

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.



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 FOURTH EGM
RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
CHANGE OF COMPOSITION OF THE BOARD COMMITTEES
AND
CHANGE OF JOINT COMPANY SECRETARY**

References are made to (i) the circular dated 15 November 2019 (the “**Circular**”) of the Company relating to the proposed election of independent non-executive Director; and (ii) the supplemental circular dated 12 December 2019 (the “**Supplemental Circular**”) of the Company relating to the proposed amendments to the Articles of Association. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE 2019 FOURTH EGM

The Board is pleased to announce that the 2019 Fourth EGM was held at Unit ABC, 30/F, Mirae Asset Tower, No. 166, Lu Jia Zui Ring Road, Shanghai, PRC at 11:00 a.m. on Tuesday, 31 December 2019. The 2019 Fourth EGM 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.

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 as at the date of the 2019 Fourth EGM, were entitled to attend and vote for or against the resolution proposed at the 2019 Fourth EGM. 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 2019 Fourth EGM in accordance with the requirements of the Listing Rules. None of the Shareholders had stated their intention in

the Circular or the Supplemental Circular to vote against or to abstain from voting on the resolution at the 2019 Fourth EGM. Shareholders and authorised proxies holding an aggregate of 1,709,724,605 Shares, representing approximately 79.91% of the total issued Shares of the Company, attended the 2019 Fourth EGM. At the 2019 Fourth EGM, all resolutions as set out in the notice of the 2019 Fourth EGM dated 15 November 2019 and the supplemental notice of the 2019 Fourth EGM dated 12 December 2019 were considered and duly passed by way of poll.

ORDINARY RESOLUTION		Number of Votes (approximately %)		
		For	Against	Abstain
1	To consider and approve the proposed election of Mr. WONG Man Chung Francis as an independent non-executive Director and authorise the Board to determine his remuneration.	1,700,856,205 (99.48%)	1,085,000 (0.06%)	7,783,400 (0.46%)
SPECIAL RESOLUTION				
2	To consider and approve the proposed amendments to the Articles of Association and authorise the chairman of the Board or his delegates to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting for approval, as required by the relevant authorities.	1,701,891,205 (99.54%)	0 (0%)	7,833,400 (0.46%)

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 2019 Fourth EGM.

The appointment of Mr. Wong as an independent non-executive Director and the proposed amendments to the Articles of Association are subject to the approval of CBIRC.

Mr. Wong's term of office shall commence from the date of approval by CBIRC. Save for Mr. Wong has resigned as independent non-executive director of China New Higher Education Group Limited (stock code: 2001) with effect from 6 December 2019, Mr. Wong's biography as disclosed in the Circular remains unchanged.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. Lau Wai Leung Anders (“**Mr. Lau**”) has tendered his resignation as independent non-executive Director with effect from 31 December 2019 due to his personal commitments, and will also cease to serve as the chairman of the audit committee (the “**Audit Committee**”), a member of remuneration and evaluation committee (the “**Remuneration Committee**”) and risk management committee (the “**Risk Management Committee**”) of the Company.

Mr. Lau confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation which need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank Mr. Lau for his contributions to the Company during his tenure of office.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board announces that with effect from 31 December 2019, Ms. Liang Yanjun, an independent non-executive Director, be appointed as a member of the Remuneration Committee and the Risk Management Committee.

NON-COMPLIANCE WITH LISTING RULES

Following the resignation of Mr. Lau, the Company fails to meet the following requirements: (i) the Board must include at least three independent non-executive Directors under Rule 3.10(1) of the Listing Rules; (ii) at least one of the independent non-executive Directors must have appropriate professional or qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules; and (iii) the composition of the Audit Committee under Rule 3.21 of the Listing Rules.

The Company is endeavoring to complete the necessary procedures for the appointment of Mr. Wong as an independent non-executive Director within 3 months in order to comply with the requirements under Rules 3.11 and 3.23 of the Listing Rules. Further announcement will be made when the appointment procedures have been completed.

CHANGE OF JOINT COMPANY SECRETARY

The Board also announces that Ms. Yu Wing Sze (“**Ms. Yu**”) has resigned as a joint company secretary of the Company and will cease to act as an authorised representative of the Company for accepting service of process or notice in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 31 December 2019. Ms. Yu has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Shareholders.

Following Ms. Yu's resignation, the Board announces the appointment of Mr. Chan Pak Hung ("**Mr. Chan**") as a joint company secretary and an authorised representative of the Company for accepting service of process or notice in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 31 December 2019.

Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and has over 15 years of experience in corporate finance, compliance and company secretarial fields.

The Board would like to express its gratitude to Ms. Yu for her valuable contributions to the Company and welcome Mr. Chan on his new appointment.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

In connection with the change of joint company secretary of the Company, the Company has applied to, and was granted by, the Stock Exchange a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules for the period from the effective date of appointment of Mr. Chan as a joint company secretary to 2 April 2022 (the "**Waiver Period**"), on the condition that (i) Ms. Yao Wen ("**Ms. Yao**", the other joint company secretary) will be assisted by Mr. Chan during the Waiver Period and the waiver will be revoked immediately if and when Mr. Chan ceases to be a joint company secretary of the Company; (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Ms. Yao satisfies Rules 3.28 and 8.17 of the Listing Rules, having had the benefit of Mr. Chan's assistance such that a further waiver will not be necessary; and (iii) the Company will announce details of this waiver, including its reasons and conditions.

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

Shanghai, PRC, 31 December 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. Lin Zheyang and Ms. Liang Yanjun as independent non-executive Directors.

* *for identification purposes only*