

*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)**

**NOTICE OF THE 2019 THIRD EXTRAORDINARY  
GENERAL MEETING**

Notice is hereby given that the 2019 Third Extraordinary General Meeting or any adjourned meeting (“**Extraordinary General Meeting**”) of Shanghai Dongzheng Automotive Finance Co., Ltd. (the “**Company**”) will be held at 3:00 p.m. on Monday, 21 October 2019 at Qingtai Room, 2nd Floor, Midtown Shangri-La Hotel, 6 Changshou Road, Xiacheng District, Hangzhou, Zhejiang, China to consider and, if thought fit, pass the following resolution:

**ORDINARY RESOLUTION**

1. To consider and approve the distribution of interim dividend for the six months ended 30 June 2019.

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

Shanghai, PRC

6 September 2019

\* *For identification purposes only*

*Notes:*

1. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolution proposed at the Extraordinary General Meeting will be voted by poll. The poll results will be published on the Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.dongzhengafcc.com](http://www.dongzhengafcc.com) upon the conclusion of the Extraordinary General Meeting.
2. The Company's shares register of members will be closed from Saturday, 21 September 2019 to Monday, 21 October 2019 (both days inclusive). In order to qualify for attending and voting at the Extraordinary General Meeting, shareholders of the Company ("**Shareholders**") should lodge all instruments of transfer with the relevant share certificates and transfer forms with Computershare Hong Kong Investor Services Limited, the Company's share registrar, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 20 September 2019.
3. The Company's shares register of members will be closed from Friday, 25 October 2019 to Wednesday, 30 October 2019 (both days inclusive). In order to qualify for the interim dividend of RMB0.08 (tax inclusive) for the six months ended 30 June 2019 ("**2019 Interim Dividend**"), Shareholders should lodge instruments of transfer with the relevant share certificates and transfer forms with Computershare Hong Kong Investor Services Limited, the Company's share registrar, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 24 October 2019. The Company will pay the 2019 Interim Dividends on or before Saturday, 30 November 2019 upon the approval of the Extraordinary General Meeting.
4. Holders of overseas listed foreign shares of the Company (in the form of H Shares) whose names appear in the Register of Members of the Company maintained at the Computershare Hong Kong Investor Services Limited at the close of business on Friday, 20 September 2019, is entitled to attend and vote at the Extraordinary General Meeting after completing the registration required.  
  
Holders of overseas listed foreign shares (in the form of H Shares) whose names appear in the Register of Members of the Company maintained at the Computershare Hong Kong Investor Services Limited at the close of business on Wednesday, 30 October 2019, is entitled to receive the 2019 Interim Dividend.
5. Shareholders who intend to attend the Extraordinary General Meeting in person or by proxy shall submit the reply slip for the Extraordinary General Meeting in person or by mail to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the Company's Registered Office (for Domestic Shareholders and Unlisted Foreign Shareholders) on or before Tuesday, 1 October 2019.
6. Each holders of H Shares entitled to attend and vote at the Extraordinary General Meeting or any adjourned meeting is entitled to appoint in writing one or more proxies (whether the proxy is a shareholder of the Company or not) to attend and vote at the Extraordinary General Meeting in his stead. For Shareholder who appointed more than one proxies, his or her representative shall only vote in the event of open ballot.

7. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. The instrument appointing a proxy of any holder of H shares (being a body corporate) must be affixed with the corporate seal of such holder of H shares or duly signed by the chairman of its Board or by its authorized attorney. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting in order for such documents to be valid.
8. Holders of Domestic Share of the Company is entitled to appoint in writing one or more proxies (whether the proxy is a Shareholder or not) to attend and vote at the Extraordinary General Meeting in his stead. Notes (6) and (7) are also applicable to the holders of Domestic Share of the Company, however the form of proxy or other documents of authorization must be delivered to the Company's Registered Office not less than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting in order for such documents to be valid. The address of the Company's Registered Office is stated in Note (11) below.
9. Shareholders or their proxies shall present their identity documents when attending the Extraordinary General Meeting:
  - (1) Corporate shareholders' legal representatives attending the meeting shall present their valid personal identification, valid documents that can prove their qualification as legal representatives and documents proving their shareholder identities; where legal representatives authorize others to attend the meeting, in addition to the aforesaid documents, the proxies shall also present their valid personal identification and the written authorization letters lawfully issued by the legal representatives (including authorizing others to sign). Where corporate shareholders authorize others to attend the meeting, the proxies shall present their valid personal identification, the authorization resolution of the board of directors of corporate shareholders or other decision-making bodies and documents proving shareholder identities.
  - (2) Natural person shareholders attending the meeting in person shall present their valid personal identification and documents proving their shareholder identities; proxies attending the meeting shall present their valid personal identification, the authorization letters from the shareholders and documents proving their shareholder identities.
10. The Extraordinary General Meeting is expected to last for not more than half a day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.
11. The address of Company's registered office is Unit ABC, 30/F, Mirae Asset Tower, No. 166, Lu Jia Zui Ring Road, Shanghai, the PRC.

Telephone: 86 (21) 2068 9999

Facsimile: 86 (21) 2068 9996

*As at the date of this announcement, the board of directors comprises Mr. LIN Fan and Mr. SHAO Yongjun as executive Directors; Mr. KOH Tee Choong and Mr. YIN Yaoliang as non-executive Directors; and Mr. LAU Wai Leung Anders, Mr. LIN Zheyang and Ms. LIANG Yanjun as independent non-executive Directors.*