

*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)**

## **(1) POLL RESULTS OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING (2) CHANGE OF AUDITORS AND (3) CONTINUED SUSPENSION OF TRADING**

Reference is made to the Company's announcements dated 15 November 2022 and 7 December 2022, and the circular (the "Circular") and the notice of the 2022 Third Extraordinary General Meeting (the "Notice") both dated 13 December 2022 in relation to the continuing connected transactions and change of auditors; and the announcement dated 30 December 2022 in relation to resumption guidance (the "Announcement"). Unless otherwise defined herein or where the context otherwise requires, capitalised terms shall have the same meanings as those set out in the Announcement and the Circular.

### **POLL RESULTS OF THE 2022 THIRD 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 Friday, 30 December 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. To the best knowledge, information and belief of the Board, SAIC Motor and its associates (which hold 1,912,248,601 Shares (including the aforesaid 392,248,601 H Shares), representing approximately 89.37% of the issued share capital of the Company as at the date of this announcement) were required under the Listing Rules to abstain and did abstain from voting on resolutions numbered 1 and 2 at the EGM. Save for the foregoing, no other Shareholders have a material interest in any of the resolutions proposed at the EGM and were required under the Listing Rules to abstain from voting on 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 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. Accordingly, as at the date of the EGM, the total numbers of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM were 227,402,799 Shares for resolutions numbered 1 and 2, and 1,747,402,799 Shares for resolutions numbered 3(a) and 3(b) respectively.

Shareholders and authorised proxies holding an aggregate of 121,413,000 Shares attended and voted on resolutions numbered 1 and 2, and 1,641,413,000 Shares attended and voted on resolutions numbered 3(a) and 3(b) respectively. At the EGM, all resolutions as set out in the Notice were considered and duly passed by way of poll.

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.

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

ORDINARY RESOLUTIONS <i>(Note 1)</i>		Number of votes (approximate %) <i>(Note 2)</i>		
		For	Against	Abstain
1.	To approve, confirm and ratify the Automotive Loan Services Framework Agreement (as defined in the circular of the Company dated 13 December 2022 (the “ <b>Circular</b> ”)), the terms thereof and the continuing connected transactions contemplated thereunder; to approve the proposed annual caps set out in the Automotive Loan Services Framework Agreement; and to authorise any one director of the Company (“ <b>Director</b> ”) 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 thereunder.	121,413,000 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS <i>(Note 1)</i>		Number of votes (approximate %) <i>(Note 2)</i>		
		For	Against	Abstain
2.	To approve, confirm and ratify the Automotive Financial Services Framework Agreement (as defined in the Circular), the terms thereof and the continuing connected transactions contemplated thereunder; to approve the proposed annual caps set out in the Automotive Financial Services Framework Agreement; and to authorise any one Director, 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 thereunder.	121,413,000 (100%)	0 (0%)	0 (0%)
3.	(a) To consider and approve the proposed removal of KPMG and KPMG Huazhen LLP Shanghai Branch as the overseas and domestic auditors of the Company respectively (the “ <b>Removal</b> ”); and to authorise any one Director 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.	1,641,413,000 (100%)	0 (0%)	0 (0%)
	(b) To consider and approve 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 (the “ <b>Appointment</b> ”); to authorise any one Director 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 to authorise the board of Directors to determine their remuneration.	1,641,413,000 (100%)	0 (0%)	0 (0%)

*Note:*

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 relevant resolutions 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 3, these resolutions were duly passed as ordinary resolutions 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.

## **CHANGE OF AUDITORS**

Following the conclusion of the EGM:

- (i) KPMG and KPMG Huazhen LLP Shanghai Branch were removed as the overseas and domestic auditors of the Company respectively; and
- (ii) Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP were appointed as the overseas and domestic auditors of the Company respectively with effect immediately until the date of conclusion of the next annual general meeting of the Company.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the H Shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 7 October 2022. Pending fulfillment of the Resumption Guidance, trading in the H Shares of the Company on the Stock Exchange will remain suspended until further notice.

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

Shanghai, 30 December 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