

*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)**

## **MONTHLY UPDATE ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by Shanghai Dongzheng Automotive Finance Co., Ltd.\* (the “**Company**”) pursuant to Rule 3.7 of the Code on Takeovers and Mergers (“**Takeovers Code**”).

Reference is made to the announcement dated 3 February 2021 (the “**Announcement**”) and the monthly update announcements dated 3 March 2021, 1 April 2021, 3 May 2021, 3 June 2021, 5 July 2021, 5 August 2021, 6 September 2021, 6 October 2021 and 9 November 2021 of the Company in relation to, among others, the discussion between China ZhengTong and the Potential Purchaser regarding the Potential Disposal, which if materializes, will result in a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those used in the Announcement.

### **PROGRESS OF THE POTENTIAL DISPOSAL**

The Board wishes to inform the Company’s shareholders and potential investors that the parties are still discussing, and have yet to agree on any terms in relation to the Potential Disposal. As such, there has been no substantial progress since the announcement dated 9 November 2021 of the Company and it remains the case that:

- (i) as at the date of this announcement, the due diligence review on the Company conducted by the Potential Purchaser and its professional advisers, is at an advanced stage. Based on the information provided to the Company, the Board was informed that additional review may need to be conducted subject to the review of the information provided during the due diligence review and there is no agreed upon deadline for the completion of the due diligence;

- (ii) the discussion in respect of the Potential Disposal between China ZhengTong and the Potential Purchaser is still in progress; and
- (iii) no agreement or other commitment has been made by the Potential Purchaser in relation to the Potential Disposal.

The Board also wishes to update the Company's shareholders and potential investors that the Company has not received any definitive Potential Disposal proposal from the Potential Purchaser as at the date of this announcement and the discussion and due diligence review are still in progress, thus there is no certainty (i) as to the details and terms of the Potential Disposal; or (ii) that the Potential Disposal will proceed and materialise, or it would lead to a general offer under Rule 26.1 of the Takeovers Code. The progress of the Potential Disposal has been reported to the relevant authority from time to time.

### **MONTHLY ANNOUNCEMENT(S)**

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Potential Disposal will be made by the Company until an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

### **WARNINGS**

There is no assurance that the Potential Disposal will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. The Potential Disposal may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

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

Shanghai, 9 December 2021

*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. Wong Man Chung Francis and Ms. Liang Yanjun as independent non-executive directors.*

*The directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*\* for identification purposes only*