THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, or registered institutions 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 accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, or registered institutions in securities, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

This circular appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

This circular and the information herein does not constitute or form a part of any offer or solicitation to purchase, subscribe or sell securities in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state of the United States or other jurisdiction. The securities referred to herein are being offered and sold outside the United States in reliance on Regulation S under the Securities Act ("**Regulation S**") and may not be offered or sold within the United States absent registration or an applicable exemption from registration under the Securities Act. No public offering of the securities referred to herein will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. No money, securities or other consideration is being solicited by this circular or the information contained herein and, if sent in response to this circular or the information contained herein, will not be accepted.

正通

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)

(1) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Large Conference Room, 12th Floor, Guomao Business Center, No. 669 Sishuidao, Huli District, Xiamen, Fujian Province, PRC on Monday, 10 August 2026 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Saturday, 8 August 2026) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.

22 July 2026

CONTENTS

In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:

"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Board"	the board of Directors
"Business Day"	means any day (excluding a Saturday, Sunday, public holiday in Hong Kong and a day on which a tropical cyclone warning signal number 8 or above or a "black rainstorm warning signal" is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is generally open for trading of securities in Hong Kong
"Closing Date"	means the third Business Day after the date on which the conditions to the completion of the Placing are fulfilled
"Company"	China ZhengTong Auto Services Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1728.HK)
"Connected Subscription"	the subscription of 6,669,060,524 Connected Subscription Shares by Xinda Motors pursuant to the Connected Subscription Agreement
"Connected Subscription Agreement"	the subscription agreement dated 25 January 2025 entered into between the Company and Xinda Motors in relation to the Connected Subscription
"Connected Subscription Price"	the subscription price of HK$0.15 per Connected Subscription Share
"Connected Subscription Shares"	6,669,060,524 Shares issued by the Company to Xinda Motors pursuant to the Connected Subscription
"Director(s)"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened at Large Conference Room, 12th Floor, Guomao Business Center, No. 669 Sishuidao, Huli District, Xiamen, Fujian Province, PRC on Monday, 10 August 2026 at 10:00 a.m. to consider, and if thought fit, to approve the Placing, including the grant of the Specific Mandate for the allotment and issue of the Placing Shares
"Group"	the Company and its subsidiaries

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Last Trading Day"	30 June 2025
"Latest Practicable Date"	20 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	31 August 2026 (or such later date as may be agreed in writing between the Company and the Placing Agent)
"Offer"	the unconditional mandatory cash offer being made by CLSA Limited on behalf of Xinda Motors to acquire all the issued Shares (other than those already owned or agreed to be acquired by Xinda Motors and/or parties acting in concert with it) which closed on 30 June 2025
"Offer Price"	the price at which the Offer was made, being HK$0.15 per Offer Share
"Offer Shares"	all of the Share(s) in issue at the time of the Offer, other than those already owned or agreed to be acquired by Xinda Motors and/or parties acting in concert with it
"Placee(s)"	investor(s) procured by the Placing Agent to purchase the Placing Shares pursuant to the Placing Agreement
"Placing"	the placing to the Placees procured by the Placing Agent of the Placing Shares subject to the terms and conditions set out in the Placing Agreement
"Placing Agent"	Fortune (HK) Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance
"Placing Agreement"	the placing agreement entered into between the Company and the Placing Agent dated 30 June 2026 in respect of the Placing
"Placing Announcements"	the announcement of the Company dated 30 June 2026, the announcement to be issued by the Company following the completion of the Placing and all other announcements relating to the Placing to be issued by the Company as required by the Stock Exchange

"Placing Price"	HK$0.15 per Placing Share
"Placing Shares"	up to 2,203,531,500 new Shares to be issued pursuant to the Placing
"PRC"	the People's Republic of China, and for the purpose of this circular excludes Hong Kong, Macao Special Administrative Region, and Taiwan Region
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	the ordinary share(s) of HK$0.1 each in the issued share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Specific Mandate"	a specific mandate to be granted to the Directors in relation to the proposed allotment and issue of the Placing Shares to be approved by the Shareholders at the EGM
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	have the meaning given to such term in the Listing Rules
"U.S." or "United States"	the United States of America
"Xinda Motors"	Xinda Motors Co., Limited (信達汽車(香港)有限公司), a company incorporated in Hong Kong with limited liability
"%"	per cent

