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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 2020 FIRST UNLISTED FOREIGN SHARE CLASS MEETING, THE 2020 FIRST DOMESTIC SHARE CLASS MEETING, THE 2020 FIRST H SHARE CLASS MEETING AND THE 2020 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the Notices of the 2020 First Unlisted Foreign Share Class Meeting, the 2020 First Domestic Share Class Meeting, the 2020 First H Share Class Meeting and the 2020 First EGM of Shanghai Dongzheng Automotive Finance Co., Ltd. (the “**Company**”) (collectively, the “**Meetings**”) all dated 22 April 2020.

The Board is pleased to announce that the Meetings were convened at Vision 1, 3F, Hilton Shenzhen Futian, 1003 Shennan Road, Futian, Shenzhen, the PRC at or around 2:00 p.m. on Wednesday, 10 June 2020 in accordance with the requirements of the relevant laws and regulations of the PRC, the Listing Rules and the Articles of Association of the Company, and the poll results are lawful and valid. Details of the resolutions considered at the Meetings were set out in the circular dated 22 April 2020 of the Company (the “**Circular**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF MEETINGS

A total of 1,520,000,000 Unlisted Foreign Shares, 80,000,000 Domestic Shares and 539,651,400 H Shares, representing 100% of the total issued Shares in each of the relevant class at the date of each of the Unlisted Foreign Share Class Meeting, Domestic Share Class Meeting and H Share Class Meeting, were entitled to attend and vote at each of the said meetings respectively. No Shareholders are required to abstain from voting at each of the Unlisted Foreign Share Class Meeting, Domestic Share Class Meeting and H Share Class Meeting respectively.

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 EGM, were entitled to attend and vote at the EGM. No Shareholders are required to abstain from voting at the EGM, except that Shareholders holding 80,000,000 Domestic Shares had stated their intention in the Circular to abstain from voting on resolution (2) of the EGM and Shareholders holding the 1,520,000,000 Unlisted Foreign Shares had stated their intention in the Circular to abstain from voting on resolution (3) of the EGM, all of whom have actually abstained from voting the relevant resolutions in the EGM.

There were no Shares entitling the holders to attend and abstain from voting in favour of the proposed resolutions at the Meetings as set out in Rule 13.40 of the Listing Rules.

Shareholders and authorised proxies holding an aggregate of 1,520,000,000 Shares, 80,000,000 Shares and 285,078,605 Shares, representing approximately 100%, 100% and 52.8% of the total Unlisted Foreign Shares, the total Domestic Shares and the total H Shares of the Company, attended the Unlisted Foreign Share Class Meeting, the Domestic Share Class Meeting and the H Share Class Meeting respectively. Shareholders and authorised proxies holding an aggregate of 1,906,278,605 Shares, representing approximately 89.1% of the total issued Shares of the Company, attended the EGM.

At the Meetings, all resolutions as set out in the Notices of the 2020 First Unlisted Foreign Share Class Meeting, the 2020 First Domestic Share Class Meeting, the 2020 First H Share Class Meeting and the 2020 First EGM dated 22 April 2020 were considered and duly passed by way of poll.

POLL RESULTS OF THE RESOLUTIONS PROPOSED AT THE MEETINGS

(1) Poll results of the Unlisted Foreign Share Class Meeting are as follows:

	SPECIAL RESOLUTIONS	Number of Shares voted (approximate %)			Total number of Shares voted
		For	Against	Abstain	
1.	<p>THAT:</p> <p>(a) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue no more than 427,930,280 New H shares pursuant to the terms and conditions set out in the Circular; and</p> <p>(b) the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the New H Shares Issue (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	1,520,000,000 (100%)	0 (0%)	0 (0%)	1,520,000,000 (100%)
2.	<p>THAT:</p> <p>the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the H Share Full Circulation (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	1,520,000,000 (100%)	0 (0%)	0 (0%)	1,520,000,000 (100%)
3.	<p>THAT:</p> <p>the Board be and are hereby granted the authority to make necessary consequential amendments to the Articles of Association to the registered share capital and capital structure of the Company subsequent to completion of the proposed New H Shares Issue, Unlisted Foreign Share Full Circulation and Domestic Share Full Circulation, and to make relevant registration and filing procedures with the relevant governmental authorities and to deal with other matters in relation to the implementation of the Shareholders' and the Board's resolutions.</p>	1,520,000,000 (100%)	0 (0%)	0 (0%)	1,520,000,000 (100%)

(2) Poll results of the Domestic Share Class Meeting are as follows:

