
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

**(1) PROPOSED ELECTION OF DIRECTORS
(2) PROPOSED ELECTION OF SUPERVISORS
AND
(3) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
NOTICE OF 2022 SECOND EXTRAORDINARY
GENERAL MEETING**

The 2022 Second Extraordinary General Meeting of Shanghai Dongzheng Automotive Finance Co., Ltd.* will be held at 10:00 a.m. on Tuesday, 15 November 2022 at 12/F (Nominal Floor: 15/F), Building Two, No. 58, Yao Yuan Road, Pudong New Area, Shanghai, PRC. A notice convening the EGM is set out on pages 14 to 16 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the Notice of 2022 Second Extraordinary General Meeting carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same 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 not less than 24 hours before the time fixed for convening the relevant meetings 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 at the 2022 Second Extraordinary General Meeting or any adjourned meeting(s) thereof in person if you so wish.

* For identification purposes only

28 October 2022

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING	14

DEFINITIONS

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

“2022 Second Extraordinary General Meeting” or “EGM”	the 2022 second extraordinary general meeting (or any adjournment thereof) of the Company to be convened on Tuesday, 15 November 2022 for the purpose of considering and, if thought fit, approving (i) the Proposed Elections; and (ii) the Proposed Amendments
“Anji Leasing”	Anji Leasing Co., Ltd* (安吉租賃有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of SAIC Motor
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Audit Committee”	audit committee of the Board
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“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)
“Composite Document”	the composite offer and response document jointly issued by SAIC Motor and the Company on 15 September 2022
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the issued ordinary share(s) 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 RMB originally issued by the Company to domestic investor(s) for subscription in RMB
“Domestic Shareholder(s)”	holder(s) of the Domestic Shares
“H Share(s)”	the issued overseas listed foreign Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in HK\$ and listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	the holder(s) of H Shares

DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 October 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	nomination committee of the Board
“PRC”	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
“Remuneration and Evaluation Committee”	remuneration and evaluation committee of the Board
“Risk Management Committee”	risk management committee of the Board
“SAIC Finance”	Shanghai Automotive Group Finance Corporation Limited* (上海汽車集團財務有限責任公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of SAIC Motor
“SAIC Motor”	SAIC Motor Corporation Limited* (上海汽車集團股份有限公司), a controlling shareholder of the Company and a company listed on the Shanghai Stock Exchange (stock code: 600104)
“SAIC Motor Group”	SAIC Motor and its subsidiaries
“SAIC Motor Investment”	SAIC Motor Investment Management Co., Limited* (上海汽車集團投資管理有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of SAIC Motor
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Changfan”	Shanghai Changfan Investment Management Consulting Service Co., Ltd* (上海暢帆投資管理諮詢服務有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of SAIC Motor
“Share(s)”	ordinary share(s) in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Unlisted Foreign Share(s)”	the Share(s) which are subscribed for or credited as fully paid in foreign currency and originally issued to foreign investor(s)
“Unlisted Foreign Shareholder(s)”	holder(s) of Unlisted Foreign Shares



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. Li Guozhou

Independent Non-executive Directors:

Mr. Wong Man Chung Francis

Ms. Liang Yanjun

Mr. Qin Zheng

Registered office:

Unit ABC, 30/F, Mirae Asset Tower

No. 166, Lu Jia Zui Ring Road

Shanghai, the PRC

Place of business in Hong Kong:

Unit 5905, 59/F

The Center

99 Queen's Road Central

Hong Kong

28 October 2022

To the Shareholders,

**(1) PROPOSED ELECTION OF DIRECTORS
(2) PROPOSED ELECTION OF SUPERVISORS
AND
(3) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
NOTICE OF 2022 SECOND EXTRAORDINARY
GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the EGM relating to: (i) the Proposed Election of Directors; (ii) the Proposed Election of Supervisors; and (iii) the Proposed Amendments; and to provide you with the notice of the EGM.

LETTER FROM THE BOARD

2. MATTERS TO BE CONSIDERED AT THE EGM

Reference is made to the announcement of the Company dated 21 October 2022.

