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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in ZMFY Automobile Glass Services Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**正美丰业**

**ZMFY Automobile Glass Services Limited**  
**正美豐業汽車玻璃服務有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8135)**

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

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A notice convening the annual general meeting (the “AGM”) of ZMFY Automobile Glass Services Limited (the “Company”) to be held at 12 Fengbei Road, Fengtai District, Beijing, the PRC on Friday, 7 May 2021 at 10:00 a.m., is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e., at or before 10:00 a.m. on Wednesday, 5 May 2021 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the website of the Company at <http://www.zmfy.com.hk>.*

31 March 2021

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.



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## DEFINITIONS

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

“AGM”	annual general meeting of the Company to be held at 12 Fengbei Road, Fengtai District, Beijing, the PRC on Friday, 7 May 2021 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof;
“Articles of Association”	articles of association of the Company as amended and restated from time to time and “Article” shall mean an article of the Articles of Association;
“Board”	board of Directors;
“Company”	ZMFY Automobile Glass Services Limited (正美豐業汽車玻璃服務有限公司), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on GEM (stock code: 8135);
“Director(s)”	director(s) of the Company;
“Extended Mandate”	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued Shares of the Company as at the date of passing of the ordinary resolution granting such mandate;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM;
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the number of issued Shares of the Company as at the date of passing of the ordinary resolution granting such mandate;
“Latest Practicable Date”	29 March 2021 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular prior to its publication;
“PRC”	People’s Republic of China;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares of the Company as at the date of passing of the ordinary resolution granting such mandate;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“%”	per cent.

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LETTER FROM THE BOARD

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**正美丰业**

**ZMFY Automobile Glass Services Limited**

**正美豐業汽車玻璃服務有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8135)**

*Executive Directors:*

Mr. Xia Xiufeng (*Chairman and Chief Executive Officer*)

Mr. Lo Chun Yim

Mr. Lu Yongmin

*Non-executive Director:*

Mr. Liu Mingyong

*Independent Non-executive Directors:*

Mr. Jiang Bin

Mr. Luo Wenzhi

Mr. Wang Liang

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal Places of Business*

*in Hong Kong:*

B6-8, Room 1011, Block B

Hung Hom Commercial Centre

39 Ma Tau Wai Road

Hung Hom, Kowloon

Hong Kong

31 March 2021

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for increasing the authorised share capital of the Company, granting of the General Mandates to the Directors and the re-election of Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANT OF THE GENERAL MANDATES

#### (a) Issue Mandate and Extended Mandate

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 793,200,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 158,640,000 Shares.

#### (b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate.

The General Mandates will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) at the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) which such authority is revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant to the General Mandates.

### 3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 84 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

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## LETTER FROM THE BOARD

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The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election at the relevant general meeting. Accordingly, each of Mr. Lu Yongmin, Mr. Luo Wenzhi and Mr. Jiang Bin shall retire by rotation, and being eligible, will offer themselves for re-election at the AGM in accordance with the Articles of Association.

Particulars of the above three Directors proposed to be re-elected at the AGM as required under Rule 17.46A of the GEM Listing Rules are set out in Appendix II to this circular.

#### **4. RE-APPOINTMENT OF AUDITOR**

The financial statements of the Group for the year ended 31 December 2020 were audited by BDO Limited whose term of office will expire upon the AGM.

The Board proposes to re-appoint BDO Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

#### **5. AGM AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to consider and, if appropriate, to approve, inter alia, the General Mandates and the re-election of Directors.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website (<http://www.hkgem.com>) and the Company's website (<http://www.zmfy.com.hk>) respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e., at or before 10:00 a.m. on Wednesday, 5 May 2021 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.



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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors consider that the ordinary resolutions to be proposed at the AGM are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

The Board also recommends the Shareholders to vote in favour of the resolution in relation to the re-appointment of BDO Limited as the auditor of the Company to be proposed at the AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors Proposed to be Re-elected at the AGM) to this circular.

