kong Special Administrative Region in 2022.

Dr. Tsui was an independent non-executive director of (i) RoadShow Holdings Limited (currently known as BlockFin Holdings Limited, which is listed on the Main Board of the Stock Exchange, stock code: 0888.HK) from April 2001 to December 2017; (ii) Polytec Asset Holdings Limited (a company previously listed on the Main Board of the Stock Exchange (stock code: 0208.HK) and now delisted) from December 2012 to May 2021; and

(iii) FU JI Food and Catering Services Holdings Limited (later known as Fresh Express Delivery Holdings Group Co., Ltd., a company previously listed on the Stock Exchange (stock code: 1175.HK) and now delisted) from November 2004 to September 2009.

Dr. Tsui has entered into an appointment letter with the Company for an initial term of three years, which may be terminated by either party thereto by giving to the other one month's prior notice in writing and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Dr. Tsui will be entitled to a director's fee of HK\$330,000 per annum, which is determined with reference to her duties and responsibilities with the Company.

Dr. Tsui has confirmed that (a) she has satisfied all the criteria for independence as set out in Rules 3.13(1) to (8) of the Listing Rules; (b) she had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect her independence at the time of her re-election.

Save as disclosed above, as at the Latest Practicable Date, Dr. Tsui (i) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders; (ii) does not hold any other positions with the Company or its subsidiaries; (iii) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (v) does not have other major appointments and professional qualifications.

Save as disclosed above, Dr. Tsui has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



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 2026 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, 12th Floor, Guomao Business Center, No. 669, Sishuidao, Huli District, Xiamen, Fujian Province, PRC on Monday, 22 June 2026 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 2025.
2. To re-elect the following persons as directors of the Company (the “Directors”):
 - (a) Mr. Su Yi as an executive Director;
 - (b) Mr. Wu Xiaoqiang as an executive Director;
 - (c) Ms. Yu Lijie as an executive Director; and
 - (d) Dr. Tsui Wai Ling Carlye 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 number of shares which to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) 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)) 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 of the Company prior to the next annual general meeting of the Company; 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 (as hereinafter defined) or thereafter;
- (b) the aggregate number of shares 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 (as hereinafter defined);
 - (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 of the Company prior to the next annual general meeting of the Company; 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.”

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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 number of shares 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.”

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

29 May 2026

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, in good faith, 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. The trustee(s) holding unvested Shares of the share schemes of the Company, whether directly or indirectly, is required to abstain from voting on matters that require Shareholders' approval pursuant to the Listing Rules.
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 Hong Kong Share Registrar, 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 10:00a.m. on Saturday, 20 June 2026) 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.
6. The transfer books and register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026, 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. The record date for the entitlement to attend and vote at the Meeting is Monday, 22 June 2026. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, 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 Monday, 15 June 2026.
7. As at the date of this notice, the Board comprises Mr. HUANG Junfeng (Chairman), Mr. WANG Mingcheng, Mr. SU Yi, Mr. WU Xiaoqiang and Ms. YU Lijie as executive Directors; and Dr. TSUI Wai Ling Carlye, Mr. SHEN Jinjun and Ms. YU Jianrong as independent non-executive Directors.
8. Holders of treasury Shares, if any, have no voting rights at the general meeting(s) of the Company.
9. References to time and dates in this notice are to Hong Kong time and dates.