
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about any aspect of this circular, 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 and annual report to the purchaser or transferee 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 or transferee.

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
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2012 annual general meeting of China ZhengTong Auto Services Holdings Limited (the "Company") is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it 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, 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 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and any adjournment thereof if you so wish.

24 April 2012

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I – Explanatory Statement	7
Appendix II – Biographical Details of Directors Proposed for Re-election	10
Appendix III – Notice of 2012 Annual General Meeting	14

DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be held at Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on 25 May 2012 at 3:00 p.m., or any adjournment thereof
“Articles”	the articles of association adopted by the Company from time to time
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Company”	China ZhengTong Auto Services Holdings Limited 中國正通汽車服務控股有限公司, 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
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of the Company, means Grand Glory, Joy Capital and Mr. Wang
“Director(s)”	the director(s) of the Company
“Grand Glory”	Grand Glory Enterprises Limited, a company incorporated in Bahamas, whose entire issued share capital is the trust asset of The Grand Glory Trust, which was founded by Mr. Wang as settlor and managed by J.P. Morgan Trust Company (Bahamas) Limited as trustee for The Grand Glory Trust. The discretionary beneficiaries of The Grand Glory Trust include Mr. Wang and his family members
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution
“Joy Capital”	Joy Capital Holdings Limited, a company incorporated in BVI, which is wholly owned by Grand Glory and which is the direct controlling shareholder of the Company
“Latest Practicable Date”	18 April 2012, 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
“Mr. Wang”	Mr. Wang Muqing
“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
“Pre-IPO Share Option Scheme”	the pre-initial public offering share option scheme adopted by the Company on 17 November 2010 under which the Company has granted options to certain Directors, senior management, employees and former employees of the Group to subscribe for Shares at the respective exercise prices of RMB1.5, RMB2.0 or RMB2.5 per share, depending on the date of grant
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“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
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Hong Kong Securities and Futures Commission
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD



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. WANG Kunpeng (王昆鵬) (*Chief Executive Officer*)
Mr. LI Zhubo (李著波) (*Chief Financial Officer*)
Mr. LIU Dongli (柳東麗) (*Chief Investment Officer*)
Mr. CHEN Tao (陳弢)
Mr. SHAO Yong Jun (邵永駿)

Registered Office:

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

Non-Executive Director:

Mr. WANG Muqing (王木清)

Principal Place of Business in

Hong Kong:

Unit 5905, 59/F.
The Center
99 Queen's Road Central
Hong Kong

Independent Non-Executive Directors:

Dr. WONG Tin Yau, Kelvin (黃天祐)
Mr. TAN Xiangyong (譚向勇)
Mr. ZHANG Yansheng (張燕生)

24 April 2012

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Friday, 25 May 2012. These include ordinary resolutions relating to (i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

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 resolutions at the AGM.

THE ISSUE MANDATE

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 2,207,596,820 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 441,519,364 Shares.

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

In relation to item 2 in the notice of the AGM, Mr. Wang Kunpeng, Mr. Liu Dongli and Mr. Chen Tao shall retire from office as Directors at the AGM and, being eligible, will offer themselves for re-election pursuant to Article 105 of the Articles.

Mr. Shao Yong Jun shall retire from office as Director at the AGM and, being eligible, shall offer himself for re-election pursuant to Article 109 of the Articles.

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

NOTICE OF 2012 ANNUAL GENERAL MEETING

Notice of the 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 (www.hkexnews.hk) and of the Company (www.zhengtongauto.com). Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish.

VOTING AT THE 2012 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules and the Company's Articles, all votes of the Shareholders at general meetings must be taken by poll. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and Issue Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

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

WANG Kunpeng

Chief Executive Officer and Executive Director

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. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,207,596,820 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 220,759,682 Shares, being 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. 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.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands, including (without limitation) the available cash flow or working capital facilities of the Company.

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 2011) 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.

4. 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>
2011		
April	9.02	7.80
May	9.20	8.18
June	9.28	7.99
July	11.48	8.84
August	11.26	8.00
September	10.72	6.78
October	9.80	5.46
November	10.10	7.54
December	8.08	6.32
2012		
January	8.41	6.95
February	9.92	7.55
March	9.47	6.77
April (up to the Latest Practicable Date)	8.80	7.40

5. GENERAL

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association as adopted by the Company from time to time.