### 8. RESPONSIBILITY STATEMENT

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

### 9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**ZMFY Automobile Glass Services Limited**  
**Xia Xiufeng**  
*Executive Director*

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

### **1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully paid-up shares on GEM subject to that all on-market shares repurchased by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchases.

The Company is empowered by its Articles of Association to repurchase its own Shares.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 793,200,000 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the AGM in respect of the grant of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. 793,200,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 79,320,000 Shares, representing 10% of the number of Shares in issue as at the date of the AGM.

### **3. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

**4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

**5. IMPACT OF REPURCHASES**

The Directors consider that there would not 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 of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in 5% or more of the issued share capital of the Company as recorded in the register of interests in shares and short positions of the Company under section 336(1) of Part XV of the SFO:

Name of shareholder	Nature of interest	Number of Shares and underlying Shares held (Note 1)	Approximate percentage of shareholding (%)	Approximate percentage of shareholding if the Company exercises in full the power to repurchase
Lu Yu Global Limited ("Lu Yu") (Note 2)	Beneficial owner	216,000,000(L)	27.23%	30.26%
Mr. Xia Xiufeng (Note 2)	Interest in a controlled corporation	216,000,000(L)	27.23%	30.26%
	Beneficial owner	1,000,000(L)	0.13%	0.14%
Rise Grace Development Limited ("Rise Grace") (Note 3)	Beneficial owner	106,000,000(L)	13.36%	14.85%
Diamond Galaxy Limited (Note 3)	Interest in a controlled corporation	106,000,000(L)	13.36%	14.85%
Mr. Lo Chun Yim (Note 3)	Interest in controlled corporations	166,307,500(L)	20.97%	23.30%
Ms. Hong Man Chu (Note 4)	Interest of spouse	166,307,500(L)	20.97%	23.30%
Xinyi Automobile Glass (BVI) Company Limited ("Xinyi Glass (BVI)") (Note 5)	Beneficial owner	120,360,000(L)	15.17%	16.86%
Xinyi Glass Holdings Limited ("Xinyi Glass Holdings") (Note 5)	Interest in a controlled corporation	120,360,000(L)	15.17%	16.86%
YinHe Holding Limited ("YinHe") (Note 6)	Beneficial owner	48,281,475(L)	6.09%	6.76%
Mr. Lu Yongmin (Note 6)	Interest in a controlled corporation	48,281,475(L)	6.09%	6.76%
Ms. Lu Hong (Note 7)	Interest of spouse	48,281,475(L)	6.09%	6.76%

Notes:

(1) "L" denotes long position and "S" denotes short position.

- (2) Mr. Xia Xiufeng, an executive Director, is beneficially holding 1,000,000 Shares of the Company and indirectly holding 216,000,000 shares of the Company through Lu Yu. Lu Yu, a company incorporated in the British Virgin Islands (the “**BVI**”) on 21 April 2011 and an investment holding company, is wholly and beneficially owned by Mr. Xia. Mr. Xia is therefore deemed to be interested in the 216,000,000 Shares held by Lu Yu by virtue of the SFO.
- (3) Mr. Lo Chun Yim (“**Mr. Lo**”), an executive Director, indirectly holds an aggregate of 166,307,500 Shares, being 106,000,000 Shares through Rise Grace, 29,562,500 Shares through Urban Emotions Ltd (“**Urban**”) and 30,745,000 Shares held by Mind Phenomenon Ltd (“**Mind Phenomenon**”). Rise Grace is a company incorporated in Hong Kong on 5 November 2009 and an investment holding company. Rise Grace is wholly and beneficially owned by Diamond Galaxy Limited, which is in turn wholly and beneficially owned by Mr. Lo. Urban is a company incorporated in the BVI with limited liability, which is directly wholly-owned by Mr. Lo. Mind Phenomenon is a company incorporated in the BVI with limited liability, which is directly wholly-owned by Mr. Lo. Accordingly, Mr. Lo is deemed to be interested in all the Shares in which Rise Grace, Urban and Mind Phenomenon are interested by virtue of the SFO.
- (4) Ms. Hong Man Chu is the spouse of Mr. Lo and she is therefore deemed to be interested in the Shares in which Mr. Lo is interested by virtue of the SFO.
- (5) Xinyi Glass (BVI), a company incorporated in the BVI on 13 June 2012 and an investment holding company, is wholly and beneficially owned by Xinyi Glass Holdings. Therefore, Xinyi Glass Holdings is deemed to be interested in all the Shares in which Xinyi Glass (BVI) is interested by virtue of the SFO.
- (6) YinHe, a company incorporated in the BVI and an investing holding company, is wholly and beneficially owned by Mr. Lu Yongmin. Mr. Lu Yongmin is deemed to be interested in the 48,281,475 Shares held by YinHe by virtue of the SFO.
- (7) Ms. Lu Hong is the spouse of Mr. Lu Yongmin and she is therefore deemed to be interested in the Shares in which Mr. Lu Yongmin is interested by virtue of the SFO.

