

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated 14 March 2019 (the “**Prospectus**”) and as amended and supplemented by the supplemental prospectus dated 25 March 2019 (the “**Supplemental Prospectus**”) issued by Shanghai Dongzheng Automotive Finance Co., Ltd.* (上海東正汽車金融股份有限公司) (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities. Potential investors should read the Prospectus together with the Supplemental Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (and its territories, possessions and all areas subject to its jurisdiction) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offering of securities of the Company in the United States.

In connection with the Global Offering, Credit Suisse (Hong Kong) Limited, as stabilizing manager (the “**Stabilizing Manager**”) (or any person acting for it), on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager (or any person acting for it) to conduct any such stabilizing action. Such stabilizing action, if taken, (a) will be conducted at the absolute discretion of the Stabilizing Manager (or any person acting for it) and in what the Stabilizing Manager reasonably regards as the best interest of the Company, (b) may be discontinued at any time and (c) is required to be brought to an end within 30 days of the last day for lodging applications under the Hong Kong Public Offering. Such stabilization action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Thursday, 18 April 2019, being the 30th day after the last day for the lodging of the applications under the Hong Kong Public Offering. After this date, when no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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)

ISSUE OF SUPPLEMENTAL PROSPECTUS

References are made to the Global Offering as described in the Prospectus, the formal notice of the Company dated 14 March 2019, the announcement of the Company dated 20 March 2019, and the Supplemental Prospectus.

DELAY OF LISTING AND CONFIRMATION

The Company wishes to announce a delay in the listing of the H Shares of the Company on the Stock Exchange, which was originally anticipated to occur on Tuesday, 26 March 2019. Subject to the completion of the confirmation procedure as stated below and satisfaction of the conditions set out in the sub-section headed “Conditions of the Global Offering” under the section headed “Structure of the Global Offering” in the Prospectus, including the Listing Committee granting the approval of the listing of, and permission to deal in, the H Shares, the Listing is expected to commence on Wednesday, 3 April 2019.

DETERMINATION OF OFFER PRICE AT BELOW THE OFFER PRICE RANGE

The Company and the Joint Global Coordinators (on behalf of the Underwriters), after taking into consideration of the current market conditions, have agreed to lower the Offer Price to HK\$3.06 per H Share, which is below the low end of the indicative Offer Price range set out in the Prospectus.

SUPPLEMENTAL PROSPECTUS

In order to enable Eligible Applicants and other potential investors to consider the potential impact of this material new information on their investment decision, the Company issued the Supplemental Prospectus on Monday, 25 March 2019 in relation to the New Offer Price together with the updated listing timetable and relevant financial and other information. The Supplemental Prospectus amends and supplements the Prospectus and Eligible Applicants and any potential investors should read the Supplemental Prospectus in conjunction with the Prospectus.

Eligible Applicants who wish to proceed with their applications for Hong Kong Offer Shares and/or Reserved Shares must confirm their applications according to the procedures set out in the section headed “Confirmation of Applications” in the Supplemental Prospectus within a specified period as provided in the Supplemental Prospectus, which is currently expected to be from 9:00 a.m. to 5:00 p.m. on Monday, 25 March 2019, Tuesday, 26 March 2019 and Wednesday, 27 March 2019, and in any event before the deadline specified in the Supplemental Prospectus. Investors who have made valid applications for the Hong Kong Offer Shares and/or the Reserved Shares, but do not confirm their applications for Hong Kong Offer Shares and/or Reserved Shares will be taken as not proceeding with their applications.

CONFIRMATION OF APPLICATIONS

Copies of the Supplemental Prospectus, the **WHITE** Confirmation Form and the **BLUE** Confirmation Form described therein may be obtained from 9:00 a.m. to 5:00 p.m. on Monday, 25 March 2019, Tuesday, 26 March 2019 and Wednesday, 27 March 2019, and in any event before the deadline specified in the Supplemental Prospectus, at any of the places stated below and also at Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong. The relevant procedures for confirmation of applications will be set out in the section headed “Confirmation of Applications” in the Supplemental Prospectus.

