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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.

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China ZhengTong Auto Services Holdings Limited
中國正通汽車服務控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 1728)

**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 2013 annual general meeting of China ZhengTong Auto Services Holdings Limited (the “Company”) is set out on pages 13 to 16 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 at any adjournment thereof if you so wish.

26 April 2013

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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 30 May 2013 at 11:00 a.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
“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

DEFINITIONS

“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”	19 April 2013, 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
“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 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. CHEN Tao (陳弢)

Mr. SHAO Yong Jun (邵永駿)

Non-Executive Director:

Mr. WANG Muqing (王木清)

Independent Non-Executive Directors:

Dr. WONG Tin Yau, Kelvin (黃天祐)

Mr. TAN Xiangyong (譚向勇)

Mr. ZHANG Yansheng (張燕生)

Registered Office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal Place of Business in
Hong Kong:*

Unit 5905, 59/F.

The Center

99 Queen's Road Central

Hong Kong

26 April 2013

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 Thursday, 30 May 2013. 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 2,210,025,640 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 442,005,128 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. Li Zhubo, Mr. Wang Muqing and Mr. Zhang Yansheng 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.

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.

NOTICE OF 2013 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

LETTER FROM THE BOARD

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 2013 ANNUAL GENERAL MEETING

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 AGM will be put to vote by way of poll at the AGM. 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 2,210,025,640 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 221,002,564 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 2012) 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 HK\$	Lowest HK\$
2012		
April	8.80	7.40
May	7.90	4.64
June	5.25	3.96
July	4.50	3.61
August	4.76	3.62
September	5.09	4.15
October	5.44	4.68
November	6.09	4.70
December	5.56	4.82
2013		
January	7.48	5.32
February	7.34	5.76
March	6.58	4.98
April (up to the Latest Practicable Date)	5.21	4.45

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 62.10 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 69.00 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 detail of the Directors proposed for re-election at the AGM:

1. MR. LI ZHUBO – Executive Director

Mr. LI Zhubo (李著波先生), aged 43, Executive Master of Business Administration from Wuhan University. Mr. Li has been an executive Director of the Company since 20 July 2010. He joined the Group in 1999 and is currently the chief financial officer of the Group, responsible for financial planning and management and oversees all the financial aspects of the Company. Before joining the Group, Mr. Li has engaged in financial management in automobile dealership industry with approximately 20 years of experience in financial management in automobile dealership industry.

Mr. Li 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. Li is entitled to a basic annual salary of RMB108,000 under his service contract. In addition, Mr. Li is also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all the executive directors for any financial year of the Company may not exceed 10% of the audited combined or consolidated audited net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company. The emoluments of Mr. Li are 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. Li 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 other public companies, the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Li was taken to be beneficially interested in 320,000 shares of the Company and 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. WANG MUQING – Non-Executive Director

Mr. Wang Muqing (王木清先生), aged 62, is the founder of the Group and has served as a non-executive director since 9 July 2010. Mr. Wang is also the Controlling Shareholder of the Company. Prior to founding the Group in 1999, Mr. Wang held various positions from 1970 to 1998 in the Shiyuan Representative Office of Hubei Industrial Building Group Installation Engineering Co., Ltd. (湖北省工業建築集團安裝工程有限公司十堰辦事處), which engaged in the business of the installation and commission of equipment. As he had an opportunity to meet with some of the manufacturers and/or distributors of automobiles, he became interested in establishing his own business in the automobile industry. He thus established an automobile trading business in 1996 with an initial registered capital amounted to RMB688,000. The management responsibility of such enterprise was then entrusted with other family members of Mr. Wang, and to date, he has not actively participated in the management of any 4S dealership business.

Mr. Wang has signed an appointment letter with the Company for an initial term of three years commencing 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 is not entitled to any remuneration for holding his office as a non-executive director.

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

As at the Latest Practicable Date, Mr. Wang was deemed to be interested in 1,372,516,820 Shares within the meaning of Part XV of the SFO. These Shares were directly owned by Joy Capital, a wholly owned subsidiary of Grand Glory whose entire issued share capital is the trust asset of The Grand Glory Trust which was founded by Mr. Wang as settlor with the discretionary beneficiaries of which including Mr. Wang and his family members.

3. MR. ZHANG YANSHENG – Independent Non-Executive Director

Mr. ZHANG Yansheng (張燕生先生), aged 58, has served as an independent non-executive Director since 17 November 2010. Mr. Zhang is also the Chairman of the Nomination Committee and a member of the Audit Committee of the Company. Mr. Zhang previously served as the Lecturer/Associate Professor of the Central University of Finance and Economics from 1984 to 1996. Mr. Zhang is a Ph.D. supervisor of Renmin University of China and Huazhong University of Science and Technology. He has also been an independent director of Hankou Bank since 2012. In addition, Mr. Zhang also serves in several senior management positions of various official bodies including as the head of the Institute for International Economic Research of National Development and Reform Commission from 1996 to 2012 and Secretary-General of the Academic Committee of National Development and Reform Commission since 2012. Mr. Zhang received a bachelor's degree in law from Sichuan Normal College (now become Sichuan Normal University) in 1981 and graduated from the graduate school of Huazhong University of Science and Technology with a master's degree in Economics. Mr. Zhang is an expert entitled to special subsidy from the State Council of the PRC.

Mr. Zhang has signed an appointment letter with the Company for an initial term of three years commencing 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. Zhang is entitled to an annual director's fee of HK\$300,000 (which is covered by the appointment letter) as determined by the Board and the remuneration committee with reference to the market practice.

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

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

4. 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 2013 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 Thursday, 30 May 2013 at 11:00 a.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 2012.
2. To re-elect the following persons as directors of the Company:
 - (a) Mr. Li Zhubo;
 - (b) Mr. Wang Muqing; and
 - (c) Mr. Zhang Yansheng.
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

26 April 2013

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 Monday, 27 May 2013. The register of members of the Company will be closed from Tuesday, 28 May 2013 to Thursday, 30 May 2013, 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 Zubo, 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.