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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)**

**CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board hereby announces that, with effect from 5 December 2019, the principal place of business in Hong Kong has changed from 31/F, Tower Two, Time Square, 1 Matheson Street, Causeway Bay, Hong Kong to Unit 5905, 59/F, The Center, 99 Queen's Road Central, Hong Kong.

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In accordance with the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No.97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the requirements on the notice period of the general meeting and convening procedures for overseas listed companies shall be governed by the relevant provisions under the Company Law, instead of the provisions under the Articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued in 1994. The Board proposed to amend the Articles of Association as set out below:

## Proposed Amendments to the Articles of Association

| Existing Articles of Association  | Proposed Articles of Association  |
|---|---|
| <p><b>Contents Note:</b> In the side notes to the Articles of Association, “Company Law” refers to the “Company Law of the People’s Republic of China” (2013 revision); “Mandatory Provisions” refers to the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Restructuring the Economic System; “Letter of Opinions” refers to the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1) jointly issued by the Overseas Listing Department of China Securities Regulatory Commission (“CSRC”) and the former Production System Division of the State Commission for Restructuring the Economic System; “Opinions” refers to the “Opinions on Further Promoting Standardized Operation and Deepening Reform of Overseas Listed Companies” (Guo Jing Mao Qi Gai [1999] No. 230) jointly issued by the former State Economic and Trade Commission and the CSRC; “Guidelines for Articles of Association” refers to the “Guidelines for Articles of Association of Listed Companies (2016 Revision)” (CSRC Announcement [2016] No. 23) issued by the CSRC; “Main Board Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time; “Appendix 3 to the Main Board Listing Rules” means Appendix 3 to the Main Board Listing Rules; “Appendix 13D to the Main Board Listing Rules” means Part D of Appendix 13 to the Main Board Listing Rules.</p> | <p><b>Contents Note:</b> In the side notes to the Articles of Association, “Company Law” refers to the “Company Law of the People’s Republic of China” (2018 revision); “Mandatory Provisions” refers to the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Restructuring the Economic System; “Letter of Opinions” refers to the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1) jointly issued by the Overseas Listing Department of China Securities Regulatory Commission (“CSRC”) and the former Production System Division of the State Commission for Restructuring the Economic System; “Opinions” refers to the “Opinions on Further Promoting Standardized Operation and Deepening Reform of Overseas Listed Companies” (Guo Jing Mao Qi Gai [1999] No. 230) jointly issued by the former State Economic and Trade Commission and the CSRC; “Guidelines for Articles of Association” refers to the “Guidelines for Articles of Association of Listed Companies (2016 Revision)” (CSRC Announcement [2016] No. 23) issued by the CSRC; “Main Board Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time; “Appendix 3 to the Main Board Listing Rules” means Appendix 3 to the Main Board Listing Rules; “Appendix 13D to the Main Board Listing Rules” means Part D of Appendix 13 to the Main Board Listing Rules.</p> |

| Existing Articles of Association   | Proposed Articles of Association  |
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| <p><b><u>Article 48 No share transfer may be entered in the register of shareholders within 30 days prior to the date of a general meeting or within five days prior to the record date on which the Company decides to distribute dividends.</u></b></p> <p><b><u>If other provisions are stipulated by the stock exchange where the Company's shares are listed and the securities regulatory authority in the place of listing, such provisions shall prevail.</u></b></p>  | <p><b><u>Article 48 Where the laws and regulations in the PRC and the Main Board Listing Rules stipulate the period of closure of the register of members of the Company prior to the date of a general meeting or the record date on which the Company decides to distribute dividends, such provisions shall prevail.</u></b></p>   |
| <p><b><u>Article 70</u></b> When the Company is to convene a general meeting, a written notice of the meeting shall be given <b><u>45 days</u></b> before the date of the meeting to notify all shareholders whose names appear in the register of shareholders of the matters to be considered and the date and place of the meeting. <b><u>Shareholders who intend to attend the meeting shall send a written reply on attendance to the Company 20 days before the date of the meeting.</u></b></p> <p>When calculating the period for sending out the notice, the date of the meeting and the date of sending the notice shall be excluded.</p> <p>For the purpose of this Article, the date of sending a notice is the date on which the Company or the share registrar appointed by the Company delivers the notice to the post office to post it.</p> | <p><b><u>Article 70</u></b> When the Company is to convene a <b><u>annual</u></b> general meeting, a written notice of the meeting shall be given <b><u>20 working days</u></b> before the date of the meeting to notify all shareholders whose names appear in the register of shareholders of the matters to be considered and the time and place of the meeting. <b><u>A written notice of extraordinary general meeting shall be given to all shareholders 10 working days or 15 days (whichever is longer) prior to the meeting. For the issuance of bearer share certificates, the time and venue of and matters to be considered at the meeting shall be announced 30 days before the meeting.</u></b></p> <p>When calculating the period for sending out the notice, the date of the meeting and the date of sending the notice shall be excluded.</p> <p>For the purpose of this Article, the date of sending a notice is the date on which the Company or the share registrar appointed by the Company delivers the notice to the post office to post it.</p> <p><b><u>Holders of bearer share certificates who wish to attend a general meeting shall deposit their share certificates with the Company five days before the meeting and till the conclusion of the meeting.</u></b></p> |