Eligible Applicants and potential investors are reminded that you must confirm your application for the Hong Kong Offer Shares and/or the Reserved Shares before the deadlines as stipulated in the Supplemental Prospectus. If you have made valid applications for the Hong Kong Offer Shares and/or the Reserved Shares, but do not confirm the applications for such Hong Kong Offer Shares and/or the Reserved Shares in accordance with the procedures set out in the Supplemental Prospectus, the WHITE Confirmation Form and the BLUE Confirmation Form, you will be taken as not proceeding with your application.

References are made to the Global Offering as described in the Prospectus, the formal notice dated 14 March 2019, the announcement of the Company dated 20 March 2019 (the “**Announcement**”), and the supplemental prospectus issued by the Company on 25 March 2019 (the “**Supplemental Prospectus**”).

DELAY OF LISTING AND CONFIRMATION

The Company wishes to announce a delay in the listing of the H Shares of the Company on the Stock Exchange, which was originally anticipated to occur on Tuesday, 26 March 2019. Subject to the completion of the confirmation procedures as stated below and satisfaction of the conditions set out in the sub-section headed “Conditions of the Global Offering” under the section headed “Structure of the Global Offering” in the Prospectus, including the Listing Committee granting the approval of the listing of, and permission to deal in, the H Shares, the Listing is expected to commence on Wednesday, 3 April 2019.

DETERMINATION OF OFFER PRICE AT BELOW THE OFFER PRICE RANGE

The Company and the Joint Global Coordinators (on behalf of the Underwriters), after taking into consideration of the current market conditions, have agreed to lower the Offer Price to HK\$3.06 per H Share (the “**New Offer Price**”), which is below the low end of the indicative Offer Price range set out in the Prospectus.

SUPPLEMENTAL PROSPECTUS

In order to enable applicants who have validly applied for the Hong Kong Offer Shares and/or the Reserved Shares (the “**Eligible Applicants**”) to consider the potential impact of this material new information on their investment decision, the Company has issued the Supplemental Prospectus on Monday, 25 March 2019 in relation to the New Offer Price together with the updated listing timetable and relevant financial and other information. The Supplemental Prospectus amends and supplements the Prospectus and Eligible Applicants and any potential investors should read the Supplemental Prospectus in conjunction with the Prospectus.

Eligible Applicants who wish to proceed with their applications for Hong Kong Offer Shares and/or Reserved Shares must confirm their applications according to the procedures set out in the section headed “Confirmation of Applications” in the Supplemental Prospectus within a specified period as provided in the Supplemental Prospectus, which is currently expected to be from 9:00 a.m. to 5:00 p.m. on Monday, 25 March 2019, Tuesday, 26 March 2019 and Wednesday, 27 March 2019, and in any event before the deadline specified in the Supplemental Prospectus. Investors who have made valid applications for the Hong Kong Offer Shares and/or the Reserved Shares, but do not confirm their applications for Hong Kong Offer Shares and/or Reserved Shares will be taken as not proceeding with their applications.

REVISED TIMETABLE OF THE GLOBAL OFFERING AND PREFERENTIAL OFFERING

Eligible Applicants who wish to proceed with their applications are required to confirm their applications with respect to all (and not some only) of the Hong Kong Offer Shares and/or the Reserved Shares applied for by them under the Hong Kong Public Offering and the Preferential Offering in accordance with the revised timetable below.