(I) Proposed Election of Directors

A. Resignation of Directors

On 21 October 2022:

- (i) Mr. Lin Fan (“**Mr. Lin**”) has tendered his resignation as an executive Director with effect from the effective date of appointment of Ms. Xu, as he intends to focus on the development of his other business commitments. Following his resignation, Mr. Lin will cease to act as the chairman of the Board;
- (ii) Mr. Shao Yongjun (“**Mr. Shao**”) has tendered his resignation as an executive Director with effect from the effective date of appointment of Mr. Wu, as he intends to focus on the development of his other business commitments;
- (iii) Mr. Koh Tee Choong (“**Mr. Koh**”) has tendered his resignation as a non-executive Director with effect from the effective date of appointment of Dr. Zhou, as he intends to focus on the development of his other business commitments; and
- (iv) Mr. Li Guozhou (“**Mr. Li**”) has tendered his resignation as a non-executive Director with effect from the effective date of appointment of Ms. Lin, as he intends to focus on the development of his other business commitments.

Each of Mr. Lin, Mr. Shao, Mr. Koh and Mr. Li has confirmed to the Board that he has no disagreement with the Board and the Company, and there are no other matters in relation to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lin, Mr. Shao, Mr. Koh and Mr. Li for their valuable contributions to the Company during their tenure of service.

B. Proposed Election of Directors

Reference is made to the Composite Document in relation to, among others, the proposal on the appointments of several Director candidates as Directors.

In view of the resignations of Mr. Lin, Mr. Shao, Mr. Koh and Mr. Li as Directors respectively, the Board held a meeting on 21 October 2022 and considered and approved the resolutions on the proposed election of Ms. Xu Ying (“**Ms. Xu**”) as the chairlady of the Board and a non-executive Director, Mr.

LETTER FROM THE BOARD

Wu Zheng (“**Mr. Wu**”) as an executive Director, and Dr. Zhou Qi (“**Dr. Zhou**”) and Ms. Lin Weihua (“**Ms. Lin**”) as non-executive Directors (the “**Proposed Election of Directors**”). The Proposed Election of Directors shall be conducted in accordance with the Articles of Association and the relevant PRC laws and regulations, and each is conditional upon fulfilment of the following conditions (the “**Conditions**”):

- (i) the passing of a resolution by the Shareholders at a general meeting of the Company; and
- (ii) the receipt of the approval of the CBIRC on the qualifications of Ms. Xu, Mr. Wu, Dr. Zhou and Ms. Lin.

The biography of Ms. Xu is as follows:

Ms. Xu Ying, aged 45, is currently the secretary of the Party Committee of SAIC Finance, and has held such position since March 2021. Ms. Xu joined SAIC Finance in July 1999, and prior to assuming her current position, she served successively as an officer of the foreign exchange department, manager assistant, business manager, deputy manager and general manager of the financial department and deputy general manager of SAIC Finance. As at the Latest Practicable Date, she has had over 23 years of experience in the automotive finance industry. She is currently a representative of the 15th Shanghai Municipal People’s Congress.

Ms. Xu obtained a bachelor’s degree in international finance from Shanghai International Studies University in July 1999, and a master’s degree in business administration (international) jointly conferred by the University of Hong Kong and Fudan University in November 2012. Ms. Xu is an economist in the PRC.

The biography of Mr. Wu is as follows:

Mr. Wu Zheng, aged 35, is currently the general manager of Anji Leasing, and has held such position since February 2020.

Mr. Wu joined the SAIC Motor Group in July 2009, and prior to assuming his current position with Anji Leasing, he served successively as warehouse inspector of SAIC Finance, account manager of SAIC Finance, regional marketing director of the passenger vehicle business department (marketing department I) of SAIC Finance, acting assistant general manager of the marketing and marketing support department of SAIC Finance, general manager of Shanghai Changfan, assistant general manager of the innovation and development department of SAIC Finance, assistant general manager of Anji Leasing, deputy general manager and general manager of the innovation and development department of SAIC Finance. As at the Latest Practicable Date, Mr. Wu has had over 13 years of experience in the

LETTER FROM THE BOARD

automotive finance industry. Mr. Wu obtained a bachelor's degree in human resources management from Tianjin University of Commerce Boustead College in July 2009.

The biography of Dr. Zhou is as follows:

Dr. Zhou Qi, aged 43, is currently the general manager of the legal department of SAIC Motor, a position which he has served in since October 2017. He joined the SAIC Motor Group in April 2006, and served successively as an inhouse legal counsel, supervisor, deputy manager, manager, chief supervisor and deputy general manager of the legal affairs section of the legal department at SAIC Motor between April 2006 and October 2017.

Dr. Zhou received his bachelor's degree in international economic law from Zhejiang University, the PRC in June 2001, a master's degree in law from Ludwig Maximilian University of Munich, Germany in July 2003, a master's degree in European and international economic law from Ludwig Maximilian University of Munich, Germany in July 2004, and a doctorate in international law from East China University of Political Science and Law, the PRC in June 2016. Dr. Zhou is a qualified lawyer and a qualified enterprise legal adviser in the PRC.