| Existing Articles of Association   | Proposed Articles of Association  |
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| <p><b>Article 71</b> When the Company convenes a general meeting, the Board, the Board of Supervisors and the shareholders individually or jointly holding 3% or more of the Company’s shares may submit proposals to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Company’s shares may submit temporary proposals to the Company in writing, and the Company shall <b><u>include the matters therein falling within the scope of functions and powers of the general meeting into the agenda of the meeting.</u></b></p> <p>Save as provided in the preceding paragraph, the convener shall not amend the proposals stated in or add new proposals to the notice of general meeting after issuing and announcing the notice.</p> <p>A temporary proposals submitted by shareholders shall meet the following conditions:</p> <ol style="list-style-type: none"> <li>(1) the content of the proposals shall not contravene the laws and regulations, and shall fall within the scope of the Company’s operations and the functions and powers of the general meeting;</li> <li>(2) the proposal has definite topics to discuss and specific matters to resolve;</li> <li>(3) the proposal shall be submitted or served to the convener in writing 10 days prior to the date of holding the general meeting.</li> </ol> | <p><b>Article 71</b> When the Company convenes a general meeting, the Board, the Board of Supervisors and the shareholders individually or jointly holding 3% or more of the Company’s shares may submit proposals to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Company’s shares may submit temporary proposals to the Company in writing, and the Company shall <b><u>notify other shareholders within two days upon receipt of the proposal, and submit the said temporary proposal to the general meeting for consideration.</u></b></p> <p>Save as provided in the preceding paragraph, the convener shall not amend the proposals stated in or add new proposals to the notice of general meeting after issuing and announcing the notice.</p> <p>A temporary proposals submitted by shareholders shall meet the following conditions:</p> <ol style="list-style-type: none"> <li>(1) the content of the proposals shall not contravene the laws and regulations, and shall fall within the scope of the Company’s operations and the functions and powers of the general meeting;</li> <li>(2) the proposal has definite topics to discuss and specific matters to resolve;</li> <li>(3) the proposal shall be submitted or served to the convener in writing 10 days prior to the date of holding the general meeting.</li> </ol> |

| Existing Articles of Association   | Proposed Articles of Association  |
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| <p data-bbox="164 240 783 719"><u>Article 72 The Company shall, based on the written replies received from shareholders 20 days before the date of the general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total voting shares, the Company may convene the general meeting; if not, then the Company shall, within five days, notify the shareholders again by announcement of the matters to be considered and the date and place of the meeting. The Company may then convene the meeting after making such announcement.</u></p> <p data-bbox="164 761 783 825"><u>An extraordinary general meeting shall not resolve on matters not stated in the notice of meeting.</u></p> | <p data-bbox="812 240 1430 336"><u>Article 72 Matters which are not included in the notices shall not be resolved at the shareholders' general meeting.</u></p> |