English translations of company names in Chinese which are marked with "" are for identification purposes only.*

正 通

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)

Independent Non-Executive Directors:
Dr. TSUI Wai Ling Carlye (徐尉玲)
Mr. SHEN Jinjun (沈進軍)
Ms. YU Jianrong (于建榕)

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY 1–1111
Cayman Islands

Principal Place of business in Hong Kong:
Flat C, 32/F
Lippo Centre Tower 1
89 Queensway
Hong Kong

22 July 2026

To the Shareholders

Dear Sir/Madam,

(1) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated 30 June 2026 in relation to the Placing of up to 2,203,531,500 Placing Shares under the Specific Mandate. The Placing is conditional upon and subject to the approval of the Shareholders at the EGM.

The purpose of this circular is to provide further details on the Placing, and to give you notice of the EGM to consider and, if thought fit, approve the Placing.

II. PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

The Board announced that on 30 June 2026 (after trading hours) that the Company and the Placing Agent entered into the Placing Agreement, pursuant to which, the Company agreed to appoint the Placing Agent, and the Placing Agent agreed to act as the agent of the Company to procure, on a best efforts basis, not less than six Placees to subscribe for up to 2,203,531,500 new Shares at the Placing Price upon the terms and subject to the conditions set out in the Placing Agreement.

THE PLACING AGREEMENT

Date

30 June 2026 (after trading hours)

Parties

(i) The Company; and

(ii) The Placing Agent.

The Placing Agent

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are independent of the Company and the connected persons of the Company.

Number of the Placing Shares

The Placing Agent has agreed to act as agent of the Company to procure, on a best efforts basis, not less than six Placees to subscribe for up to 2,203,531,500 new Shares at the Placing Price (together with the SFC transaction levy, the AFRC transaction levy and the Stock Exchange trading fee payable by the Placees), upon the terms and subject to the conditions set out in the Placing Agreement.

The maximum of 2,203,531,500 Placing Shares represent: (a) approximately 22.00% of the total existing issued Shares, as at the Latest Practicable Date; and (b) approximately 18.03% of the total issued Shares, as enlarged by the allotment and issue of 2,203,531,500 Placing Shares (assuming there will be no change to the total number of Shares in issue from the Latest Practicable Date to the completion of the Placing other than the issue by the Company of the Placing Shares).

Rights of the Placing Shares

The Placing Shares will rank *pari passu* in all aspects with the existing Shares upon issuance.

Placees

The Placing Shares are expected to be placed to not less than six independent Placees, who are either individual or institutional investor. The Placing Agent should use all reasonable endeavours to ensure that, among other things, the Placees and their respective ultimate beneficial owners are independent of the Company and its connected persons.

Immediately after completion of the Placing, it is expected that none of the Placees will become a substantial shareholder (as defined under the Listing Rules) of the Company.

Placing Price

The Placing Price is HK$0.15 per Placing Share and represents:

(a) a premium of approximately 4.90% over the closing price of HK$0.143 per Share as quoted on the Stock Exchange on 30 June 2026, being the date of the Placing Agreement;

(b) a premium of approximately 4.90% over the closing price of HK$0.143, being the average closing price as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement;

Note: As trading of the Shares has been suspended since 2 July 2025, the closing price per Share as quoted on the Stock Exchange on 30 June 2026 and the average closing price per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement are the same as the closing price per Share as quoted on the Stock Exchange on 30 June 2025 (i.e. the Last Trading Day).

(c) a premium of approximately 6.76% over the average closing price of HK$0.1405 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to the Last Trading Day;

(d) a premium of approximately 19.05% over the average closing price of HK$0.1260 per Share as quoted on the Stock Exchange for the last 60 consecutive trading days immediately prior to the Last Trading Day;

(e) a premium of approximately HK$0.17791 over the audited consolidated net liabilities per Share as at 31 December 2025 of approximately RMB0.02424 (equivalent to approximately HK$0.02791, calculated using an exchange rate of HK$100 = RMB86.86 as announced by the People's Bank of China on 30 June 2026) calculated based on the audited total deficit attributable to the equity Shareholders as at 31 December 2025 of approximately RMB242,781,000 and 10,016,050,944 Shares in issue as at the Latest Practicable Date.

