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正通

**China ZhengTong Auto Services Holdings Limited**

**中國正通汽車服務控股有限公司**

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

**(Stock Code: 1728)**

## **INSIDE INFORMATION**

**THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF SHANGHAI DONGZHENG AUTOMOTIVE FINANCE CO., LTD.\* ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**PUBLICATION OF THE PROSPECTUS ISSUED BY DONGZHENG**

**EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE RANGE**

The Board announces that in connection with the Proposed Spin-off and Proposed Listing, Dongzheng published the Prospectus on Thursday, 14 March 2019. The Prospectus is available for viewing and downloading from the websites of Dongzheng at [www.dongzhengafc.com](http://www.dongzhengafc.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) from Thursday, 14 March 2019.

Printed copies of the Prospectus may be obtained, free of charge, at designated locations specified in (a) the formal notice issued by Dongzheng on Thursday, 14 March 2019; and (b) the Prospectus during normal business hours from 9:00 a.m. on Thursday, 14 March 2019 until 12:00 noon on Tuesday, 19 March 2019.

As disclosed in the Prospectus, the total number of H Shares of Dongzheng to be offered pursuant to the Global Offering will be 533,336,000 (assuming the Over-allotment Option (as defined in the Prospectus) is not exercised), representing approximately 25.00% of the number of the shares of Dongzheng in issue immediately following the completion of the Global Offering, and 613,336,400 (assuming the Over-allotment Option is exercised in full), representing approximately 27.71% of the number of shares of Dongzheng in issue immediately following the completion of the Global Offering and the exercise of the Over-allotment Option. The Offer Price for the H Shares of Dongzheng in the Global Offering is expected to be not less than HK\$4.20 per H Share of Dongzheng and not more than HK\$6.30 per H Share of Dongzheng (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee).

**Shareholders and potential investors of the Company are advised to note that the Proposed Spin-off and Proposed Listing is subject to, among other things, the approval of the Stock Exchange, the final decisions of the Board and the board of directors of Dongzheng, market conditions, pricing and other factors. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and Proposed Listing will take place or as to when it may take place. If the Proposed Spin-off and Proposed Listing do not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.**

This announcement is made pursuant to Rule 13.09 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **INTRODUCTION**

References are made to the announcements on 13 November 2018, 21 November 2018, 19 February 2019, 21 February 2019, 4 March 2019, 7 March 2019 and 12 March 2019 (the “**Announcements**”) and the circular on 15 January 2019 (the “**Circular**”), made by the board of directors (the “**Board**”) of China ZhengTong Auto Services Holdings Limited (the “**Company**”) in relation to the Proposed Spin-off and Proposed Listing, respectively. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcements and the Circular.

## **PUBLICATION OF THE PROSPECTUS**

In connection with the Proposed Spin-off and Proposed Listing, Dongzheng published the Prospectus on Thursday, 14 March 2019. The Prospectus contains, among other things, (a) details of the number of H Shares of Dongzheng to be offered in the Global Offering, the Offer Price range, other details of the Global Offering and (b) certain business and financial information in relation to Dongzheng.

The Prospectus is available for viewing and downloading from the websites of Dongzheng at [www.dongzhengafc.com](http://www.dongzhengafc.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) from Thursday, 14 March 2019. Printed copies of the Prospectus may be obtained, free of charge, at designated locations specified in (a) the formal notice issued by Dongzheng on Thursday, 14 March 2019; and (b) the Prospectus, during normal business hours from 9:00 a.m. on Thursday, 14 March 2019 until 12:00 noon on Tuesday, 19 March 2019.

## **PREFERENTIAL OFFERING**

Qualifying ZhengTong Shareholders will be provided with the Assured Entitlement to an aggregate of 26,675,462 Reserved Shares under the Preferential Offering (representing approximately 5.00% of the H Shares of Dongzheng initially available under the Global Offering (assuming that the Over-allotment Option is not exercised)) and the basis of the Assured Entitlement is one (1) Reserved Share for every 92 ZhengTong Shares held by Qualifying ZhengTong Shareholders as at 4:30 p.m. on Thursday, 7 March 2019, being the Record Date. The Reserved Shares will be offered out of the H Shares of Dongzheng initially being offered for subscription and purchase under the International Offering and will not be subject to reallocation.

In connection with the Preferential Offering, a blue application form has been despatched on Thursday, 14 March 2019 to each Qualifying ZhengTong Shareholder. In addition, Qualifying ZhengTong Shareholders will receive a copy of the

Prospectus in the manner in which they have elected, or are deemed to have elected, to receive corporate communications under the Company's corporate communications policy. The procedures for applying for H Shares of Dongzheng pursuant to the Preferential Offering are set out in the Prospectus.