The biography of Ms. Lin is as follows:

Ms. Lin Weihua, aged 43, is currently the general manager of the finance department of SAIC Finance, a position which she has served since October 2022. Ms. Lin joined SAIC Finance in March 2003, and has successively served as officer, business supervisor, business manager, deputy general manager and general manager of the planning and finance department, the general manager of the fixed income department and the securities investment department of SAIC Finance from March 2003 to October 2022 before assuming her current position. As at the Latest Practicable Date, Ms. Lin has had over 19 years of experience in the automotive finance industry.

Ms. Lin obtained a bachelor's degree in accounting from Shanghai Jiao Tong University in July 2000 and a master's degree in accounting from Shanghai Jiao Tong University in 2003. She is also a certified public accountant in the PRC.

If appointed, each of Ms. Xu, Mr. Wu, Dr. Zhou and Ms. Lin will enter into a Director's service agreement with the Company and each of them will not receive remuneration for the position as a Director. The term of office of each of Ms. Xu, Mr. Wu, Dr. Zhou and Ms. Lin will commence from the date on which all the Conditions are fulfilled and end on the expiry of the second session of the Board. Each of Ms. Xu, Mr. Wu, Dr. Zhou and Ms. Lin may be re-elected upon expiration of his or her term of office.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, each of Ms. Xu, Mr. Wu, Dr. Zhou and Ms. Lin confirms that he or she (i) does not hold any interests or short positions in the Shares or underlying shares of the Company or its associated corporation which are discloseable under Part XV of the SFO, (ii) does not hold any directorships in other public companies the securities of which are listed on any securities market in the PRC, Hong Kong or overseas in the past three years, nor do they have any other relationship with any Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company, and (iii) does not hold other positions in the Company or major appointments and professional qualifications.

Save as disclosed above, the Board, to the best of its knowledge, is not aware of any other matters in relation to the appointments of Ms. Xu, Mr. Wu, Dr. Zhou and Ms. Lin 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 or the Stock Exchange.

C. Proposed Change in Composition of Board Committees

Upon the Proposed Election of Directors becoming effective, the composition of the Board committees will be changed as follows:

1. Mr. Lin will cease to act as the chairman of the Risk Management Committee;
2. Mr. Shao will cease to act as a member of the Risk Management Committee;
3. Mr. Koh will cease to act as a member of each of the Remuneration and Evaluation Committee and the Nomination Committee;
4. Ms. Xu will be appointed as the chairlady of the Risk Management Committee, and a member of each of the Remuneration and Evaluation Committee and the Nomination Committee;
5. Ms. Lin will be appointed as a member of each of the Audit Committee and the Risk Management Committee; and
6. Mr. Wu, Dr. Zhou, Ms. Liang Yanjun and Mr. Qin Zheng will be appointed as members of the Risk Management Committee.

LETTER FROM THE BOARD

(II) Proposed Election of Supervisors

A. Resignation of Supervisors

On 21 October 2022:

- (i) Mr. Li Huihua has tendered his resignation as a Supervisor with effect from the effective date of appointment of Ms. Gu, as he intends to focus on the development of his other business commitments. Following his resignation, Mr. Li Huihua will also cease to be the chairman of the Board of Supervisors; and
- (ii) Ms. Wu Liyue (“**Ms. Wu**”) has tendered her resignation as a Supervisor with effect from the effective date of appointment of Ms. Zhang, as she intends to focus on the development of her other business commitments. Following her resignation as a Supervisor, Ms. Wu will continue to act as the managing director of the compliance department of the Company.

Each of Mr. Li Huihua and Ms. Wu has confirmed to the Board that he/she has no disagreement with the Board, the Board of Supervisors and the Company, and there are no other matters in relation to his/her resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Li Huihua and Ms. Wu for their valuable contributions to the Company during their tenure of service.

B. Proposed Election of Supervisors

In view of the resignations of Mr. Li Huihua and Ms. Wu as Supervisors, the Board of Supervisors held a meeting on 21 October 2022 and considered and approved the resolutions on the proposed election of (i) Ms. Gu Xiaoqiong (“**Ms. Gu**”) as a Supervisor and the chairlady of the Board of Supervisors; and (ii) Ms. Zhang Langman (“**Ms. Zhang**”) as a Supervisor (the “**Proposed Election of Supervisors**”, together with the Proposed Election of Directors, the “**Proposed Elections**”). The Proposed Election of Supervisors shall be conducted in accordance with the Articles of Association and the relevant PRC laws and regulations, and are subject to the approval by the Shareholders by way of ordinary resolution in a general meeting of the Company.

