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Shanghai Dongzheng Automotive Finance Co., Ltd.*

上海東正汽車金融股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 2718)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
EXTENSION OF TIME FOR APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
RESIGNATION OF SUPERVISOR**

Reference is made to the notice of the Annual General Meeting and the circular both dated 24 April 2021 (the “**Circular**”) of the Company. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the AGM was held at Unit ABC, 30/F, Mirae Asset Tower, No. 166 Lu Jia Zui Ring Road, Shanghai, the PRC at 2:00 p.m. on Wednesday, 26 May 2021. The AGM was convened in accordance with the requirements of the relevant laws and regulations of the PRC, the Listing Rules and the Articles of Association, and the poll results are lawful and valid.

As at the date of the AGM, the total number of issued Shares was 2,139,651,400 Shares (comprising 80,000,000 Domestic Shares, 1,520,000,000 Unlisted Foreign Shares and 539,651,400 H Shares). As disclosed in the announcement dated 7 December 2020 of the Company, the Company should restrict relevant shareholder’s rights (including voting rights) of ZhengTong pursuant to the decision of CBIRC Shanghai Office. As at the date of the AGM, ZhengTong held 1,520,000,000 Shares. As such, the total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the AGM was 619,651,400 Shares.

To the best knowledge, information and belief of the Board, no Shareholder has a material interest in any of the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM and none of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

Shareholders and authorised proxies holding an aggregate of 197,590,000 Shares, representing approximately 31.9% of the total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the AGM, attended the AGM. At the AGM, all resolutions as set out in the notice of the AGM dated 24 April 2021 were considered and duly passed by way of poll.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS ^(Note 1)		Number of Votes (approximate %) ^(Note 2)		
		For	Against	Abstain
1.	To consider and approve the report of the Directors for the year ended 31 December 2020.	197,590,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2020.	197,590,000 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the audited financial statements of the Company for the year ended 31 December 2020.	197,590,000 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the annual report of the Company for the year ended 31 December 2020.	197,590,000 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the authorisation to the Board to approve annual financial budget of the Company for the year ending 31 December 2021.	197,376,000 (99.9%)	214,000 (0.1%)	0 (0%)
6.	To consider and, if thought fit, approve that the Company will not declare final dividend for the year ended 31 December 2020.	197,590,000 (100%)	0 (0%)	0 (0%)
7.	To consider and approve the authorisation to the Board to deal with all issues in relation to the Company's distribution of interim dividend for the year 2021 at its absolute discretion (including, but not limited to determining whether to distribute interim dividend for the year 2021).	197,590,000 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS ^(Note 1)		Number of Votes (approximate %) ^(Note 2)		
		For	Against	Abstain
8.	To consider and approve the proposal on the election of Directors of the second session of the Board of Directors, and to authorise the Board to determine the remuneration of the Directors for the year 2021:			
8.1	To elect Mr. Lin Fan as an executive Director of the second session of the Board of Directors	197,590,000 (100%)	0 (0%)	0 (0%)
8.2	To elect Mr. Shao Yongjun as an executive Director of the second session of the Board of Directors	197,590,000 (100%)	0 (0%)	0 (0%)
8.3	To elect Mr. Koh Tee Choong as a non-executive Director of the second session of the Board of Directors	197,590,000 (100%)	0 (0%)	0 (0%)
8.4	To elect Mr. Li Guozhou as a non-executive Director of the second session of the Board of Directors	197,590,000 (100%)	0 (0%)	0 (0%)
8.5	To elect Mr. Wong Man Chung Francis as an independent non-executive Director of the second session of the Board of Directors	197,376,000 (99.9%)	214,000 (0.1%)	0 (0%)
8.6	To elect Ms. Liang Yanjun as an independent non-executive Director of the second session of the Board of Directors	197,590,000 (100%)	0 (0%)	0 (0%)
8.7	To elect Professor Qin Zheng as an independent non-executive Director of the second session of the Board of Directors	197,590,000 (100%)	0 (0%)	0 (0%)
9.	To consider and approve the proposal on the election of Supervisor of the second session of the Supervisory Committee, and to authorise the Board to determine the remuneration of the Supervisors for the year 2021:			
9.1	To elect Mr. Li Huihua as a Supervisor of the second session of the Supervisory Committee	197,590,000 (100%)	0 (0%)	0 (0%)
10.	To consider and approve the authorization to the Board to appoint new director(s) to fill up any casual vacancy of the Board, who shall hold office only until the next general meeting of the Company.	197,590,000 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS ^(Note 1)		Number of Votes (approximate %) ^(Note 2)		
		For	Against	Abstain
11.	To consider and approve the re-appointment of KPMG as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.	197,590,000 (100%)	0 (0%)	0 (0%)
SPECIAL RESOLUTION ^(Note 1)		For	Against	Abstain
12.	To consider and approve the grant of a general mandate to the Board to issue the Debt Financing Instruments.	197,590,000 (100%)	0 (0%)	0 (0%)