The Company has not been notified by any Connected Person 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.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could be treated as having obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of knowledge and belief of the Company, the Controlling Shareholders were interested in 1,372,516,820 Shares representing approximately 62.17 per cent of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares, which is proposed to be granted to the Directors pursuant to the Repurchase Mandate, the shareholding of the Controlling Shareholders would be increased to approximately 69.08 per cent of the total issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code, and also would not reduce the number of Shares held by the public to less than 25 per cent of the Company's total issued share capital.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

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

1. MR. WANG KUNPENG – Executive Director

Mr. Wang Kunpeng (王昆鵬先生), aged 40, is an executive director appointed on 20 July 2010 and has served as the chief executive officer of the Group since 1 May 2010. Mr. Wang is also the chairman of the operation and management committee and a member of the remuneration committee of the Company. He has held several senior management positions within the Group since 2006, including at Hubei Shengze Industry Co., Ltd. (湖北聖澤實業有限公司) where he has been the chief executive officer since 2009 and was previously the special assistant of the president and at Wuhan Shengze Jietong Logistics Co., Ltd. (武漢聖澤捷通物流有限公司), where he was the general manager and had the primary responsibilities of overseeing the logistics services business. Prior to joining the Group in 2006, Mr. Wang held several positions in FAW-Volkswagen Sales Company Ltd. (一汽大眾銷售有限責任公司), a company engaged in distribution-related activities with respect to Volkswagen automobiles, from 1997 to 2006, including as the general manager of the central south China region from 2002 to 2006, the chief executive manager of Liaoning and Shandong region from 2000 to 2002, the manager of the Liaoning region from 1997 to 2000, where his primary responsibilities included the management of sales of, after-sales services for, and logistics services relating to Audi and Volkswagen branded automobiles. Mr. Wang received a diploma in vehicle engineering from Jilin University of Technology in 1994.

Mr. Wang has entered into a service contract with the Company for an initial term of three years with effect from 17 November 2010, determinable by either party by giving 3 months' written notice and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles.

Mr. Wang received total emolument of RMB1,039,000 for the year ended 31 December 2011 which was determined by the Board with the recommendation of the remuneration committee with reference to his commitment, responsibilities and performance as well as the Group's performance and prevailing market conditions.

Mr. Wang does not have any relationships with any directors, senior management or substantial or Controlling Shareholders of the Company. He does not at present, nor did he in the last three years, hold any directorships in any public companies other than the Company, the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Wang was taken to be beneficially interested in 1,230,000 underlying shares of the Company within the meaning of Part XV of the SFO in respect of share options granted to him under the Pre-IPO Share Option Scheme.

2. MR. LIU DONGLI – Executive Director

Mr. Liu Dongli (柳東麗先生), aged 41, has been an executive director since 7 August 2010 and the chief investment officer of the Group since 1 May 2010 and is responsible for strategic investments and the development of dealership network, including the establishment

and acquisition of dealership stores. Mr. Liu has over 10 years of experience in the automobile industry. He is also a member of the nomination committee and a member of the operation and management committee of the Company. Mr. Liu joined the Group as the vice president of Hubei Shengze Industry Co., Ltd. (湖北聖澤實業有限公司) from August 2009 to July 2010. Prior to joining the Group, Mr. Liu was the chief operating officer of China Grand Automotive Service Co., Ltd. (廣匯汽車服務股份公司), a major automobile dealership group in China, from October 2007 to February 2009, as its acting chief executive officer for one year and the chief dealership network officer from February 2009 to July 2009. From 1999 to 2007, Mr. Liu held various positions in Shanghai Shenhua Holdings Co., Ltd. (上海申華控股股份有限公司 stock code: 600653), a listed subsidiary of Brilliance Auto Group Co., Ltd. (華晨汽車集團控股有限公司) which is an automobile manufacturer that has indirectly established BMW Brilliance Automotive Co., Ltd. (華晨寶馬汽車有限公司) with BMW AG to manufacture BMW branded automobiles in China, including acting as the deputy manager of investment department from 1999 to 2002, the secretary to the board of directors and the head of investment department from 2002 to 2003, the vice president from June 2002 to October 2007 and a director from December 2005 to October 2007.

Mr. Liu received a bachelor's degree in business management from Shanghai University of Finance and Economics in 1992 and a master's degree in business administration from Shanghai University of Finance and Economics in 2000. Mr. Liu is also the vice chairman of the China Auto Dealers Chambers of Commerce and an executive member of China Automobile Dealers Association.

Mr. Liu has entered into a service contract with the Company for an initial term of three years with effect from 17 November 2010, determinable by either party by giving 3 months' written notice and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles.

Mr. Liu received total emoluments of RMB970,000 for the year ended 31 December 2011 which was determined by the Board with the recommendation of the remuneration committee with reference to his commitment, responsibilities and performance as well as the Group's performance and prevailing market conditions.

Mr. Liu does not have any relationships with any directors, senior management or substantial or Controlling Shareholders of the Company nor does he hold any other positions in the Group. He does not at present, nor did he in the last three years, hold any directorships in any public companies other than the Company, the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Liu was taken to be beneficially interested in 1,230,000 underlying shares of the Company within the meaning of Part XV of the SFO in respect of share options granted to him under the Pre-IPO Share Option Scheme.

