

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or an invitation or a solicitation of any offer to buy or subscribe for any securities in Hong Kong, the United States of America or elsewhere. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The securities described herein have not been and will not be registered under the U.S. Securities Act. There will be no public offering of securities in the United States of America or any jurisdiction other than Hong Kong.

This announcement is not for release, publication or distribution, in whole or in part, directly or indirectly, in, into or from the United States of America or any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.



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. ***

(上海東正汽車金融股份有限公司)

**ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

ISSUE OF SUPPLEMENTAL PROSPECTUS

The Board announces that in connection with the Global Offering (including the Preferential Offering) and the Proposed Listing:

- (a) the Supplemental Prospectus for the Global Offering has been issued on Monday, 25 March 2019;
- (b) the Listing Date is expected to be Wednesday, 3 April 2019; and

(c) Qualifying ZhengTong Shareholders who have validly applied for (i) their Assured Entitlements and/or (ii) excess Reserved Shares and wish to confirm their applications will be required to confirm their applications only by using a **BLUE** Confirmation Form before the deadline as specified in the Supplemental Prospectus.

Shareholders and potential investors of the Company should be aware that there is no assurance that the Global Offering (including Preferential Offering) and the Proposed Listing will take place or as to when it may take place. If the Proposed Listing does 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 Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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, 12 March 2019, 14 March 2019 and 20 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 Global Offering (including the Preferential Offering) and the 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.

THE SUPPLEMENTAL PROSPECTUS

References are made to the Prospectus issued by Dongzheng on 14 March 2019.

A supplemental prospectus in relation to the Global Offering (the “**Supplemental Prospectus**”) has been issued on Monday, 25 March 2019 and the Listing Date is now expected to be Wednesday, 3 April 2019.

Dongzheng and the Joint Global Coordinators (on behalf of the Underwriters), after taking into consideration of the current market conditions, have agreed to lower the Offer Price to HK\$3.06 per H Share (the “**New Offer Price**”), which is below the low end of the indicative Offer Price range set out in the Prospectus.

In order to enable applicants who have validly applied for the Hong Kong Offer Shares and/or the Reserved Shares (the “**Eligible Applicants**”) and other potential investors to consider the potential impact of this material new information on their investment decision, Dongzheng has issued the Supplemental Prospectus on 25 March 2019 in relation to the New Offer Price together with the updated listing timetable and relevant financial and other information (the “**Revisions**”). The Supplemental Prospectus amends and supplements the Prospectus and Eligible Applicants and any potential investors should read the Supplemental Prospectus in conjunction with the Prospectus.

For more details on the Revisions, please refer to the Supplemental Prospectus and the announcement made by Dongzheng on 25 March 2019.

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; and (ii) 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. As at the date of this announcement, those conditions have not been fulfilled but the Global Offering is not lapsed.

THE PREFERENTIAL OFFERING

Qualifying ZhengTong Shareholders who have validly applied for (i) their Assured Entitlements and/or (ii) excess Reserved Shares who wish to confirm their applications will be required to confirm their applications only by using a **BLUE** confirmation form (the “**BLUE Confirmation Form**”) before the deadline as specified in the Supplemental Prospectus. The **BLUE** Confirmation Form is the only means by which valid confirmations can be made by the Qualifying ZhengTong Shareholders. Qualifying ZhengTong Shareholders who have validly applied for (i) their Assured Entitlements and/or (ii) excess Reserved Shares but do not confirm their applications in accordance with the procedure set out in the Supplemental Prospectus will have their applications rejected and their refund cheques are expected to be despatched on Tuesday, 2 April 2019. For the avoidance of doubt, Qualifying ZhengTong Shareholders who have validly applied for their Assured Entitlement and/or excess Reserved Shares need only confirm their applications on one **BLUE** Confirmation Form.

The Supplemental Prospectus and the **BLUE** Confirmation Form will be available for viewing on and downloading from the Stock Exchange’s website at www.hkexnews.hk and from Dongzheng’s website at www.dongzhengaf.com from 25 March 2019.

Furthermore, copies of the Supplemental Prospectus and the **BLUE** Confirmation Form may be obtained from 9:00 a.m. to 5:00 p.m. on Monday, 25 March 2019, Tuesday, 26 March 2019 and Wednesday, 27 March 2019 at any of the places stated in the section entitled “Addresses of the Joint Global Coordinators” and “Relevant branches of the receiving banks” of the Supplemental Prospectus and also at Depository Center of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong. Qualifying ZhengTong Shareholders whose Reserved Shares were allocated to them in the name of HKSCC Nominees should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation. Such applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm an applicant’s confirmation in accordance with the procedures stipulated for confirmation, then the applicant’s confirmation may not be accepted. Please refer to the Supplemental Prospectus dated 25 March 2019 for further information.

TIMETABLE

Set out below is the revised timetable⁽¹⁾ of the Preferential Offering:

Preferential Offering

- | | |
|---|---|
| (1) The period when Qualifying ZhengTong Shareholders may confirm their applications for Reserved Shares allocated on a preliminary basis under the Preferential Offering in full: | 9:00 a.m. to 5:00 p.m. on
Monday, 25 March 2019
Tuesday, 26 March 2019
Wednesday, 27 March 2019 ⁽²⁾ |
| (2) Results of allocations in the Preferential Offering will be available through a variety of channels from | Tuesday, 2 April 2019 |
| (3) Announcement of level of applications in the Preferential Offering and the basis of allocation of the Reserved Shares taking into account all confirmations from Qualified ZhengTong Shareholders, and the despatch arrangements for refund cheques with respect to unconfirmed applications, to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on | Tuesday, 2 April 2019 |

- | | |
|--|-------------------------|
| (4) The announcement referred to in (3) above will be published on the Stock Exchange's website at www.hkexnews.hk and Dongzheng's website at www.dongzhengafc.com from | Tuesday, 2 April 2019 |
| (5) Despatch of refund cheques on the difference between HK\$6.30 per H Share, being the highest end of the Offer Price range as disclosed in the Prospectus and HK\$3.06 per H Share, being the New Offer Price, with respect to valid applications and the full application amount in respect of invalid or unconfirmed applications pursuant to the Preferential Offering on..... | Tuesday, 2 April 2019 |
| (6) Despatch of H Share certificates ⁽³⁾ or deposit of share certificate into CCASS in respect of successful applications on or before | Tuesday, 2 April 2019 |
| (7) Listing Date..... | Wednesday, 3 April 2019 |

Notes:

- (1) All times refer to Hong Kong local time.
- (2) If there is a tropical cyclone warning signal number eight or above or a “black” rainstorm warning or in force in Hong Kong at any time between 2:00 p.m. and 5:00 p.m. on Wednesday, 27 March 2019, the last day of the period in which Eligible Applicants can confirm their applications for the Hong Kong Offer Shares and/or the Reserved Shares will be postponed to the next business day which does not have either of those warning signals in force in Hong Kong at any time between 2:00 p.m. and 5:00 p.m. on such day. A further announcement will be made by the Company and Dongzheng, respectively, if there is any postponement to the dates mentioned in the section entitled “Revised timetable of the Share Offer” of the Supplemental Prospectus.
- (3) The H Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. on Wednesday, 3 April 2019 provided that (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised and has lapsed.

GENERAL

Shareholders and potential investors of the Company should be aware that there is no assurance that the Global Offering (including Preferential Offering) and Proposed Listing will take place or as to when it may take place. If the Proposed Listing does 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.

The Company will make further announcements in relation to the Global Offering (including the Preferential Offering) and the Proposed Listing in accordance with the requirements of the Listing Rules as and when appropriate.

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, 25 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*