The revised timetable ⁽¹⁾ of the Global Offering is as follows:

- (1) Announcement of the New Offer Price and the issuance of this Supplemental Prospectus, to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) Monday, 25 March 2019
- (2) A full announcement of the Hong Kong Public Offering containing (1) above will be published on the Stock Exchange’s website at www.hkexnews.hk and our Company’s website at www.dongzhengafc.com from Monday, 25 March 2019
- (3) The Supplemental Prospectus and the Confirmation Forms will be published on the Stock Exchange’s website at www.hkexnews.hk and our Company’s website at www.dongzhengafc.com from Monday, 25 March 2019

- (4) The period when Eligible Applicants may confirm their applications for Hong Kong Offer Shares and/or the Reserved Shares under the Hong Kong Public Offering and the Preferential Offering in full:
- (a) For Eligible Applicants who applied by using **WHITE, YELLOW** or **BLUE** Application Forms or using **White Form eIPO** or **Blue Form eIPO** 9:00 a.m. to 5:00 p.m.
on Monday, 25 March 2019
Tuesday, 26 March 2019
Wednesday, 27 March 2019⁽²⁾
- (b) For Eligible Applicants who applied by giving **electronic application instructions** to HKSCC via CCASS 9:00 a.m. to 8:30 p.m.
on Monday, 25 March 2019
8:00 a.m. to 8:30 p.m.
on Tuesday, 26 March 2019
8:00 a.m. to 5:00 p.m.
on Wednesday, 27 March 2019⁽²⁾
- (5) Announcement of the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the Preferential Offering and the basis of allocation of the Hong Kong Offer Shares and the Reserved Shares, taking into account all confirmations from Eligible Applicants, and the despatch arrangements for refund cheques with respect to unconfirmed applications, to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on Tuesday, 2 April 2019

- (6) Results of allocations in the Hong Kong Public Offering and the Preferential Offering will be available at www.iporeresults.com.hk (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a “search by ID” function from Tuesday, 2 April 2019
- (7) Announcement containing (5) and (6) above will be published on the Stock Exchange’s website at www.hkexnews.hk and our Company’s website at www.dongzhengafc.com from Tuesday, 2 April 2019
- (8) Despatch/Collection of refund cheques/**WHITE** Form and **BLUE** Form e-Refund payment instructions (if applicable) on the difference between HK\$6.30 per H Share, being the highest end of the Offer Price range as disclosed in the Prospectus and HK\$3.06 per H Share, being the New Offer Price, with respect to valid applications and the full application amount in respect of invalid or unconfirmed applications pursuant to the Hong Kong Public Offering and the Preferential Offering on or before Tuesday, 2 April 2019
- (9) Despatch/Collection of H Share certificates⁽³⁾ or deposit of share certificate into CCASS in respect of successful applications and refund cheques with respect to unconfirmed applications/**WHITE** Form and **BLUE** Form e-Refund payment instructions (if applicable) on or before Tuesday, 2 April 2019
- (10) Dealings in H Shares on the Stock Exchange expected to commence on Wednesday, 3 April 2019

Notes:

- (1) All times refer to Hong Kong local time.
- (2) If there is a tropical cyclone warning signal number eight or above or a “black” rainstorm warning or in force in Hong Kong at any time between 2:00 p.m. and 5:00 p.m. on Wednesday, 27 March 2019, the last day of the period in which Eligible Applicants can confirm their applications for the Offer Shares under the Public Offer will be postponed to the next business day which does not have either of those warning signals in force in Hong Kong at any time between 2:00 p.m. and 5:00 p.m. on such day. A further announcement will be made by the Company if there is any postponement to the dates mentioned in the section entitled “Revised timetable of the Share Offer” of this Supplemental Prospectus.

- (3) The H Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. on Wednesday, 3 April 2019 provided that (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised and has lapsed.

CONFIRMATION OF APPLICATIONS

Copies of the Supplemental Prospectus, the **WHITE** confirmation form (the “**WHITE Confirmation Form**”) and the **BLUE** confirmation form (the “**BLUE Confirmation Form**”, together with the **WHITE** Confirmation Form, the “**Confirmation Forms**”) described therein may be obtained from 9:00 a.m. to 5:00 p.m. on Monday, 25 March 2019, Tuesday, 26 March 2019 and Wednesday, 27 March 2019 at any of the places stated below and also at Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong.

