

Ding Sheng Xin Finance Co. Limited

ABN 64 603 612 479

Second Supplementary Prospectus

Important information

This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 28 August 2015 (**Prospectus**) and the supplementary prospectus dated 10 November 2015 (**First Supplementary Prospectus**) issued by Ding Sheng Xin Finance Co. Limited ABN 64 603 612 479 (**Company**).

This Second Supplementary Prospectus is dated 26 November 2015 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus should be read together with the Prospectus and the First Supplementary Prospectus. Other than the changes set out in this Second Supplementary Prospectus and the First Supplementary Prospectus, all other details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Second Supplementary Prospectus and the Prospectus or the First Supplementary Prospectus, the provisions of this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Second Supplementary Prospectus.

The Company has issued both a printed and electronic version of this Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus. Electronic versions of both may be accessed at www.dsxfinance.com.au.

This Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus are important documents that should be read in their entirety. If you are in any doubt as to the contents of this Second Supplementary Prospectus, the Prospectus or the First Supplementary Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

1. SECOND SUPPLEMENTARY PROSPECTUS

1.1 Reasons for this Second Supplementary Prospectus

This Second Supplementary Prospectus has been prepared to extend the period for admission to quotation of Shares offered under the Prospectus from 3 months from the date of the Prospectus to 3 months from the date of this Second Supplementary Prospectus.

1.2 ASIC declaration

By a declaration made by ASIC on 25 November 2015 pursuant to section 741(1)(b) of the Corporations Act, sections 723(3)(b), 724(1)(a) and 724(1)(b)(ii) of the Corporations Act were modified to permit the extension of the period for the Company to:

- (a) satisfy the minimum subscription condition to 4 months from the date of this Second Supplementary Prospectus; and
- (b) be admitted to the Official List of ASX and obtain quotation of the Shares to 3 months from the date of this Second Supplementary Prospectus.

If the Company is not admitted to the Official List and the Shares are not admitted to quotation within 3 months from the date of this Second Supplementary Prospectus, all Application Monies will be refunded without interest.

1.3 Status of the Offer

At the date of this Second Supplementary Prospectus, the Company has received \$10,227,747 from 381 applications pursuant to the Offer. Although applications have been received by the Company, no applications have been processed and no Shares have been issued under the Offer. The funds received under the Offer are held in trust by the Company's Share Registry, Computershare Investor Services Pty Limited.

2. APPLICATIONS

2.1 Investors who HAVE previously submitted an Application Form and/or a Supplementary Application Form

A copy of this Second Supplementary Prospectus will be sent to all applicants who have subscribed for Shares under the Prospectus prior to the date of this Second Supplementary Prospectus. In accordance with section 724 of the Corporations Act, the Company will allow investors who have lodged Application Forms and/or Supplementary Application Forms prior to the date of this Second Supplementary Prospectus 1 month from the date of this Second Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their application.

Any investor who wishes to obtain a refund under the Offer should write to the Company's Share Registry at the following address:

Ding Sheng Xin Finance Co. Limited
C/- Computershare Investor Service Pty Limited
GPO Box 52
Melbourne Vic 3001

If you do not wish to withdraw your application, you do not need to take any action.

2.2 Investors who HAVE NOT previously submitted an Application Form and/or a Supplementary Application Form

The offer of Shares is made in the Prospectus, as supplemented by the First Supplementary Prospectus and this Second Supplementary Prospectus. If you wish to apply for Shares under the Offer and have not yet completed an Application Form or a Supplementary Application Form, please complete and return the Second Supplementary Application Form which is attached to this Second Supplementary Prospectus.

The Second Supplementary Application Form must be received by 5.00pm (WST) on 27 December 2015 and must be completed in accordance with the instructions in Section 1.2 of the Prospectus and the Second Supplementary Application Form. Applications must NOT be made on an Application Form attached to or accompanying the Prospectus, or a Supplementary Application Form attached to or accompanying the First Supplementary Prospectus.

