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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. ***
(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**

**APPLICATION AND ALLOCATION
OF THE GLOBAL OFFERING AND INTERNATIONAL
UNDERWRITING AGREEMENT**

APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING

The Board announces that Dongzheng has published the final results and allocation of the Global Offering. Please refer to the announcement published by Dongzheng on its website at www.dongzhengafc.com and the website of the Stock Exchange at www.hkexnews.hk on Tuesday, 2 April 2019 for the relevant information.

INTERNATIONAL UNDERWRITING AGREEMENT

The Board also announces that on 27 March 2019, the International Underwriting Agreement was entered into by, among others, Dongzheng, the Joint Global Coordinators, the Joint Bookrunners and the International Underwriters. Under the International Underwriting Agreement, the International Underwriters have agreed, subject to certain conditions set out therein, to subscribe for or purchase, or procure subscribers or purchasers to subscribe for or purchase, the H Shares of Dongzheng being offered pursuant to the International Offering at the final offer price of HK\$3.06 per H Share of Dongzheng (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Shareholders and potential investors of the Company should be aware that there is no assurance that the Global Offering (including the 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 the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Listing Rules.

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, 12 March 2019, 14 March 2019, 20 March 2019 and 25 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.

APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING

Please refer to the announcement published by Dongzheng on its website at www.dongzhengafc.com and the website of the Stock Exchange at www.hkexnews.hk on Tuesday, 2 April 2019 for information in respect of, among other things, the final results and allocation of the Global Offering.

INTERNATIONAL UNDERWRITING AGREEMENT

On 27 March 2019, the International Underwriting Agreement was entered into by, among others, Dongzheng, the Joint Global Coordinators, the Joint Bookrunners (as defined in the Prospectus) and the International Underwriters.

Under the International Underwriting Agreement, the International Underwriters have agreed, subject to certain conditions set out therein, to subscribe for or purchase, or procure subscribers or purchasers to subscribe for or purchase, the H Shares of Dongzheng being offered pursuant to the International Offering at the final offer price of HK\$3.06 per H Share of Dongzheng (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

In addition, under the International Underwriting Agreement, Dongzheng has granted to the International Underwriters the Over-allotment Option (as defined in the Prospectus) pursuant to which Dongzheng may be required to allot and issue up to 80,000,400 additional H Shares of Dongzheng, representing approximately 15% of the H Shares of Dongzheng initially available under the Global Offering, at the final offer price to, among other things, cover over-allocations in the International Offering, if any.

LISTING DATE

Assuming completion of the Global Offering occurs in accordance with the latest timetable, (i) Dongzheng is expected to be listed on the Main Board of the Stock Exchange on Wednesday, 3 April 2019 and (ii) the H Shares of Dongzheng are expected to commence dealing on the Main Board of the Stock Exchange at 9:00 a.m. on Wednesday, 3 April 2019. The H Shares of Dongzheng will be traded in board lots of 1,000 H Shares of Dongzheng each and the stock code is 2718.

GENERAL

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.

Shareholders and potential investors of the Company should be aware that there is no assurance that the Global Offering (including the 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.

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, 2 April 2019

As at the date of this announcement, the Board comprises Mr. WANG Muqing (Chairman), Mr. WANG Kunpeng, Mr. KOH Tee Choong, Mr. LI Zubo and Mr. WAN To 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*