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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 2014 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 2014

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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 28 May 2014 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”	22 April 2014, 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)

Non-Executive Director:

Mr. WANG Muqing (王木清) (*Chairman*)

Executive Directors:

Mr. WANG Kunpeng (王昆鵬) (*Chief Executive Officer*)

Mr. LI Zubo (李著波) (*Chief Financial Officer*)

Mr. CHEN Tao (陳弢)

Mr. SHAO Yong Jun (邵永駿)

Independent Non-Executive Directors:

Dr. WONG Tin Yau, Kelvin (黃天祐)

Mr. ZHAO Chunjun (趙純均)

Mr. CHANG Xiuze (常修澤)

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 2014

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 Wednesday, 28 May 2014. 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.

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,

LETTER FROM THE BOARD

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 2,210,050,440 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 442,010,088 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

According to Article 105, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

According to Article 109, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at such meeting.

Accordingly, Dr. Wong Tin Yau, Kelvin, Mr. Zhao Chunjun and Mr. Chang Xiuze shall retire from office by rotation at the AGM. Being eligible, each of them will offer himself for re-election as independent non-executive Director at the AGM.

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 THE AGM

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 AGM

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 Muqing

Chairman

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

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,210,050,440 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 221,005,044 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 2013) 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>
2013		
April	5.38	4.45
May	5.04	4.02
June	4.63	3.40
July	4.38	3.37
August	4.90	3.78
September	5.55	4.71
October	5.94	4.85
November	5.60	4.73
December	5.26	4.48
2014		
January	5.04	4.55
February	4.85	4.32
March	4.60	3.92
April (up to the Latest Practicable Date)	4.86	4.19

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. DR. WONG TIN YAU, KELVIN – Independent Non-Executive Director

Dr. WONG Tin Yau, Kelvin (黃天祐博士), aged 53, has served as an independent non-executive Director since 17 November 2010. Dr. Wong also serves as the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Dr. Wong is also an executive Director and a deputy managing director of, the chairman of the corporate governance committee and a member of the executive committee of COSCO Pacific Limited 中遠太平洋有限公司 (stock code: 1199), where he is responsible for the work relating to capital markets and investor relations. Dr. Wong held various senior positions in several listed companies in Hong Kong before he joined COSCO Pacific Limited 中遠太平洋有限公司 in July 1996. In addition, Dr. Wong is the Chairman of The Hong Kong Institute of Directors, a non-executive Director of the Securities and Futures Commission, a former member of Main Board and GEM Listing Committee of The Stock Exchange of Hong Kong Limited (2007–2013), a convenor-cum-member of Financial Reporting Review Panel, a member of the Standing Committee on Company Law Reform and the Corruption Prevention Advisory Committee of Independent Commission Against Corruption, a member of the Appeal Board Panel (Town Planning), a Director of Hong Kong Sports Institute Limited, a council member of the Hong Kong Management Association, a member of the OECD/World Bank Asian Corporate Governance Roundtable and a Council Advisor and past Chairman of Hong Kong Chinese Orchestra Limited. Dr. Wong obtained his Master of Business Administration degree from Andrews University in Michigan, the USA in 1992 and his Doctor of Business Administration degree from The Hong Kong Polytechnic University in 2007. Dr. Wong was appointed as a Justice of the Peace by the Government of the Hong Kong Special Administrative Region in 2013.

Dr. Wong is currently an independent non-executive Director and chairman of the audit committee of Xinjiang Goldwind Science & Technology Co., Ltd. 新疆金風科技股份有限公司 (stock code: 2208), an independent non-executive Director and chairman of the audit committee of I.T Limited (stock code: 0999), and an independent non-executive Director of CIG Yangtze Ports PLC 中國基建港口有限公司 (stock code: 8233). Dr. Wong was also an independent non-executive Director and chairman of the audit committee of China Metal International Holdings Inc. 勤美達國際控股有限公司 (stock code: 0319) during the period from December 2004 to July 2013. All the aforementioned companies are listed on The Stock Exchange.

Dr. Wong has signed an appointment letter with the Company for a term of three years commencing from 17 November 2013, 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. Dr. Wong is entitled to an annual director's fee of HK\$330,000 (which is covered by the appointment letter) as determined by the Board and the Remuneration Committee with reference to the market practice.

Dr. Wong 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.