The net Placing Price (after deducting the costs and expenses of the Placing) is approximately HK$0.149 per Placing Share. Based on a nominal value of HK$0.10 per Share, the aggregate nominal value of the Placing Shares is HK$220,353,150.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to the trading prices of the Shares before the Last Trading Day, the Connected Subscription Price of HK$0.15 per Connected Subscription Share and the Offer Price of HK$0.15 per Offer Share, respectively, and the funding needs, financial position and prospects of the Company. The Directors consider that the Placing Price is fair and reasonable in light of the prevailing market conditions and liquidity of the Shares and the Placing are in the interests of the Company and its Shareholders as a whole.

Condition of the Placing

Completion of the Placing is conditional upon the fulfillment of the following conditions:

(a) the Shareholders approving in general meeting the grant of the Specific Mandate in connection with this Placing; and

(b) the Stock Exchange having granted the listing approval for the Placing Shares, and such listing approval remaining in full force and effect.

If the above conditions are not fulfilled on or before the Long Stop Date, the obligations of the Company and the Placing Agent under the Placing Agreement shall terminate and neither of the parties shall have any claim against the others for costs, damages, compensation or otherwise in respect of the Placing save for relevant costs and expenses of the Placing Agent as contemplated under the Placing Agreement.

While the Placing Agreement allows for a mutually agreed extension of the Long Stop Date, the necessity of such flexibility is driven by the time required for the Placing to complete under the Company's article of association and the Listing Rules, including the time required for (1) submitting this circular to the Stock Exchange for review; (2) giving Shareholders' notice of the EGM; and (3) obtaining listing approval for the Placing Shares, taking into account the black-out period relating to the Company's interim results. Taking these necessary legal and regulatory steps into account, it is expected that the Placing will be completed no later than 30 September 2026.

Termination

If any of the following events occur at any time prior to the Closing Date,

(a) if there has come to the notice of the Placing Agent:

(i) that any statement contained in the Placing Announcements was when the Placing Announcements was issued, or has become, untrue, incorrect or misleading in any material respect; or

(ii) any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of the Placing Announcements, constitute a material omission therefrom; or

(iii) any material breach of the undertakings, warranties and representations of the Company set out in the Placing Agreement; or

(iv) any material breach of any of the obligations imposed upon the Company; or

(v) any adverse material change in the business or in the financial or trading position of the Group taken as a whole which is material in the context of the Placing; or

(b) if there develops, occurs, or comes into effect:

(i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which could reasonably be expected to result in a material adverse change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the reasonable opinion of the Placing Agent (after negotiation with the Company) would materially prejudice the success of the Placing; or

(ii) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the reasonable opinion of the Placing Agent (after negotiation with the Company), would materially prejudice the success of the Placing; or

(iii) any change in conditions of local, national or international securities markets occurs which in the reasonable opinion of the Placing Agent (after negotiation with the Company) would materially prejudice the success of the Placing; or

(iv) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority locally, or nationally, or in any other jurisdiction relevant to the Group and if in the reasonable opinion of the Placing Agent (after negotiation with the Company) any such new law or change would materially and adversely affect the business or financial prospects of the Group (as the case may be) and/or materially prejudice the success of the Placing; or

(v) a change or development occurs involving a prospective change of taxation or exchange control (or the implementation of exchange control) locally, or nationally, or in any other jurisdiction relevant to the Group and if in the reasonable opinion of the Placing Agent (after negotiation with the Company), any such change or development would materially prejudice the success of the Placing; or

(vi) any material litigation or claim of any third party being instigated against any member of the Group, which has or may have a material effect on the business or financial prospects of the Group and which in the reasonable opinion of the Placing Agent would materially prejudice the success of the Placing,

then, the Placing Agent may, by giving a written notice to the Company, at any time prior to 8:30 a.m. (Hong Kong time) on the Closing Date, terminate the Placing Agreement without liability to the Company and, save for any antecedent breach of any obligation and liabilities contemplated under the Placing Agreement, the Placing Agreement shall cease to have effect and neither the Company nor the Placing Agent shall have any rights or claims by reason of the termination.