	SPECIAL RESOLUTIONS	Number of Shares voted (approximate %)			Total number of Shares voted
		For	Against	Abstain	
1.	<p>THAT:</p> <p>(a) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue no more than 427,930,280 New H shares pursuant to the terms and conditions set out in the Circular; and</p> <p>(b) the Board and any Director(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the New H Shares Issue (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	80,000,000 (100%)	0 (0%)	0 (0%)	80,000,000 (100%)
2.	<p>THAT:</p> <p>the Board and any Director(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the H Share Full Circulation (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	80,000,000 (100%)	0 (0%)	0 (0%)	80,000,000 (100%)
3.	<p>THAT:</p> <p>the Board be and are hereby granted the authority to make necessary consequential amendments to the Articles of Association to the registered share capital and capital structure of the Company subsequent to completion of the proposed New H Shares Issue, Unlisted Foreign Share Full Circulation and Domestic Share Full Circulation, and to make relevant registration and filing procedures with the relevant governmental authorities and to deal with other matters in relation to the implementation of the Shareholders' and the Board's resolutions.</p>	80,000,000 (100%)	0 (0%)	0 (0%)	80,000,000 (100%)

(3) Poll results of the H Share Class Meeting are as follows:

	SPECIAL RESOLUTIONS	Number of Shares voted (approximate %)			Total number of Shares voted
		For	Against	Abstain	
1.	<p>THAT:</p> <p>(a) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue no more than 427,930,280 New H shares pursuant to the terms and conditions set out in the Circular; and</p> <p>(b) the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the New H Shares Issue (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	236,806,605 (83.1%)	48,272,000 (16.9%)	0 (0%)	285,078,605 (100%)
2.	<p>THAT:</p> <p>the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the H Share Full Circulation (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	285,078,605 (100%)	0 (0%)	0 (0%)	285,078,605 (100%)
3.	<p>THAT:</p> <p>the Board be and are hereby granted the authority to make necessary consequential amendments to the Articles of Association to the registered share capital and capital structure of the Company subsequent to completion of the proposed New H Shares Issue, Unlisted Foreign Share Full Circulation and Domestic Share Full Circulation, and to make relevant registration and filing procedures with the relevant governmental authorities and to deal with other matters in relation to the implementation of the Shareholders' and the Board's resolutions.</p>	285,078,605 (100%)	0 (0%)	0 (0%)	285,078,605 (100%)

(4) Poll results of the EGM are as follows:

	SPECIAL RESOLUTIONS	Number of Shares voted (approximate %)			Total number of Shares voted
		For	Against	Abstain	
1.	<p>THAT:</p> <p>(a) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue no more than 427,930,280 New H shares pursuant to the terms and conditions set out in the Circular; and</p> <p>(b) the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the New H Shares Issue (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	1,858,006,605 (97.5%)	48,272,000 (2.5%)	0 (0%)	1,906,278,605 (100%)
2.	<p>THAT:</p> <p>(a) the 80,000,000 Domestic Shares be fully converted into H Shares in accordance with the terms and conditions set out in the Circular; and</p> <p>(b) the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Domestic Share Full Circulation (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	1,826,278,605 (100%)	0 (0%)	0 (0%)	1,826,278,605 (100%)
3.	<p>THAT:</p> <p>(a) the 1,520,000,000 Unlisted Foreign Shares be fully converted into H Shares in accordance with the terms and conditions set out in the Circular; and</p> <p>(b) the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Unlisted Foreign Share Full Circulation (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.</p>	386,278,605 (100%)	0 (0%)	0 (0%)	386,278,605 (100%)

	SPECIAL RESOLUTIONS	Number of Shares voted (approximate %)			Total number of Shares voted
		For	Against	Abstain	
4.	<p>THAT:</p> <p>the Board be and are hereby granted the authority to make necessary consequential amendments to the Articles of Association to the registered share capital and capital structure of the Company subsequent to completion of the proposed New H Shares Issue, Unlisted Foreign Share Full Circulation and Domestic Share Full Circulation, and to make relevant registration and filing procedures with the relevant governmental authorities and to deal with other matters in relation to the implementation of the Shareholders' and the Board's resolutions.</p>	1,906,278,605 (100%)	0 (0%)	0 (0%)	1,906,278,605 (100%)

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 of the Meetings.

The New H Share Issue and the H Share Full Circulation are subject to approval of the relevant authorities. Details are set out in the Circular dated 22 April 2020. The consequential amendments to the Articles of Association of the Company will be effective upon the completion of the New H Share Issue and the H Share Full Circulation.

Yours faithfully,
By Order of the Board
Shanghai Dongzheng Automotive Finance Co., Ltd.*
Lin Fan
Chairman and Executive Director

Shanghai, the PRC, 10 June 2020

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, Mr. Lin Zheyang and Ms. Liang Yanjun as independent non-executive Directors.

* For identification purposes only