3. AMENDMENTS TO THE PROSPECTUS

3.1 Important dates

The important dates set out in the "Key Offer Details" and "Investment Overview" sections of the Prospectus are deleted and replaced with the following:

Important dates	
Lodgement of this Prospectus with ASIC	28 August 2015
Opening Date for the Offer	4 September 2015
Closing Date for the Offer	27 December 2015

Issue of new Shares under the Offer	31 December 2015
Holding Statements sent to Shareholders	6 January 2015
Expected date for Shares to commence trading on ASX	11 January 2015

3.2 ASX listing and quotation

The first paragraph of Section 1.12 of the Prospectus is deleted and replaced with the following:

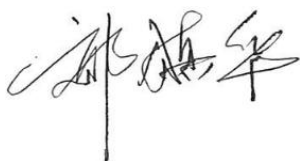
The Company will apply to ASX no later than 7 days from the date of this Prospectus for admission of the Company to the official list of ASX, and official quotation of the Shares offered under the Offer. If the Shares are not admitted to quotation within 3 months of the date of the Second Supplementary Prospectus, no Shares will be issued and Application Monies will be refunded in full without interest in accordance with the Corporations Act.

4. DIRECTORS' AUTHORISATION

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of the Company on 26 November 2015.



Guo Zhenhua
Managing Director

Guide to the Second Supplementary Application Form

YOU SHOULD READ THE PROSPECTUS, FIRST SUPPLEMENTARY PROSPECTUS AND SECOND SUPPLEMENTARY PROSPECTUS CAREFULLY BEFORE COMPLETING THIS SECOND SUPPLEMENTARY APPLICATION FORM.

Please complete all relevant sections of the Second Supplementary Application Form using BRICK LETTERS. These instructions are cross-referenced to each section of the Second Supplementary Application Form.

Instructions

- A. If applying for Shares insert the number of Shares for which you wish to subscribe at Item A (not less than 3,334). Multiply by \$0.60 to calculate the total for Shares and enter the dollar amount at B.
- B. Enter your Australian tax file number (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN / ABN of each joint applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Second Supplementary Application Form.
- C. Write your full name. Initials are not acceptable for first names.
- D. Enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
- F. Enter your Australian tax file number (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN / ABN of each joint applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Second Supplementary Application Form.
- G. Complete cheque details as requested. Make your cheque payable to "Ding Sheng Xin Finance Co. Limited – Subscription Account", cross it and mark it "Not negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H. Enter your contact details so we may contact you regarding your Second Supplementary Application Form or Application Monies.
- I. Enter your email address so we may contact you regarding your Second Supplementary Application Form or Application Monies or other correspondence.

NB: Your registration details provided must match your CHESS account exactly.

Correct form of Registrable Title

Note that ONLY legal entities can hold Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith	John Smith Family Trust
Deceased Estates	<J D Smith Family A/C>	John Smith (deceased)
Partnerships	Mr Michael Peter Smith	John Smith & Son
Clubs/Unincorporated Bodies	<Est Lte John Smith A/C>	Smith Investment Club
Superannuation Funds	Mr John David Smith & Mr Ian Lee Smith	John Smith Superannuation Fund

Lodgement

Post your completed Second Supplementary Application Form with cheque(s) attached to the following address:

Ding Sheng Xin Finance Co. Limited
C/- Computershare Investor Service Pty Limited
GPO Box 52
Melbourne Vic 3001

It is not necessary to sign or otherwise execute the Second Supplementary Application Form. For questions on how to complete the Second Supplementary Application Form, please contact Computershare Investor Services on 1300 850 505 (within Australian) or +61 3 9415 4000.

Privacy Statement

Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting Computershare Investor Service Pty Limited on 1300 850 505 (within Australian) or +61 3 9415 4000. Our privacy policy is available online at www.dsxfinance.com.au.