Application for listing of the Placing Shares

An Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Placing Shares.

Completion of the Placing

Subject to the fulfillment of the conditions set out above, the completion of the Placing will take place on the Closing Date.

As completion of the Placing is subject to satisfaction of certain conditions precedent, the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

SPECIFIC MANDATE TO ISSUE THE PLACING SHARES

The Placing Shares will be allotted and issued pursuant to the Specific Mandate to be sought at the EGM. Resolution will be proposed at the EGM to be held and convened for the Shareholders' approval of the grant of Specific Mandate.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in 4S dealership business, automobile supply chain business and comprehensive properties business in the PRC. The Directors consider that the issue of the Placing Shares enables the Company to seize market opportunities to replenish its working capital for its subsequent development and operations, including without limitation the development of new energy business and international business. The Directors also believe that the Placing will facilitate the resumption of trading of Shares by increasing the public float of the Company. The Directors consider that the terms of the Placing Agreement (including the Placing Price) are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Assuming that all Placing Shares are fully placed, the aggregate gross proceeds from the Placing are expected to be approximately HK$330.53 million. The Company intends to use the net proceeds of approximately HK$328.64 million (after deducting related costs and expenses) from the Placing for replenishing its working capital. Specifically, as set out in the Company's Annual Report 2025, the Group has become a key dealer for certain new energy vehicle brands and has established connections with multiple new energy OEMs and maintained a continued presence in the new energy sector. It is expected that about 85% of such net proceeds will be used for procurement of new energy vehicles in the third quarter this year to support the development of the Group's new energy business. Turning to the Group's international operations, which focused on automobile export and trading businesses, the Group's operations now span across Europe, Africa, Southeast Asia and Latin America with expanding localised dealership operations, including a first dealership store in Thailand. The remaining 15% of such net proceeds is expected to be used to replenish the working capital for the Group's overseas trading operations.

Assuming that all Placing Shares are fully placed, the table below summarises the proposed use of the net proceeds from the Placing of approximately HK$328.64 million:

Proposed use of net proceeds	Approximate percentage of total amount	Amount of net proceeds (HK$ million)
Replenishing working capital for procurement of new energy vehicles in the third quarter of 2026 to support the development of the Group's new energy business	85%	279.34
Replenishing working capital for the Group's overseas trading operations	15%	49.30

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the Placing is set out as follows (assuming all Placing Shares are fully placed and no other changes to the share capital of the Company prior to completion of the Placing):

	As at the Latest Practicable Date		Immediately after completion of the Placing	
Name of Shareholders	Number of Shares	Approximate %	Number of Shares	Approximate %
Controlling Shareholder				
Xiamen ITG Holding Group Co., Ltd.* (廈門國貿控股集團有限公司)[(2)]	9,085,216,736	90.71	9,085,216,736	74.35
Public Shareholders				
Placees[(3)]	—	—	2,203,531,500	18.03
Other public shareholders	930,834,208	9.29	930,834,208	7.62
Total	10,016,050,944	100.00	12,219,582,444	100.00

Notes:

1. Percentages listed herein are subject to rounding.

2. Xiamen ITG Holding Group Co., Ltd.* (廈門國貿控股集團有限公司) is deemed to be interested in the 22,359,500 Shares held by Hong Kong Sindanol Limited, which is a wholly owned subsidiary of Xiamen Xindeco Ltd.* (廈門信達股份有限公司), and ITG Holding was beneficially interested in approximately 40.38% of the issued share capital of Xiamen Xindeco Ltd.* according to the first quarterly report of 2026 published by Xiamen Xindeco Ltd.* on 24 April 2026. Xinda Motors, a wholly owned subsidiary of ITG Holding, held 9,062,857,236 Shares as at the Latest Practicable Date.

3. None of the Placees nor the Placing Agent is a substantial shareholder as at the Latest Practicable Date, and it is expected that none of the Placees nor the Placing Agent will become a substantial shareholder of the Company immediately upon the completion of the Placing.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund-raising exercises in the past twelve months immediately before 30 June 2026, being the date of the announcement of the Company in relation to the Placing.

