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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 2019 THIRD
EXTRAORDINARY GENERAL MEETING
AND
DISTRIBUTION OF 2019 INTERIM DIVIDEND**

Reference is made to the circular (the “**Circular**”) of the Company dated 6 September 2019 relating to the proposed distribution of 2019 Interim Dividend. Unless the context otherwise requires, all the terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the Extraordinary General Meeting was held at Qingtai Room, 2nd Floor, Midtown Shangri-La Hotel, 6 Changshou Road, Xiacheng District, Hangzhou, Zhejiang, China at 3:00 p.m. on Monday, 21 October 2019.

The Extraordinary General Meeting 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.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

A total of 2,139,651,400 Shares (including 80,000,000 Domestic Shares, 1,520,000,000 Unlisted Foreign Shares and 539,651,400 H Shares), representing 100% of the total issued Shares of the Company as at the date of the Extraordinary General Meeting, were entitled to attend and vote for or against the resolution proposed at the Extraordinary General Meeting. There were no Shares entitling the holders to attend and abstain from voting in favour of the proposed resolution as set out in Rule 13.40 of the Listing Rules and no Shareholders were required to abstain from voting at the Extraordinary General Meeting in accordance with the requirements of the Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from

voting on the resolution at the Extraordinary General Meeting. Shareholders and authorised proxies holding an aggregate of 1,708,739,605 Shares, representing approximately 79.86% of the total issued Shares of the Company, attended the Extraordinary General Meeting.

At the Extraordinary General Meeting, the following resolution was considered and duly passed as an ordinary resolution by way of poll.

Ordinary Resolution		Number of Votes (approximately %)		
		For	Against	Abstain
1	To consider and approve the distribution of interim dividend for the six months ended 30 June 2019	1,708,739,605 100%	0 0%	0 0%

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 Extraordinary General Meeting.

DISTRIBUTION OF 2019 INTERIM DIVIDEND

The Board hereby announces further information in relation to the payment of the 2019 Interim Dividend.

For the purpose of determining the list of Shareholders entitling to the 2019 Interim Dividend, the Company's register of members will be closed from Friday, 25 October 2019 to Wednesday, 30 October 2019 (both dates inclusive), during which time no transfer of Share will be registered. In order to qualify for the entitlement of the 2019 Interim Dividend, the Shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's Share registrar, Computershare Hong Kong Investor Services Limited, located at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 24 October 2019.

The 2019 Interim Dividend will be payable to the holders of H Shares and Unlisted Foreign Shares in Hong Kong dollars. The applicable exchange rate would be the average closing exchange rate of HK\$ against RMB as quoted by the People's Bank of China for the five business days prior to 21 October 2019, being the date of declaration of such dividends. The Hong Kong dollars equivalent of the 2019 Interim Dividend per Share is HK\$0.0887 (tax inclusive), which is based on the exchange rate of HK\$1 to RMB0.901716.

In accordance with the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) and its implementation regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organisations or groups, shall be deemed as shares held by non-resident enterprise Shareholders. Therefore, on this basis, enterprise income tax will be withheld from dividends payable to such Shareholders.

If the individual holders of H Shares are Hong Kong or Macau residents or residents of the countries which have an agreed tax rate of 10% for the cash dividends given to them with the PRC under the relevant tax agreement, the Company will withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual holders of H Shares be residents of the countries which had an agreed dividend tax rate of less than 10% with the PRC under the relevant tax agreement, the Company will withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. If the relevant individual holders of H Shares wish to reclaim the extra amount withheld, the Company can apply for the relevant agreed preferential tax treatment under the relevant tax agreement provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to the H Share registrar before deadline. The Company will assist with the extra withholding tax refund after obtaining the approval of the competent tax authority. Should the individual holders of H Shares be residents of the countries which had an agreed dividend tax rate of over 10% but less than 20% with the PRC under the tax agreement, the Company will withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual holders of H Shares are residents of the countries which have an agreed dividend tax rate of 20% with the PRC, or which have not entered into any tax agreement with the PRC, or otherwise, the Company will withhold and pay the individual income tax at a rate of 20%.

The Company will withhold payment of enterprise income tax as well as the individual income tax on behalf of the relevant Shareholders strictly in accordance with the relevant laws or requirements of the relevant governmental departments and strictly based on what has been registered on the Company's register of members for H Shares as at the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding of enterprise income tax and individual income tax.

Cheques for the 2019 Interim Dividend are expected to be despatched by ordinary mail to the persons entitled thereto at their own risk on or before 29 November 2019 to their respective addresses shown in the register of members of H Shares or in the case of joint holders, to the address of the joint holder whose name stands first in the register of members of H Shares.

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

Shanghai, People's Republic of China, 21 October 2019

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. Lau Wai Leung Anders, Mr. Lin Zheyang and Ms. Liang Yanjun as independent non-executive Directors.

* *For identification purposes only*