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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)**

## **NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL MEETING**

**Notice is hereby given that** the third extraordinary general meeting of 2022 (the “**2022 Third Extraordinary General Meeting**”) 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 Friday, 30 December 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 13 December 2022 of the Company.

### **ORDINARY RESOLUTIONS**

#### **1. “THAT**

- (a) the Automotive Loan Services Framework Agreement, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps set out in the Automotive Loan Services Framework Agreement be and are hereby approved; and
- (c) any one Director be and is hereby authorised to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Automotive Loan Services Framework Agreement.”

\* *For identification purposes only*

2. “**THAT**

- (a) the Automotive Financial Services Framework Agreement, a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps set out in the Automotive Financial Services Framework Agreement be and are hereby approved; and
- (c) any one Director be and is hereby authorised to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Automotive Financial Services Framework Agreement.”

3. “**THAT:**

- (a) the proposal removal of KPMG and KPMG Huazhen LLP Shanghai Branch as the overseas and domestic auditors of the Company respectively be and are hereby approved (the “**Removal**”); and any one Director be and is hereby authorised to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the Removal; and
- (b) the proposed appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as overseas and domestic auditors of the Company respectively for the year of 2022 be and are hereby approved (the “**Appointment**”); any one Director be and is hereby authorised to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the Appointment; and the board of Directors be and is hereby authorised to determine their remuneration.”

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

Shanghai, PRC, 13 December 2022

*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 2022 Third Extraordinary General Meeting 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](http://www.hkexnews.hk) and the website of the Company at [www.dongzhengafcc.com](http://www.dongzhengafcc.com) upon the conclusion of the 2022 Third Extraordinary General Meeting.
2. A shareholder entitled to attend and vote at the 2022 Third Extraordinary General Meeting 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 2022 Third Extraordinary General Meeting 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 2022 Third Extraordinary General Meeting 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 EGM, the Company's H shares register of members will be closed from 28 December 2022 to 30 December 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 30 December 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, Wan Chai, Hong Kong, and in any case no later than 4:30 p.m. on 23 December 2022.
5. For joint holders, only the one whose name stands first in the Register shall be entitled to attend the 2022 Third Extraordinary General Meeting and vote in respect thereof.
6. Shareholders or their proxies shall present their identity documents when attending the 2022 Third Extraordinary General Meeting:
  - (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.
7. The 2022 Third Extraordinary General Meeting 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.

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*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.*