Notes:

1. The full text of the resolutions is set out in the notice of the AGM dated 24 April 2021.
2. The number of votes and percentage are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

As more than one half of the votes were cast in favour of the above resolutions numbered 1 to 11, these resolutions were duly passed as ordinary resolutions at the AGM.

As more than two-thirds of the votes were cast in favour of the above resolution numbered 12, this resolution was duly passed as a special resolution at the AGM.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, acted as the scrutineer for the vote-taking at the AGM.

EXTENSION OF TIME FOR APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Following the resignation of Mr. Lin Zheyang (“**Mr. Lin**”) from the position of independent non-executive Director, the Company fails to meet the requirements of (i) having at least three independent non-executive Directors on the Board under Rule 3.10(1) of the Listing Rules; and (ii) the Audit Committee comprising only non-executive Directors with a minimum of three members under Rule 3.21 of the Listing Rules. Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the Company is required to appoint an independent non-executive Director and a member to the Audit Committee within three months from the date of Mr. Lin’s resignation, i.e. on or before 30 September 2020. As disclosed in the announcement dated 30 September 2020 of the Company, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.10(1), 3.11, 3.21 and 3.23 of the Listing Rules until 28 February 2021.

Since the resignation of Mr. Lin, the Company has taken active steps to identifying suitable candidate(s) to fill the vacancies on the Board and the Audit Committee. However, the outbreak of the COVID-19 pandemic has affected the recruitment process. In addition, the appointment of an independent non-executive Director is subject to the approvals of the Shareholders and the CBIRC pursuant to the Articles of Association and the relevant PRC laws and regulations. Hence, additional time is required to complete the appointment process.

As a result, the Company has applied for, and the Stock Exchange has granted, a further waiver from strict compliance with the requirements under Rules 3.10(1), 3.11, 3.21 and 3.23 of the Listing Rules until 31 August 2021.

Following the conclusion of the AGM, the appointment of Professor Qin Zheng (“**Professor Qin**”) as an independent non-executive Director is subject to the approval by the CBIRC on his qualification as the Director. The term of office of Professor Qin will commence from the date of approval by CBIRC and end on the expiring of the second session of the Board. The Company is endeavoring to complete the appointment process within the aforementioned period and will make further announcement(s) as and when appropriate.

RESIGNATION OF SUPERVISOR

As stated in the Circular, Mr. Li Tao did not offer himself for re-election as Shareholder representative Supervisor of the second session of the Supervisory Committee due to his health reason. According to the provisions of the Company Law of the PRC and the Articles of Association, Mr. Li Tao shall continue to assume office until the newly elected Supervisor commences his/her term of office. Mr. Li Tao has confirmed that he had no disagreement with the Supervisory Committee and the Board, nor was there any matter relating to his resignation (which shall be effective upon the appointment of the new Supervisor) that needs to be brought to the attention of the Shareholders. The Company will make further announcement(s) in relation to appointment of the new Supervisor as and when appropriate.

By Order of the Board
Shanghai Dongzheng Automotive Finance Co., Ltd.*
Lin Fan
Chairman

Shanghai, PRC, 26 May 2021

As at the date of this announcement, the Board comprises Mr. Lin Fan and Mr. Shao Yongjun as executive Directors; Mr. Koh Tee Choong and Mr. Li Guozhou as non-executive Directors; and Mr. Wong Man Chung Francis and Ms. Liang Yanjun as independent non-executive Directors.

* *for identification purposes only*