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate and if there is no other change in the issued share capital of the Company, the interest of the above substantial Shareholders would be increased to the approximate percentage as shown in the last column above.

The Directors are aware that the above increase in shareholdings of Lu Yu in the Company upon the exercise in full of the power to repurchase Shares pursuant to the Repurchase Mandate would give rise to an obligation for Lu Yu and Mr. Xia Xiufeng (together, the “**Lu Yu Group**”) to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no intention of exercising the proposed Repurchase Mandate to such an extent as would result in takeover obligations for the Lu Yu Group. Save as aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

**7. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Company is authorised to make repurchases of Shares.

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on GEM or otherwise.

**9. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have traded on GEM in each of the previous 12 calendar months were as follows:

<b>Month</b>	<b>Share Prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
March	0.385	0.242
April	0.42	0.38
May	0.41	0.295
June	0.37	0.205
July	0.33	0.25
August	0.305	0.24
September	0.310	0.27
October	0.305	0.28
November	0.28	0.28
December	0.28	0.241
<b>2021</b>		
January	0.345	0.241
February	0.325	0.28
March (up to the Latest Practicable Date)	0.33	0.23

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles of Association and will be proposed to be re-elected at the AGM are provided below:

**Mr. Lu Yongmin**

Mr. Lu Yongmin (盧勇敏), aged 57, is the founder of CAS Valley Company Inc. a subsidiary of the Group and has been appointed as an executive Director on 23 March 2018. Mr. Lu has graduated from Xian University of Architecture and Technology (西安建築科技大學) with a bachelor degree in environmental engineering in October 1986. Mr. Lu has subsequently obtained a master in business administration from Dalian University of Technology (大連理工大學) in August 2000. From October 1986 to March 1997, he was an engineer of China Coal Science Group Shenyang Design Institute Co., Ltd. (中煤科集團沈陽設計研究院有限公司) and was responsible for engineering design. From February 1999 to July 2007, he was an assistant general manager and secretary to the board of directors of Songdu Jiye Investment Co., Ltd. (宋都基業投資股份有限公司) (previously known as Liaoning Guoneng Group (Holdings) Co., Ltd. (遼寧國能集團股份有限公司)), a company listed on the Shanghai Stock Exchange (stock code: 600077) and was responsible for operation and production management. Since 2007 until now, he has been the chief executive officer of Oriental Valley (Beijing) International Investment Co., Ltd. (潤谷東方(北京)國際投資有限責任公司).