The biography of Ms. Gu is as follows:

Ms. Gu Xiaoqiong, aged 58, has been the general manager of the finance department of SAIC Motor since September 2016 and also the general manager of SAIC Motor Investment since September 2021. She has also been a director of Shanghai New Power Automotive Technology Co., Ltd. (a company listed on the Shanghai Stock Exchange) since May 2015.

LETTER FROM THE BOARD

Ms. Gu joined SAIC Motor in November 2009, and prior to assuming her current position with SAIC Motor and SAIC Motor Investment, she served successively as director (總監) and executive director (執行總監) of the finance department of SAIC Motor between November 2009 and September 2016.

Ms. Gu received her master's degree in international business from Maastricht School of Management, the Netherlands in August 2002 and an Executive Master of Business Administration degree from Shanghai University of Finance and Economics, the PRC in June 2012. She is a qualified accountant in the PRC.

The biography of Ms. Zhang is as follows:

Ms. Zhang Langman, aged 37, is currently a risk management manager of Anji Leasing, and has held such position since October 2021. Ms. Zhang joined SAIC Finance in June 2018, and prior to assuming her current position with Anji Leasing, she served successively as senior supervisor of the risk management department of SAIC Finance and risk management senior supervisor of Anji Leasing between June 2018 and October 2021.

Ms. Zhang received her bachelor's degree in international economy and trading from Anhui University of Technology, the PRC in July 2004 and a master's degree in industrial economics from Donghua University, the PRC in March 2007.

If appointed, each of Ms. Gu and Ms. Zhang will enter into a Supervisor's service agreement with the Company. The term of office of Ms. Gu and Ms. Zhang will commence from the date of approval by the Shareholders by way of ordinary resolution in a general meeting of the Company and end on the expiry of the second session of the Board of Supervisors. Ms. Gu and Ms. Zhang may be re-elected upon expiration of their term of office. Pursuant to the service agreement, Ms. Gu and Ms. Zhang will not receive remuneration for the position as a Supervisor.

As at the Latest Practicable Date, Ms. Gu and Ms. Zhang do not hold any interests or short positions in the Shares or underlying shares of the Company or its associated corporation which are discloseable under Part XV of the SFO. Save as disclosed above, Ms. Gu and Ms. Zhang did not hold any directorships in other public companies the securities of which are listed on any securities market in the PRC, Hong Kong or overseas in the past three years, nor do they have any other relationship with any Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company, and nor do they hold other positions in the Company or major appointments and professional qualifications.

LETTER FROM THE BOARD

Save as disclosed above, the Board, to the best of its knowledge, is not aware of any other matters in relation to the appointment of Ms. Gu and Ms. Zhang 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 or the Stock Exchange.

(III) Proposed Amendments to the Articles of Association

A. Proposed Change of Registered Address

In order to meet the actual needs of business development, the Board proposed to change its registered address of the Company from “Unit ABC, 30/F, Mirae Asset Tower, No.166, Lu Jia Zui Ring Road, Pilot Free Trade Zone, Shanghai, PRC” to “12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, PRC” (the “**Proposed Change of Registered Address**”). The Proposed Change of Registered Address is subject to the approval by the CBIRC.

B. Proposed Amendments to the Articles of Association

In view of the Proposed Change of Registered Address, the Board proposed to amend the Articles of Association (the “**Proposed Amendments**”). Details of the Proposed Amendments are set out below:

Existing Articles of Association	Amended Articles of Association
Article 4 Domicile of the Company: Unit ABC, 30/F, Mirae Asset Tower, No.166, Lu Jia Zui Ring Road, Pilot Free Trade Zone, Shanghai, PRC. Postal code: 200120 Tel: (86-21)20689999 Fax: (86-21)20689996	Article 4 Domicile of the Company: <u>12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, PRC.</u> Postal code: 200126 Tel: (86-21)20689999 Fax: (86-21)20689996

The Proposed Amendments are subject to the approval of the Shareholders at the EGM and upon the Proposed Change of Registered Address becoming effective.

Save for the Proposed Amendments set out above, other provisions in the Articles of Association remain unchanged.

The Articles of Association and the Proposed Amendments are written in Chinese and English. If there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

3. NOTICE OF THE EGM

The EGM will be convened and held to consider and, if thought fit, to approve, (i) the Proposed Election of Directors; (ii) the Proposed Election of Supervisors; and (iii) the Proposed Amendments.

