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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai Dongzheng Automotive Finance Co., Ltd.***, you should at once hand this circular and the accompanying form of proxy and reply slip, to the purchaser or the transferee or to the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED ELECTION OF MR. LI GUOZHOU
AS A NON-EXECUTIVE DIRECTOR AND
NOTICE OF THE 2019 SECOND EXTRAORDINARY
GENERAL MEETING**

The 2019 Second EGM of Shanghai Dongzheng Automotive Finance Co., Ltd.* will be held at 11:00 a.m. on Wednesday, 3 July 2019 at Niccolo Room 6–8, level 25, The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong. A notice of convening the 2019 Second EGM is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the 2019 Second EGM, you are advised to read the notice of the 2019 Second EGM carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon and return to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's registered office at Unit ABC, 30/F., Mirae Asset Tower, No. 166 Lu Jia Zui Ring Road, Shanghai, the PRC for Domestic Shareholder and Unlisted Foreign Shareholder, in any event served by hand or by post not less than 24 hours before the time appointed for convening the 2019 Second EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the 2019 Second EGM or any adjourned meeting(s) thereof in person if you so wish.

If you intend to attend the 2019 Second EGM in person or by proxy, you are required to complete and return the enclosed reply slip to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's registered office (for Domestic Shareholder and Unlisted Foreign Shareholder) on or before Thursday, 13 June 2019.

* *For identification purposes only*

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DEFINITIONS

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

“2019 Second EGM”	the second extraordinary general meeting of 2019 to be convened by the Company at 11:00 a.m. on Wednesday, 3 July 2019 at Niccolo Room 6–8, level 25, The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong
“Announcement”	the announcement dated 10 May 2019 of the Company in relation to the proposed change of Directors
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“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)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	issued ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in Renminbi
“Domestic Shareholder(s)”	holders of Domestic Shares
“Group”	the Company and its subsidiaries. As at the Latest Practicable Date, the Company has no subsidiaries
“H Share(s)”	issued ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 May 2019
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Li”	Mr. Li Guozhou
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares in the share capital of the Company, including Domestic Shares, Unlisted Foreign Shares and H Shares
“Shareholder(s)”	Shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Foreign Share(s)”	issued ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and held by persons other than PRC nationals or PRC-incorporated entities and are not listed on any stock exchange



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)

Executive Directors:

Mr. Lin Fan (*Chairman*)

Mr. Shao Yongjun

Non-executive Directors:

Mr. Koh Tee Choong

Mr. Yin Yaoliang

Independent Non-executive Directors:

Mr. Lau Wai Leung Anders

Mr. Lin Zheyang

Ms. Liang Yanjun

Registered office:

Unit ABC, 30/F, Mirae Asset Tower

No. 166, Lu Jia Zui Ring Road

Shanghai, the PRC

Principal place of business in the PRC:

Unit ABC, 30/F, Mirae Asset Tower

No. 166, Lu Jia Zui Ring Road

Shanghai, the PRC

Place of business in Hong Kong:

31/F, Tower Two, Time Square,

1 Matheson Street, Causeway Bay

Hong Kong

17 May 2019

To the Shareholders,

**PROPOSED ELECTION OF MR. LI GUOZHOU
AS A NON-EXECUTIVE DIRECTOR AND
NOTICE OF THE 2019 SECOND EXTRAORDINARY
GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2019 Second EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the 2019 Second EGM.

2. MATTER TO BE CONSIDERED AT THE 2019 SECOND EGM

At the 2019 Second EGM, the following ordinary resolution will be proposed for approval.

* *For identification purposes only*

LETTER FROM THE BOARD

Resolution on the Proposed Election of Mr. Li as a non-executive Director

Reference is made to the Announcement. The Board proposed to appoint Mr. Li as a non-executive Director to replace Mr. Yin Yaoliang.

The biography of Mr. Li is as follows:

Mr. Li, aged 53. From July 1987 to September 1995, Mr. Li was a lecturer at Wuhan University of Technology (武漢理工大學, formerly known as Wuhan Jiaotong Technology University (武漢交通科技大學)). From September 1995 to January 2011, Mr. Li served in various accounting and financial management positions at Dongfeng Peugeot Citroën Automobile Co., Ltd. (神龍汽車有限公司). From January 2011 to November 2017, Mr. Li served as a deputy general manager of Dongfeng Peugeot Citroën Automobile Finance Co., Ltd. (東風標緻雪鐵龍汽車金融有限公司) and has served as a general manager since December 2014. From November 2017 to December 2018, Mr. Li served as a deputy general manager of business and a member of executive committee of Dongfeng Peugeot Citroën Automobile Co., Ltd. (神龍汽車有限公司). Mr. Li has served as a treasury manager of finance and accounting department of Dongfeng Motor Corporation (東風汽車集團有限公司), a Shareholder, since December 2018.

Mr. Li received a bachelor's degree in computer science and engineering from Southeast University (東南大學, formerly known as Nanjing College of Technology (南京工學院)) in July 1987. Mr. Li has also been recognized as a senior accountant by Dongfeng Motor Human Resources Department (東風汽車公司人事部) in December 2012. Mr. Li has over 24 years of accounting and management experience in the automobile manufacturing industry.