Pursuant a service agreement entered into between the Company and Mr. Lu dated 23 March 2018, Mr. Lu was appointed as an executive Director for an initial fixed term of three years commencing from 23 March 2018, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other. The appointment of Mr. Lu is subject to normal retirement and re-election by the shareholders of the Company pursuant to the articles of association of the Company. Mr. Lu is entitled to a director's fee of HK\$120,000 per annum. The emolument of Mr. Lu is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group, as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lu is the beneficial shareholder of YinHe Holding Limited and therefore he is interested in the 48,281,475 shares of the Company held by YinHe Holding Limited (representing 6.09% of the total issued share capital of the Company as at the date hereof) within the meaning of Part XV of the SFO.

**Mr. Luo Wenzhi**

Mr. Luo Wenzhi (羅文志), aged 51, has been appointed as an independent non-executive Director on 23 March 2018. Mr. Luo graduated from the Renmin University of China (中國人民大學) with a bachelor degree in economic in July 1992 and has obtained a master of law from the Renmin University of China (中國人民大學) in July 2001. Mr. Luo has more than 15 years of experience in the field of capital market. From July 2001 to June 2002, Mr. Luo was a paralegal of EY Chen & Co. Law Firm (瑛明律師事務所). From July 2002 to January 2007, Mr. Luo was a lawyer of Zhong Yin Law Firm (中銀律師事務所). From January 2007 to June 2017, Mr. Luo was a lawyer of Bastion Law Firm (邦盛律師事務所). Since July 2017 until now, Mr. Luo is a lawyer of W&H Law Firm (焯衡律師事務所). Mr. Luo also served as a director of Guangdong Dongfang Precision Science & Technology Co., Ltd (廣東東方精工科技股份有限公司) (listed on the Shenzhen Stock Exchange: stock code: 002611) from May 2013 to July 2013.

Mr. Luo has entered into an appointment letter with the Company for an initial term of three years with effect from 23 March 2018, which shall be renewed and extended automatically for successive terms of two years upon expiry of the then current term until terminated by either party giving not less than three months' written notice to the other. The appointment of Mr. Luo is subject to normal retirement and re-election by the shareholders of the Company pursuant to the articles of association of the Company. Mr. Luo is entitled to a director's fee of HK\$120,000 per annum. The emolument of Mr. Luo is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group, as well as the prevailing market conditions.

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

**Mr. Jiang Bin**

Mr. Jiang Bin (姜斌), aged 51, is an independent non-executive Director appointed on 13 February 2015. Mr. Jiang is also a member of the Nomination Committee and the chairman of the Audit Committee. Mr. Jiang has over 17 years of professional experiences in accounting, auditing and financial consulting. Mr. Jiang obtained a bachelor degree in economics from Renmin University of China in July 1993. He obtained a master degree in money and banking from Graduate School of Chinese Academy of Social Sciences in April 1999. He obtained the qualification of Chinese Certified Public Accountant in 1999. Mr. Jiang worked as an assistant accountant, chief accountant and assistant general manager in 北辰國際經濟技術合作公司 (Beijing North Star International Economy Technical Collaboration Company\*) from August 1993 to January 1996. He worked as an assistant auditor, project manager, senior project manager and audit manager in 中華會計師事務所 (Beijing ZhongHua Certified Public Accountants\*) from January 1996 to October 2000. He worked as a department manager of the audit department, deputy general manager and vice chief accountant in 中瑞岳華會計師事務所有限公司 (Beijing Office of RSM China Certified Public Accountants\*) from October 2000, and has been a partner since 2007. He was also an independent non-executive director of Shunfeng International Clean Energy Limited (stock code: 1165), a company listed on the Main Board of the Stock Exchange, from February 2013 to July 2013.



Mr. Jiang has entered in to a service agreement with the Company for an initial term of three years commencing from 13 February 2015 which shall be renewed automatically for successive terms of one year and may be terminated by either party by giving not less than three months' prior written notice to determine the same. The directorship of Mr. Jiang is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

Mr. Jiang is entitled to receive an annual salary of HK\$120,000, which was determined with reference to his relevant experience, qualifications, duties and responsibilities in the Company as well as the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, none of Mr. Lu Yongmin, Mr. Luo Wenzhi and Mr. Jiang Bin holds any other positions with the Company and other members of the Group or holds any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date or any other major appointments and professional qualifications, and nor are they related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, or interested in any Shares which are required to be disclosed pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to their re-election that need to be brought to the attention of the Shareholders.