3. MR. CHEN TAO – Executive Director

Mr. Chen Tao (陳弢先生), aged 41, has served as a non-executive director of the Group since 7 August 2010 and was re-designated as an executive director on 12 March 2011. In the Group, he is responsible for strategic management and planning. Mr. Chen was a member of the audit committee of the Company from 17 November 2010 to 12 March 2011. Mr. Chen has over 16 years of experience in management consulting and has, since joining the Group in 2009, been a consultant to Hubei Shengze Industry Co., Ltd. (湖北聖澤實業有限公司) since 2009. Prior to joining the Group, Mr. Chen served as a management consultant of Beijing Pilot Sales Marketing Management Consultant Co., Ltd. (北京派力營銷管理諮詢有限公司) from 1994 to 1998 and as a management consultant of Shanghai Bexcel Management Consultants Co., Ltd. (上海遠卓企業管理諮詢有限責任公司) from 1999 to 2009. Mr. Chen received a bachelor's degree in machinery design and manufacture from Zhejiang University in 1992.

Mr. Chen has entered into a service contract with the Company for an initial term of three years commencing from 12 March 2011, determinable by either party by giving 3 months' written notice and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. Mr. Chen received total emoluments of RMB729,000 for the year ended 31 December 2011 which was determined by the Board with the recommendation of the remuneration committee with reference to his commitment, responsibilities and performance as well as the Group's performance and prevailing market conditions.

Mr. Chen does not have any relationships with any directors, senior management or substantial or Controlling Shareholders of the Company nor does he hold any other positions in the Group. He does not at present, nor did he in the last three years, hold any directorships in any public companies other than the Company, the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chen did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

4. MR. SHAO YONG JUN – Executive Director

Mr. Shao Yong Jun (邵永駿), aged 37, has been an executive director of the Company since 18 August 2011. Mr. Shao served as vice president of Huaxiang Group between 2008 and 2010, general manager of Shenzhen Zhaohongyuan Technology Co., Ltd.* (深圳兆鴻源科技有限公司) between 2004 and 2007, and an auditor of KPMG China between 1997 and 2003. Mr. Shao received a bachelor's degree of accounting and auditing from Shenzhen University in 1996 and an EMBA from Shanghai Jiao Tong University in 2005. Mr. Shao has been the vice president of the Company since July 2011 and is mainly responsible for the investor relations and logistics services business of the Group.

Mr. Shao has entered into a director's service contract with the Company on 18 August 2011 commencing from 18 August 2011 to 16 November 2013. Mr. Shao is subject to retirement by rotation and re-election at least once every three years at the annual general

(* For identification purpose only)

meeting of the Company in accordance with the provisions of the Articles. Mr. Shao received total emoluments of RMB457,000 for the year ended 31 December 2011 which was determined by the Board with the recommendation of the remuneration committee with reference to his commitment, responsibilities and performance as well as the Group's performance and prevailing market conditions.

In June 2010, the Group, through its subsidiary Rising Wave Development Limited, acquired the entire issued share capital in Tongda Group (China) Co., Limited, which is now an indirectly wholly owned subsidiary of the Company, from Mr. Shao who was then an independent third party (as defined in the Listing Rules). Save as disclosed above, Mr. Shao does not hold any other position in the Company or any of its subsidiaries. He does not at present, nor did he in the last three years, hold any directorships in any public companies, other than the Company, the securities of which are listed in Hong Kong or overseas. Mr. Shao does not have any relationships with any directors, senior management or substantial or Controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Shao did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

5. GENERAL

Save as disclosed above, each of the above retiring Directors proposed for re-election has confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.



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 2012 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 Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 25 May 2012 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2011.
2. To re-elect the following persons as directors of the Company:
 - (a) Mr. Wang Kunpeng;
 - (b) Mr. Liu Dongli;
 - (c) Mr. Chen Tao; and
 - (d) Mr. Shao Yong Jun.
3. To authorise the board of directors to fix the remuneration of the directors of the Company (the “Directors”).
4. To re-appoint 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 (“Shares”) in the capital of the Company 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 nominal amount of the share capital of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company 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; 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 the unissued Shares 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 or thereafter;

- (b) the aggregate nominal amount of the share capital issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue;
 - (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; 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.”.

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 of the Company pursuant to resolution 6 to exercise the powers of the Company to issue, allot and deal with the unissued shares in the share capital of the Company be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital 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 aggregate nominal amount of the issued share capital of the Company 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

WANG Kunpeng

Chief Executive Officer and Executive Director

24 April 2012

Notes:

1. All resolutions at the Meeting will be taken by poll 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 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. 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 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 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.
4. In order to qualify as members to attend and vote at the Meeting, investors are urged to lodge all transfers of shares accompanied by the relevant share certificates 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 for registration not later than 4:30 p.m. on Tuesday, 22 May 2012. The register of members of the Company will be closed from Wednesday, 23 May 2012 to Friday, 25 May 2012, both days inclusive, during which period no transfer of shares will be effected.

As at the date of this notice, the Board comprises Mr. WANG Kunpeng (Chief Executive Officer), Mr. LI Zhubo, Mr. LIU Dongli, Mr. CHEN Tao and Mr. SHAO Yong Jun, as Executive Directors; Mr. WANG Muqing as a Non-Executive Director; and Dr. WONG Tin Yau, Kelvin, Mr. TAN Xiangyong and Mr. ZHANG Yansheng as Independent Non-Executive Directors.