The following address of the Joint Global Coordinators:

China International Capital Corporation Hong Kong Securities Limited
29th Floor, One International Finance Centre
1 Harbour View Street
Central, Hong Kong

Credit Suisse (Hong Kong) Limited
Level 88 International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Morgan Stanley Asia Limited
46/F, International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Any of the following branches of the receiving banks of the Hong Kong Public Offering:

DBS Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen’s Road Central
	Queen’s Road East — DBS Treasures Centre	Shop A, G/F, Jonsim Place, 228 Queen’s Road East, Wanchai

	North Point Branch	G/F, 391 King's Road, North Point
	Happy Valley Branch	G/F, 18A-22 King Kwong Street, Happy Valley
Kowloon	Amoy Plaza Branch	Shops G193-195, Amoy Plaza, 77 Ngau Tau Kok Road, Ngau Tau Kok
	Mei Foo Branch	Shops N26A & N26B, Stage V, Mei Foo Sun Chuen, 10 & 12 Nassau Street
	Nathan Road — SME Banking Centre	2/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Kowloon Bay — SME Banking Centre	Shop 6, G/F, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay
New Territories	Tuen Mun Town Plaza — SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II), 3 Tuen Lung Street, Tuen Mun
	Yuen Long Branch	G/F, 1-5 Tai Tong Road, Yuen Long

CMB Wing Lung Bank Limited

	Branch Name	Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	Central District Branch	189 Des Voeux Road Central
Kowloon	Tsim Sha Tsui Branch	4 Carnarvon Road
	Prince Edward Branch	17 Lai Chi Kok Road
New Territories	Tsuen Wan Branch	251 Sha Tsui Road

Eligible Applicants who applied (i) through brokers, banks or other intermediaries and/or who had not provided their names and addresses on their Application Forms or (ii) by giving electronic application instructions to HKSCC via CCASS should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than the deadline set out in the Supplemental Prospectus. Eligible Applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. Eligible Applicants who do not wish to proceed with their applications need not take any action.

HKSCC Nominees will process application confirmation only for those Eligible Applicants who have applied by giving electronic application instructions to HKSCC. Such application must be made in accordance with the procedures set out in the Supplemental Prospectus.

Details of the procedures for confirming applications for the Hong Kong Offer Shares and/or the Reserved Shares are set out in the Supplemental Prospectus.

Eligible Applicants and potential investors are reminded that you must confirm your application for the Hong Kong Offer Shares and/or Reserved Shares before the deadlines as stipulated in the Supplemental Prospectus. If you have made valid applications for the Hong Kong Offer Shares and/or the Reserved Shares, but do not confirm the applications for such Hong Kong Offer Shares and/or the Reserved Shares in accordance with the procedures set out in the Supplemental Prospectus, the WHITE Confirmation Form and the BLUE Confirmation Form, you will be taken as not proceeding with your application.

It is expected that the Company will issue an announcement on Tuesday, 2 April 2019 setting out the final basis of allocations in the Hong Kong Public Offering and the Preferential Offering taking into account the receipt of confirmations from the Eligible Applicants in accordance with the procedures set out in the Supplemental Prospectus, and the level of interest in the International Offering.

Trading of the H Shares is expected to commence on Wednesday, 3 April 2019, subject to satisfaction of the conditions set out in the section headed “Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus, which include the approval of the Stock Exchange for the Listing.

The Company confirms that, save as disclosed in the Supplemental Prospectus, there has been no significant change and no significant new matter that has arisen since the date of publication of the Prospectus on 14 March 2019 and up to the date of the Supplemental Prospectus on 25 March 2019.

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

Shanghai, 25 March 2019

As at the date of this announcement, the executive Directors are Mr. Lin Fan and Mr. Shao Yongjun; the non-executive Directors are Mr. Koh Tee Choong and Mr. Yin Yaoliang; and the independent non-executive Directors are Mr. Lau Wai Leung Anders, Mr. Lin Zheyang and Ms. Liang Yanjun.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).

** For identification purposes only*