LETTER FROM THE BOARD

The Company will hold the EGM on Tuesday, 15 November 2022 at 10:00 a.m. at 12/F (Nominal Floor: 15/F), Building Two, No. 58, Yao Yuan Road, Pudong New Area, Shanghai, PRC. The Notice of the EGM, as set out on pages 14 to 16 of this circular, is also available at the respective websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.dongzhengafc.com).

4. CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the Company's H shares register of members will be closed from Thursday, 10 November 2022 to Tuesday, 15 November 2022 (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 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 Wednesday, 9 November 2022.

5. PROXY ARRANGEMENT

The proxy form of the EGM is enclosed.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon, and 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 convening the EGM or any adjourned meeting(s) 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 EGM or at any other adjourned meeting(s) thereof should you so wish.

6. 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 EGM will be voted by poll. The poll results will be published on the 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 EGM.

To the best knowledge, information and belief of the Directors, as at the Latest Practicable Date, no Shareholder was required under the Listing Rules to abstain from voting on the proposed resolutions at the EGM.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board considers that the proposed resolutions at the EGM are in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favor of the proposed resolutions as set out in the notice of the 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 2022 SECOND EXTRAORDINARY
GENERAL MEETING**

Notice is hereby given that the 2022 second extraordinary general meeting (the “EGM”) of Shanghai Dongzheng Automotive Finance Co., Ltd.* (the “Company”) will be held at 12/F (Nominal Floor: 15/F), Building Two, No. 58, Yao Yuan Road, Pudong New Area, Shanghai, PRC at 10:00 a.m. on Tuesday, 15 November 2022, to consider and, if thought fit, pass the following resolutions. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the circular dated 28 October 2022 of the Company.

ORDINARY RESOLUTIONS

1. To consider and approve the proposed election of the following Directors, and to authorise the Board to determine the remuneration of the Directors:
 - a. Ms. Xu Ying as a non-executive Director;
 - b. Mr. Wu Zheng as an executive Director;
 - c. Dr. Zhou Qi as a non-executive Director; and
 - d. Ms. Lin Weihua as a non-executive Director.
2. To consider and approve the proposed election of the following Supervisors, and to authorise the Board to determine the remuneration of the Supervisors:
 - a. Ms. Gu Xiaoqiong as a Supervisor; and
 - b. Ms. Zhang Langman as a Supervisor.

NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

3. “That:

- (i) the proposed amendments to the Articles of Association (the “**Proposed Amendments**”) as set out in the circular of the Company dated 28 October 2022 be and are hereby approved and adopted; and
- (ii) any one of the Directors or the company secretary of the Company be and is hereby authorised to do all such acts as he or she deems fit to give effect to the Proposed Amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations.”

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

Shanghai, PRC, 28 October 2022

* *For identification purposes only*

Notes:

1. According to the Listing Rules, 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 resolutions proposed at the 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 EGM.
2. A shareholder entitled to attend and vote at the 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 authorisation letters of signatories or other authorisation 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 EGM or any adjournment thereof. The address of Computershare Hong Kong Investor Services Limited is 17M/F, 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 EGM or any adjournment thereof if you so wish.

NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

4. In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the Company's H shares register of members will be closed from Thursday, 10 November 2022 to Tuesday, 15 November 2022 (both days inclusive), during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Shares register of members of the Company on Tuesday, 15 November 2022 shall be entitled to attend and vote at the EGM. In order for the H Shareholders to qualify for attending and voting at the 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 Wednesday, 9 November 2022.
5. For joint holders, only the one whose name stands first in the Register shall be entitled to attend the EGM and vote in respect thereof.
6. Shareholders or their proxies shall present their identity documents when attending the 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 authorise others to attend the meeting, in addition to the aforesaid documents, the proxies shall also present their valid personal identification and the written authorisation letters lawfully issued by the legal representatives (including authorising others to sign). Where corporate shareholders authorise others to attend the meeting, the proxies shall present their valid personal identification, the authorisation 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 authorisation letters from the shareholders and documents proving their shareholder identities.
7. The 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.
8. The address of Computershare Hong Kong Investor Services Limited is 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
9. 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.

Telephone: 86 (21) 2068 9999

Facsimile: 86 (21) 2068 9996

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. Li Guozhou as non-executive Directors; and Mr. Wong Man Chung Francis, Ms. Liang Yanjun and Mr. Qin Zheng as independent non-executive Directors.