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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)**

**THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF SHANGHAI  
DONGZHENG AUTOMOTIVE FINANCE CO., LTD.\* ON THE MAIN  
BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**RECORD DATE AND CLOSURE OF THE REGISTER OF MEMBERS**

The Board announces that the Record Date for the purpose of determining the Assured Entitlement of Qualifying ZhengTong Shareholders in the Preferential Offering will be Thursday, 7 March 2019. The register of members of the Company will be closed on Thursday, 7 March 2019 and no transfer of Shares will be registered on that date. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Monday, 4 March 2019.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of Qualifying ZhengTong Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off and Proposed Listing.

**Shareholders and potential investors of the Company are advised to note that the Proposed Spin-off and Proposed Listing is subject to, among other things, the approval of the Stock Exchange, the final decisions of the Board and the board of directors of Dongzheng, market conditions, pricing and other factors. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and Proposed Listing will take place or as to when it may take place. If the Proposed Spin-off and Proposed Listing do 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.**

## INTRODUCTION

References are made to the announcements on 13 November 2018 and 21 November 2018 (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 Proposed Spin-off and 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.

As disclosed in the Announcements and the Circular, the Company intends to spin-off Dongzheng by way of the Global Offering and separately list the H Shares of Dongzheng on the Main Board of the Stock Exchange. The Global Offering comprises the Hong Kong Public Offering and the International Offering (including the Preferential Offering). In accordance with the requirements of Practice Note 15 of the Listing Rules, the Board proposes to give due regard to the interests of the Shareholders by providing Qualifying ZhengTong Shareholders with the Assured Entitlement to the H Shares of Dongzheng by way of the Preferential Offering, if the Proposed Spin-off and Proposed Listing proceeds. Details in respect of the Proposed Spin-off and Proposed Listing, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalized and further announcements will be made by the Company as and when appropriate.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the Assured Entitlement of Qualifying ZhengTong Shareholders to the H Shares of Dongzheng in the Preferential Offering. Shareholders whose names appeared on the register of members of the Company on the Record Date (excluding the Non-Qualifying ZhengTong Shareholders) will be entitled to apply for the H Shares of Dongzheng on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced. Subject to the relevant legal restrictions and regulatory requirements, Qualifying ZhengTong Shareholders (regardless of whether they choose to participate in the Preferential Offering or not) and Shareholders who are not Qualifying ZhengTong Shareholders (or who do not satisfy the basis of the Assured Entitlement) may also either (i) apply for the H Shares of Dongzheng under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for the H Shares of Dongzheng under the International Offering, if qualified to do so. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

#### **RECORD DATE AND CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY**

The Board announces that the Record Date for the purpose of determining the Assured Entitlement of Qualifying ZhengTong Shareholders in the Preferential Offering will be Thursday, 7 March 2019. The register of members of the Company will be closed on Thursday, 7 March 2019 and no transfer of Shares will be registered on that date. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Monday, 4 March 2019.

In order to qualify for the Assured Entitlement, all transfers of Shares accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Wednesday, 6 March 2019. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Monday, 4 March 2019.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of Qualifying ZhengTong Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off and Proposed Listing.

**In the event that there is a change in the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying ZhengTong Shareholders, a further announcement will be made by the Company and such revised record date and closure of the register of members will supersede and replace the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying ZhengTong Shareholders set out in this announcement.**

## **GENERAL**

Details in respect of the Proposed Spin-off and Proposed Listing, including the structure and the expected timetable, have not yet been finalized. The Company will make further announcement(s) in relation to the Proposed Spin-off and Proposed Listing in accordance with the requirements of the Listing Rules as and when appropriate.

**Shareholders and potential investors of the Company are advised to note that the Proposed Spin-off and Proposed Listing is subject to, among other things, the approval of the Stock Exchange, the final decisions of the Board and the board of directors of Dongzheng, market conditions, pricing and other factors. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and Proposed Listing will take place or as to when it may take place. If the Proposed Spin-off and Proposed Listing do 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.**

## **DEFINITION**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“H Share(s) of Dongzheng”	overseas listed foreign share(s) in Dongzheng’s ordinary share capital, with Renminbi denominated nominal value of RMB1.00 each in the share capital of Dongzheng, which are to be subscribed for and traded in HK dollars and for which an application has been made for listing and permission to trade on the Stock Exchange
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“Non-Qualifying ZhengTong Shareholder(s)”	Shareholder(s) on the Record Date with registered address(es) in, or who is/are otherwise known by the Company to be resident of, any of the jurisdictions, which the Company and Dongzheng consider it necessary or expedient to exclude from the Preferential Offering on account of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction
“Preferential Offering”	the preferential offering of the H Shares of Dongzheng to Qualifying Shareholders as the Assured Entitlement in the Global Offering
“Prospectus”	the prospectus being issued by Dongzheng in connection with the Hong Kong Public Offering and the Preferential Offering
“Qualifying ZhengTong Shareholder(s)”	Shareholder(s), whose name(s) appeared on the register of members of the Company on the Record Date, excluding the Non-Qualifying Shareholders
“Record Date”	Thursday, 7 March 2019, being the record date for determining the Assured Entitlement of Qualifying ZhengTong Shareholders to the H Shares of Dongzheng in the Preferential Offering

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, 19 February 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*