If appointed, Mr. Li will enter into a Directors' service agreement with the Company. The term of office of Mr. Li will commence from the date of approval by CBIRC and end on the expiry of the first session of the Board. Mr. Li may be re-elected upon expiration of his term of office. Mr. Li, as a non-executive Director, will not receive remuneration from the Company.

Save as disclosed in this circular, Mr. Li did not hold any directorships in other public companies the securities of which are listed on any securities market in PRC, Hong Kong or overseas in the past three years, nor does he have any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company, nor does he hold other positions in the Group or major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Li did not hold any interests or short positions in the Shares or the underlying shares of the Company or its associated corporation which are discloseable under Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Li that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters which need to be brought to the attention of the Shareholders.

An ordinary resolution regarding the proposed election of Mr. Li as a non-executive Director will be proposed at the 2019 Second EGM for consideration and approval.

3. CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of H Shareholders who will be entitled to attend and vote at the 2019 Second EGM, the Company's H shares register of members will be closed from Monday, 3 June 2019 to Wednesday, 3 July 2019 (both days inclusive), during which period no transfer of H Shares will be effected. In order for the H Shareholders to qualify for attending and voting at the 2019 Second EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 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, 31 May 2019.

4. REPLY SLIP AND PROXY ARRANGEMENT

The proxy form and the reply slip of the 2019 Second EGM are enclosed.

If you intend to appoint a proxy to attend the 2019 Second EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon, the proxy form should be returned 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 to the Company's registered office at Unit ABC, 30/F., Mirae Asset Tower, No. 166 Lu Jia Zui Ring Road, Shanghai, the PRC for Domestic Shareholder and Unlisted Foreign Shareholder, in any event not less than 24 hours before the time fixed for holding the 2019 Second EGM or any adjourned meeting thereof in person or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2019 Second EGM or at any other adjourned meeting should you so wish.

If you intend to attend the 2019 Second EGM in person or by proxy, you are required to complete and return the enclosed reply slip to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholder) or to the Company's registered office (for Domestic Shareholder and Unlisted Foreign Shareholder) on or before Thursday, 13 June 2019.

LETTER FROM THE BOARD

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes 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 2019 Second EGM will be voted by poll. The poll results will be published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.dongzhengafc.com upon the conclusion of the 2019 Second EGM.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution.

6. RECOMMENDATION

The Board considers that the proposed election of Mr. Li as a non-executive Director is in the interests of the Company and its Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favor of the proposed resolution at the 2019 Second EGM.

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



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 SECOND EXTRAORDINARY
GENERAL MEETING**

Notice is hereby given that the second extraordinary general meeting of 2019 (the “**2019 Second EGM**”) of Shanghai Dongzheng Automotive Finance Co., Ltd.* (the “**Company**”) will be held at Niccolo Room 6–8, level 25, The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong at 11:00 a.m. on Wednesday, 3 July 2019, to consider and, if thought fit, pass the following resolution. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the circular dated 17 May 2019 of the Company.

ORDINARY RESOLUTION

1. To consider and approve the proposed election of Mr. Li Guozhou as a non-executive Director.

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

Shanghai, PRC, 17 May 2019

As at the date of this notice, the Board 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.

* For identification purposes only

NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

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 2019 Second EGM will be voted by poll. The poll results will be published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.dongzhengafcc.com upon the conclusion of the 2019 Second EGM.
2. A shareholder entitled to attend and vote at the 2019 Second EGM announced to be convened herein is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a shareholder of the Company.
3. The proxy form together with notarized authorization letters of signatories or other authorization documents (if any) shall be invalid unless they are filled out and returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's registered office (for Domestic Shareholder and Unlisted Foreign Shareholder) not less than 24 hours before the time designated for holding the 2019 Second EGM or any adjournment thereof. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2019 Second EGM or any adjournment thereof if you so wish.
4. In order to determine the list of H Shareholders who will be entitled to attend and vote at the 2019 Second EGM, the Company's H shares register of members will be closed from Monday, 3 June 2019 to Wednesday, 3 July 2019 (both days inclusive), during which period no transfer of H Shares will be effected. In order for the H Shareholders to qualify for attending and voting at the 2019 Second EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 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, 31 May 2019.
5. For joint holders, only the one whose name stands first in the register shall be entitled to attend the 2019 Second EGM and vote in respect thereof.
6. Shareholders who intend to attend the 2019 Second EGM in person or by proxy shall submit the reply slip for 2019 Second EGM in person or by mail to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's registered office (for Domestic Shareholder and Unlisted Foreign Shareholder) on or before Thursday, 13 June 2019.
7. Shareholders or their proxies shall present their identity documents when attending the 2019 Second EGM:
 - (1) Corporate shareholders' legal representatives attending the meeting shall present their valid personal identification, valid documents that can prove their identities 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.
8. The 2019 Second EGM 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.
9. The address of Computershare Hong Kong Investor Services Limited are 17M Floor and Shops 1712-1716, 17/F, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong.
10. 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.

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