

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**”), 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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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)

**PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION,
STABILIZING ACTIONS AND
END OF STABILIZING PERIOD**

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Joint Global Coordinators (on behalf of the International Underwriters) on Thursday, 18 April 2019 (after trading hours) in respect of an aggregate of 6,315,400 H Shares (the “**Over-allotment Shares**”), representing approximately 1.18% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to cover over-allocations in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$3.06 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

The portion of the Over-allotment Option which has not been exercised by the Joint Global Coordinators (on behalf of the International Underwriters) lapsed on 18 April 2019.

STABILIZING ACTIONS AND END OF STABILIZING PERIOD

The Company further announces that the stabilizing period in connection with the Global Offering ended on 18 April 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing actions undertaken by the Stabilizing Manager or any person acting for it before and during the stabilizing period were:

- (i) over-allocations of an aggregate of 80,000,400 H Shares in the International Offering, representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (ii) successive purchases of an aggregate of 73,685,000 H Shares in the price range of HK\$2.50 to HK\$3.06 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilizing period. The last purchase made by the Stabilizing Manager on the market during the stabilizing period was on 18 April 2019 at the price of HK\$3.06 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%); and
- (iii) the partial exercise of the Over-allotment Option by the Joint Global Coordinators, on behalf of the International Underwriters, on 18 April 2019 in respect of 6,315,400 H Shares, representing approximately 1.18% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price of HK\$3.06 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), to cover the over-allocations under the International Offering.

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

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Approval of Listing

Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:30 a.m. on Thursday, 25 April 2019.

Share Capital upon the Partial Exercise of Over-allotment Option

The shareholding structure of the Company immediately before and immediately after the completion of the partial exercise of the Over-allotment Option is as follows:

Shareholders	Immediately before the partial exercise of the Over-allotment Option		Immediately after the partial exercise of the Over-allotment Option	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
ZhengTong	1,520,000,000	71.25%	1,520,000,000	71.04%
Joy Capital	1,520,000,000	71.25%	1,520,000,000	71.04%
Mr. Wang Muqing	1,520,000,000	71.25%	1,520,000,000	71.04%
Mr. Wang Weize	1,520,000,000	71.25%	1,520,000,000	71.04%
Dongfeng	80,000,000	3.75%	80,000,000	3.74%
Public Shareholders	533,336,000	25.00%	539,651,400	25.22%
Total	<u>2,133,336,000</u>	<u>100.00%</u>	<u>2,139,651,400</u>	<u>100.00%</u>

Use of Proceeds

The additional net proceeds of approximately HK\$18.8 million to be received by the Company from the issue and allotment of the Over-allotment Shares after deducting the underwriting commissions and other estimated expenses in connection with the partial exercise of the Over-allotment Option, will be used by the Company for the purposes as set out in the section headed “Future Plans and Use of Proceeds — Use of Proceeds” in the Prospectus.

STABILIZING ACTIONS AND END OF STABILIZING PERIOD

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PUBLIC FLOAT

Immediately following the partial exercise of the Over-allotment Option, not less than 25% of the total issued share capital of the Company will be held by the public in compliance with the requirement under Rule 8.08 of the Listing Rules.

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

Shanghai, 18 April 2019

As at the date of this announcement, the executive Directors are Mr. Lin Fan and Mr. Shao Yongjun; the non-executive Director 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.

** For identification purposes only*