| Existing Articles of Association  | Proposed Articles of Association   |
|---|--|
| <p><b>Article 74</b> Except as otherwise provided in relevant laws, regulations and the listing rules of the Company’s listing venue and the Articles of Association, a notice of general meeting shall be posted on the Company’s website or delivered to shareholders by hand or by pre-paid post. The address of each recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, a notice of general meeting may be given by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between <b>45 days to 50 days prior to the date of the meeting.</b> Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to laws, administrative regulations, department rules, normative documents and regulations of relevant regulatory authorities, for the holders of H shares, the Company may also issue a notice of general meeting by making an announcement on the websites of the Company and the Hong Kong Stock Exchange in lieu of delivery of such notice by hand or by prepaid post to the holders of H shares.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p> | <p><b>Article 74</b> Except as otherwise provided in relevant laws, regulations and the listing rules of the Company’s listing venue and the Articles of Association, a notice of general meeting shall be posted on the Company’s website or delivered to shareholders by hand or by pre-paid post. The address of each recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, a notice of general meeting may be given by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to laws, administrative regulations, department rules, normative documents and regulations of relevant regulatory authorities, for the holders of H shares, the Company may also issue a notice of general meeting by making an announcement on the websites of the Company and the Hong Kong Stock Exchange in lieu of delivery of such notice by hand or by prepaid post to the holders of H shares.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p> |

| Existing Articles of Association  | Proposed Articles of Association  |
|---|---|
| <p><b>Article 100</b> For the convening of a class meeting, a <b><u>45 days'</u></b> written notice shall be given to notify shareholders who are registered as holders of such class of shares in the register of shareholders of the matters proposed to be considered and the date and place of the meeting. <b><u>Shareholders who intend to attend the meeting shall serve a written reply to the Company 20 days prior to the date of the meeting.</u></b></p> <p><b><u>In the event that the number of voting shares represented by the shareholders who intend to attend the meeting reaches half or more of the total number of voting shares of that class, the Company may convene the class meeting. Otherwise, the Company shall within five days notify the shareholders again by way of public announcement, of the matters to be considered and the date and place of the meeting. The Company may then proceed to hold the meeting.</u></b> Where there are any special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.</p> <p>The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class concerned.</p> | <p><b>Article 100</b> For the convening of a class meeting, <b><u>the period for issuing a written notice thereof shall be the same as the period for issuing a written notice of the non-class meeting to be convened together with such class meeting.</u></b> Written notice shall be given to notify shareholders who are registered as holders of such class of shares in the register of shareholders of the matters proposed to be considered and the date and place of the meeting.</p> <p>Where there are any special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.</p> <p>The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class concerned.</p> |

The proposed amendments to the Articles of Association are subject to the shareholders' approval at the general meeting by way of special resolution and will become effective upon approval by the CBIRC. It is proposed that the general meeting shall authorize the chairman of the Board or his delegates to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting the same for approval, as required from time to time by the relevant regulatory authorities, administration of industrial and commercial registration as well as the Stock Exchange.

## CIRCULAR

A circular containing information on the proposed amendments to the Articles of Association, together with a notice to convene a general meeting, will be despatched to the Shareholders as soon as practicable.

## DEFINITIONS

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

|                           |  |
|---------------------------|--|
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time   |
| “Board”                   | the board of Directors   |
| “CBIRC”                   | the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)  |
| “Company”                 | 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 PRC with limited liability and whose H shares are listed on the Stock Exchange (stock code: 2718) |
| “Company Law”             | the Company Law of the PRC   |
| “Director(s)”             | the director(s) of the Company   |
| “Hong Kong”               | Hong Kong Special Administrative Region of the PRC   |
| “Listing Rules”           | The Rules Governing the Listing of Securities on the Stock Exchange  |
| “PRC”                     | People’s Republic of China, but for the purposes of this announcement excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan  |
| “SFO”                     | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Share(s)”                | ordinary share(s) in the share capital of the Company  |



“Shareholder(s)” holder(s) of the Shares

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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

Shanghai, PRC, 5 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. Lau Wai Leung Anders, Mr. Lin Zheyang and Ms. Liang Yanjun as independent non-executive Directors.*

*\* for identification purposes only*