\* *For identification purpose only*

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## NOTICE OF THE AGM

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**正美丰业**

**ZMFY Automobile Glass Services Limited**

**正美豐業汽車玻璃服務有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8135)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of ZMFY Automobile Glass Services Limited (the “**Company**”) will be held at 12 Fengbei Road, Fengtai District, Beijing, the PRC on Friday, 7 May 2021 at 10:00 a.m. to consider and, if thought fit, pass the following ordinary resolutions:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the financial year ended 31 December 2020;
2. To re-elect, each as a separate resolution, the following persons as directors of the Company:
  - (i) Mr. Lu Yongmin
  - (ii) Mr. Luo Wenzhi
  - (iii) Mr. Jiang Bin
3. To authorise the board of directors (the “**Board**”) of the Company to fix the remuneration of the directors of the Company;
4. To re-appoint BDO Limited as auditor of the Company for the year ended 31 December 2021 and to authorise the Board to fix its remuneration;

and, as ordinary businesses, to consider and, if thought fit, pass with or without amendments, the following ordinary resolutions:

5. “**THAT**
  - (a) subject to paragraph 5(c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

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## NOTICE OF THE AGM

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- (b) the approval in paragraph 5(a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or right to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of Shares of the Company in issue on the date of the passing of this resolution and the approval pursuant to paragraph 5(a) above shall be limited accordingly;
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) 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 law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF THE AGM

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6. **“THAT**

- (a) subject to paragraph 6(b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the GEM of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased pursuant to the approval in paragraph 6(a) above shall not exceed 10% of the total number of the aggregate number of Shares in issue as at the date of the passing of this resolution and the approval pursuant to paragraph 6(a) above shall be limited accordingly;
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) 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 law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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## NOTICE OF THE AGM

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7. “**THAT** conditional upon resolutions nos. 5 and 6 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 5 above be and hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue at the date of passing of this resolution.”

By Order of the Board  
**ZMFY Automobile Glass Services Limited**  
**Xia Xiufeng**  
*Executive Director*

Hong Kong, 31 March 2021

*Registered office:*

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

*Principal places of business  
in Hong Kong:*

B6-8, Room 1011, Block B  
Hung Hom Commercial Centre  
39 Ma Tau Wai Road  
Hung Hom, Kowloon  
Hong Kong

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## NOTICE OF THE AGM

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*Notes:*

1. The register of members of the Company will be closed from Tuesday, 4 May 2021 to Friday, 7 May 2021, both days inclusive, during which period no transfer of shares will be registered. In order to attend the AGM, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 May 2021.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof, must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e., at or before 10:00 a.m. on Wednesday, 5 May 2021 (Hong Kong time)) or any adjourned meeting (as the case may be).
4. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM or at any adjourned meeting (as the case may be) should they so wish, and in such case, the form of proxy previously submitted by such member(s) shall be deemed to be revoked.
5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
6. An explanatory statement containing further details regarding resolution no. 7 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "**Circular**").
7. Details of the directors of the Company proposed to be re-elected at the AGM are set out in Appendix II to the Circular.
8. A form of proxy for use at the AGM is published on the GEM website (<http://www.hkgem.com>) and the website of the Company (<http://www.zmfy.com.hk>).

*As at the date of this notice, the executive directors of the Company are Mr. Xia Xiufeng (Chairman and Chief Executive Officer), Mr. Lo Chun Yim and Mr. Lu Yongmin; the non-executive director of the Company is Mr. Liu Mingyong; and the independent non-executive directors of the Company are Mr. Jiang Bin, Mr. Luo Wenzhi and Mr. Wang Liang.*