III. GENERAL

The EGM will be convened to consider and, if thought fit, pass the requisite resolution to approve the Placing and the transactions contemplated thereunder.

A resolution approving the Placing Agreement and the transactions contemplated thereunder (including the allotment and issue of the Placing Shares under the Specific Mandate) will be proposed at the EGM to be approved by the Shareholders by way of resolution to be passed by more than 50%, of the votes cast by the Shareholders that are cast either in person or by proxy, respectively, at the EGM.

The voting at the EGM will be conducted by way of poll. Shareholders who are involved in or interested in the Placing and their close associates will be required to abstain from voting in respect of the resolution to approve the Placing at the EGM.

To the Directors' knowledge, as at the Latest Practicable Date, none of the Shareholders had any material interest in the Placing and the transactions contemplated thereunder, and none of the Shareholders is required to abstain from voting at the EGM on the resolution approving the Placing and the transactions contemplated thereunder.

A notice convening the EGM to be held at Large Conference Room, 12th Floor, Guomao Business Center, No. 669 Sishuidao, Huli District, Xiamen, Fujian Province, PRC on Monday, 10 August 2026 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

A proxy form for use in connection with the EGM is accompanied with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

For determining the entitlement to attend and vote at the EGM, the record date is Monday, 10 August 2026 and the register of members of the Company will be closed from Wednesday, 5 August 2026 to Monday, 10 August 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 4 August 2026.

IV. CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended since 2 July 2025. Under Rule 6.01A(1) of the Listing Rules, the Company must ensure trading in its Shares to resume by the 18-month prescribed remedial period ending on 2 January 2027. Otherwise, the Stock Exchange will be entitled to delist the Company. To resume trading, the Company must demonstrate to the Stock Exchange's satisfaction that it has met all the resumption guidance, addressed all the issues arising from time to time warranting a trading suspension and re-complied with the Listing Rules by the resumption deadline. The Company will disclose updates on the satisfaction of resumption guidance by way of announcement, as and when appropriate.

Where a long-suspended issuer's corporate actions include equity fundraisings, the Stock Exchange would consider granting the required listing approval only if the issuer satisfies the Stock Exchange that upon completion of the equity fundraisings, the issuer will then have fulfilled all the resumption guidance, re-complied with the Listing Rules, and been eligible for trading resumption.

Publication of this circular does not indicate that the Stock Exchange is satisfied that the Company has fulfilled any resumption guidance nor would it constitute any decision or conclusion from the Stock Exchange not to delist the Company nor warrant any approval from the Stock Exchange on the resumption of trading in the existing Shares on the Stock Exchange.

V. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement (including the Placing Price) are fair and reasonable, on normal commercial terms, and are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the forthcoming EGM.

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
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

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, 12th Floor, Guomao Business Center, No.669 Sishuidao, Huli District, Xiamen, Fujian Province, the PRC on Monday, 10 August 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTION

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

   "**THAT**

   (a) the placing agreement (the "**Placing Agreement**") dated 30 June 2026 and entered into between the Company as issuer and Fortune (HK) Securities Limited as the placing agent in relation to the placing of up to 2,203,531,500 shares of the Company (the "**Placing Shares**") on a best efforts basis at the placing price of HK$0.15 per Placing Share (a copy of the Placing Agreement having been produced to the EGM and marked "A" and initialled by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Placing Shares) be approved, confirmed and ratified;

   (b) the board of directors of the Company be and is hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions of the Placing Agreement;

   (c) the chairman of the Company (the "**Chairman**") or such person authorized by the Chairman be and are authorized to do all such further acts and things and to sign and execute all such documents and to take all such steps which in their absolute opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to any matter relating to or incidental to the Placing Agreement and the transactions contemplated thereunder."

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

Hong Kong, 22 July 2026

Registered Office:
Cricket Square
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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 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.

2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more (if it/he/she holds more than one share) proxies to attend and vote instead of it/him/her. 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.

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 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 Saturday, 8 August 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.

5. The transfer books and register of members of the Company will be closed from Wednesday, 5 August 2026 to Monday, 10 August 2026 (being the record date), 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. Tuesday, 4 August 2026.

6. 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.

7. References to time and dates in this notice are to Hong Kong time and dates.