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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)

POLL RESULTS OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

Reference is made to the announcement dated 21 October 2022 (the “**Announcement**”) and the circular (the “**Circular**”) and the notice of the 2022 Second Extraordinary General Meeting (the “**Notice**”) both dated 28 October 2022 of the Company. Unless otherwise defined herein or where the context otherwise requires, capitalised terms shall have the same meanings as those set out in the Circular.

POLL RESULTS OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that the EGM was 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. The EGM was convened in accordance with the requirements of the relevant laws and regulations of the PRC, the Listing Rules and the Articles of Association, and the poll results are lawful and valid.

As at the date of the EGM, the total number of issued Shares of the Company was 2,139,651,400 Shares (including 80,000,000 Domestic Shares, 1,520,000,000 Unlisted Foreign Shares and 539,651,400 H Shares). Among the total number of issued Shares, 392,248,601 H Shares held by SAIC Motor are in the course of administrative licensing procedures pursuant to articles 42 and 114 of the Implementation Measures for Administrative Licensing Items of Non-banking Financial Institutions of the CBIRC (2020 No. 6)* (《中國銀保監會非銀行金融機構行政許可事項實施辦法》(2020年第6號)), whereby the relevant Shareholders’ rights (including voting rights) may not be exercised before obtaining approval from the relevant regulatory authorities. Accordingly, as at the date of the EGM, the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM was 1,747,402,799 Shares.

All Directors, namely Mr. Lin Fan, Mr. Shao Yongjun, Mr. Koh Tee Choong, Mr. Li Guozhou, Mr. Wong Man Chung Francis, Ms. Liang Yanjun and Mr. Qin Zheng, attended the EGM.

To the best knowledge, information and belief of the Board, no Shareholder has a material interest in any of the resolutions proposed at the EGM. There were no Shares entitling the holders to attend the EGM and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions proposed at the EGM and none of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM.

Shareholders and authorised proxies holding an aggregate of 1,641,413,000 Shares, representing approximately 93.9% of the total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the EGM, attended the EGM. At the EGM, all resolutions as set out in the Notice were considered and duly passed by way of poll.

The poll results in respect of all the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS ^(Note 1)		Number of votes (approximate %) ^(Note 2)		
		For	Against	Abstain
1.	To consider and approve the proposed election of the following Directors, and to authorize the Board to determine the remuneration of the Directors:			
	a. Ms. Xu Ying as a non-executive Director;	1,641,413,000 (100)%	0 (0)%	0 (0)%
	b. Mr. Wu Zheng as an executive Director;	1,641,413,000 (100)%	0 (0)%	0 (0)%
	c. Dr. Zhou Qi as a non-executive Director; and	1,641,413,000 (100)%	0 (0)%	0 (0)%
	d. Ms. Lin Weihua as non-executive Director.	1,641,413,000 (100)%	0 (0)%	0 (0)%
2.	To consider and approve the proposed election of the following Supervisors, and to authorize the Board to determine the remuneration of the Supervisors:			
	a. Ms. Gu Xiaoqiong as a Supervisor; and	1,641,413,000 (100)%	0 (0)%	0 (0)%
	b. Ms. Zhang Langman as a Supervisor.	1,641,413,000 (100)%	0 (0)%	0 (0)%

SPECIAL RESOLUTION ^(Note 1)		For	Against	Abstain
3.	To approve and adopt the proposed amendments to the Articles of Association (the “ Proposed Amendments ”) as set out in the circular of the Company dated 28 October 2022; and authorise any one of the Directors or the company secretary of the Company 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.	1,641,413,000 (100)%	0 (0)%	0 (0)%

Notes:

1. The full text of the resolutions is set out in the Notice.
2. The number of votes and percentage are based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy.

As more than one half of the votes were cast in favour of the above resolutions numbered 1 to 2, these resolutions were duly passed as ordinary resolutions at the EGM.

As more than two-thirds of the votes were cast in favour of the above resolution numbered 3, this resolution was duly passed as a special resolution at the EGM.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, acted as the scrutineer for the vote-taking at the EGM.

Following the conclusion of the EGM:

- (i) the appointments of Ms. Xu, Mr. Wu, Dr. Zhou and Ms. Lin as Directors are subject to the receipt of the approval of the CBIRC on their qualifications and shall be conducted in accordance with the Articles of Association and the relevant PRC laws and regulations; and
- (ii) the Company shall complete the appointments of Ms. Gu and Ms. Zhang as Supervisors in accordance with the Articles of Association and the relevant PRC laws and regulations in due course.

The Proposed Amendments to the Articles of Association have been approved by the Shareholders by way of special resolution at the EGM, but are still subject to the approval of the CBIRC on the Proposed Change of Registered Address.

The Company will make further announcement(s) to keep its Shareholders and potential investors informed of any progress as and when appropriate.

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

Shanghai, 15 November 2022

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, Ms. Liang Yanjun and Mr. Qin Zheng as independent non-executive Directors.

* *For identification purposes only*