## **EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE RANGE**

As disclosed in the Prospectus, the total number of H Shares of Dongzheng to be offered pursuant to the Global Offering will be 533,336,000 (assuming the Over-allotment Option is not exercised), representing approximately 25.00% of the number of the shares of Dongzheng in issue immediately following the completion of the Global Offering, and 613,336,400 (assuming the Over-allotment Option is exercised in full), representing approximately 27.71% of the number of shares of Dongzheng in issue immediately following the completion of the Global Offering and the exercise of the Over-allotment Option.

The Offer Price for the H Shares of Dongzheng in the Global Offering is expected to be not less than HK\$4.20 per H Share of Dongzheng and not more than HK\$6.30 per H Share of Dongzheng (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee).

On the basis of the number of H Shares of Dongzheng to be offered pursuant to the Global Offering and the expected Offer Price range as stated above, if the Global Offering proceeds:

- (a) the total market capitalization of Dongzheng (including the H Shares of Dongzheng to be offered pursuant to the Global Offering, the unlisted foreign shares and the domestic shares of Dongzheng) will be between approximately HK\$8,960.0 million and approximately HK\$13,440.0 million (assuming the Overallotment Option is not exercised);
- (b) the size of the Global Offering will be between approximately HK\$2,240.01 million and approximately HK\$3,360.02 million (assuming the Over-allotment Option is not exercised); and
- (c) the Company will hold approximately 71.25% of the shares of Dongzheng (assuming the Over-allotment Option is not exercised) immediately following the completion of the Global Offering.

## GENERAL

In connection with the Global Offering, the price of the H Shares of Dongzheng may be stabilized in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) are contained in the Prospectus.

The Global Offering (including the Preferential Offering) is subject to, among other things, (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the H Shares of Dongzheng; (ii) the final offer price for the H Shares of Dongzheng in the Global Offering having been duly agreed between Dongzheng and the Joint Global Coordinators (as defined in the Prospectus) on or about Tuesday, 19 March 2019 and, in any event, no later than Monday, 25 March 2019; and (iii) the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements.

**Shareholders and potential investors of the Company are advised to note that the Proposed Spin-off and Proposed Listing is subject to, among other things, the approval of the Stock Exchange, the final decisions of the Board and the board of directors of Dongzheng, market conditions, pricing and other factors. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and Proposed Listing will take place or as to when it may take place. If the Proposed Spin-off and Proposed Listing do not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.**

This announcement is not intended to, and does not, constitute an offer to sell or a solicitation of an offer to subscribe for or purchase any H Shares of Dongzheng in connection with the Global Offering or otherwise. Any such offer or solicitation is made solely through the Prospectus or other offering documents that may be issued in compliance with applicable laws and any decision to subscribe for or purchase H Shares of Dongzheng in connection with the Global Offering or otherwise should be made solely on the basis of the information contained in the Prospectus and such other offering documents. No action has been or will be taken in any jurisdiction (other than in Hong Kong) that would permit a public offering of the H Shares of Dongzheng to be offered in the Global Offering in any jurisdiction where action for that purpose is required.

The Company will make further announcement(s) in relation to the Proposed Spin-off and Proposed Listing in accordance with the requirements of the Listing Rules as and when appropriate.

## **DEFINITION**

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

“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offering entered into among, inter alia, the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) and Dongzheng on Wednesday, 13 March 2019
“International Underwriters”	the underwriters of the International Offering
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering which is expected to be entered into by, among others, Dongzheng and the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) on or about Tuesday, 19 March 2019
“Over-allotment Option”	the option expected to be granted by Dongzheng, exercisable by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters), to the International Underwriters pursuant to the International Underwriting Agreement under which Dongzheng may be required to allot and issue up to 80,000,400 additional H Shares of Dongzheng to, among other things, cover over-allocations in the International Placing (if any)
“SFC”	the Securities and Futures Commission

“Underwriters”

the Hong Kong Underwriters and the International Underwriters

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*

Hong Kong, 14 March 2019

*As at the date of this announcement, the Board comprises Mr. WANG Muqing (Chairman), Mr. WANG Kunpeng, Mr. KOH Tee Choong, Mr. LI Zhubo, Mr. WAN To and Mr. SHAO Yong Jun as executive Directors; and Dr. WONG Tin Yau, Kelvin, Dr. CAO Tong and Ms. WONG Tan Tan as independent non-executive Directors.*

*\* For identification purposes only*