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

2. MR. ZHAO CHUNJUN – Independent Non-Executive Director

Mr. ZHAO Chunjun (趙純均先生), aged 72, has been appointed as an independent non-executive Director since 19 December 2013. Mr. Zhao is also the chairman of the Nomination Committee and a member of the Audit Committee of the Company. Mr. Zhao has acted as a professor of Tsinghua University, a member of Advisory Board of School of Economy and Management, Tsinghua University, and a member of each of Tsinghua University Administrative Affair Committee and Tsinghua University Academic Board. He has also acted as convenor of the Managing Department of Social Science Committee of Education Ministry and the chairman of Chinese Society for Management Modernization. Mr. Zhao graduated from Tsinghua University. From 1986 to 2005, he had served as an assistant to the dean, first vice-dean and dean of School of Economy and Management, Tsinghua University. He had also served as vice associate supervisor of China National MBA Education Supervisory Committee. Mr. Zhao offers tremendous experience and knowledge about corporate management.

Mr. Zhao is currently an independent non-executive director, the chairman of nomination committee, a member of the audit committee and a member of the remuneration committee of Dongfang Electric Corporation Limited (a company listed both on the Stock Exchange and the Shanghai Stock Exchange) and China Communications Services Corporation Limited (a company listed on Stock Exchange). He is also an independent director of China United Network Communications Limited (a company listed on the Shanghai Stock Exchange). Mr. Zhao had previously acted as the chairman of the supervisory committee of Tongfang Co., Limited, an independent director of each of Daheng New Epoch Technology, Inc. and Bank of China Investment Management Company Limited.

Mr. Zhao has signed an appointment letter with the Company for a term of three years commencing from 19 December 2013, 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. Zhao is entitled to an annual director's fee of HK\$330,000 (which is covered by the appointment letter) as determined by the Board and the Remuneration Committee with reference to the market practice.

Mr. Zhao 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.

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

3. MR. CHANG XIUZE – Independent Non-Executive Director

Mr. CHANG Xiuze (常修澤先生), aged 68, has been appointed as an independent non-executive Director since 19 December 2013. Mr. Chang is also the chairman of the Remuneration Committee and a member of the Nomination Committee and the Audit Committee of the Company. Mr. Chang has acted as a researcher of the National Center for Economic Research of Tsinghua University, professor and Ph.D supervisor of the Academy of Macroeconomic Research, National Development and Reform Commission, vice secretary-general of the Academic Committee of China Economic Academic Fund (Hong Kong) and honorary advisor of Asia Pacific Law Association. Mr. Chang had engaged in economic theory and strategy research for a long time. He is one of the famous economists and experts on macroeconomic field in the PRC. Mr. Chang graduated from the Department of Economic in Nankai University majoring in Plutonomy. He had acted as deputy head of Institute of Economic Research of Nankai University, executive deputy head of Institute of Economic Research of National Planning Commission and a member of the Academic Committee of National Development and Reform Commission. He has a profound understanding of China's macroeconomic. Mr. Chang has been an expert entitled to special subsidy from the State Council of the PRC since 1992.

Mr. Chang is currently an independent director of Tianjin Property Development (Group) Company Limited (a company listed on the Shanghai Stock Exchange). Mr. Chang had previously acted as an independent director of Nanjing Pharmaceutical Co., Ltd.

Mr. Chang has signed an appointment letter with the Company for a term of three years commencing from 19 December 2013, 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. Chang is entitled to an annual director's fee of HK\$330,000 (which is covered by the appointment letter) as determined by the Board and the Remuneration Committee with reference to the market practice.

Mr. Chang 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.

As at the Latest Practicable Date, Mr. Chang 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 2014 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 Wednesday, 28 May 2014 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 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. To re-elect the following persons as directors of the Company:
 - (a) Dr. Wong Tin Yau, Kelvin;
 - (b) Mr. Zhao Chunjun; and
 - (c) Mr. Chang Xiuze.
4. To authorise the board of directors to fix the remuneration of the directors of the Company (the “Directors”).
5. To re-appoint auditors and to authorise the board of Directors to fix their remuneration.
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 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.”.

7. 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.”.

8. 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 6 and 7 as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to resolution 7 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 6, 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 Muqing
Chairman

26 April 2014

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. The transfer books and register of members of the Company will be closed from 26 May 2014 (Monday) to 28 May 2014 (Wednesday), both days inclusive, to determine the entitlement of shareholders to attend and vote at the Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 23 May 2014 (Friday).
5. The transfer books and register of members of the Company will be closed from 4 June 2014 (Wednesday) to 6 June 2014 (Friday), both days inclusive, to determine the entitlement of Shareholders to receive final dividend, 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. on 3 June 2014 (Tuesday).

As at the date of this announcement, the Board comprises Mr. WANG Muqing (Chairman) as a non-executive Director; Mr. WANG Kunpeng (Chief Executive Officer), Mr. LI Zubo, Mr. CHEN Tao and Mr. SHAO Yong Jun as executive Directors; and Dr. WONG Tin Yau, Kelvin, Mr. ZHAO Chunjun and Mr. Chang Xiuze as independent non-executive Directors.