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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 ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the “AGM”) of Shanghai Dongzheng Automotive Finance Co., Ltd.* (the “Company”) will be held at 2:00 p.m. on Thursday, 29 June 2023 at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC, to consider and, if thought fit, pass the following resolutions. Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the circulars of the Company dated 30 May 2023.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Directors for the year ended 31 December 2022.
2. To consider and approve the report of the Board of Supervisors for the year ended 31 December 2022.
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2022.
4. To consider and approve the annual report of the Company for the year ended 31 December 2022.
5. To consider and approve the authorisation to the Board to approve annual financial budget of the Company for the year ending 31 December 2023.
6. To consider and, if thought fit, approve that the Company will not declare final dividend for the year ended 31 December 2022.

* *For identification purposes only*

7. To consider and approve the authorisation to the Board to deal with all issues in relation to the Company's distribution of interim dividend for the year 2023 at its absolute discretion (including, but not limited to determining whether to distribute interim dividend for the year 2023).
8. To authorise the Board to determine the remuneration of the Directors and Supervisors for the year 2023.
9. To consider and approve the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the overseas and domestic auditors of the Company respectively for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.
10. To consider and approve the proposed amendments to the Rules of Procedure for Meetings of the Board of Supervisors.
11. **“THAT**
 - (a) The Financial Services Agreement, a copy of which is tabled at the meeting and marked “A” and initialed by the chairlady of the meeting for identification purpose, the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) the proposed annual caps for the period commencing from 1 July 2023 and ending on 30 June 2026 in respect of the Financial Services Agreement be and are hereby approved; and
 - (c) any one of the Chairlady or the executive 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 Financial Services Agreement.”

SPECIAL RESOLUTION

12. **“THAT**
 - (i) the proposed amendments to the Articles of Association (the **“Proposed Amendments”**) as set out in the AGM Circular be and are hereby approved and adopted; and

- (ii) any one of the Chairlady or the executive Director 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.*
Xu Ying
Chairlady and Non-executive Director

Shanghai, PRC, 30 May 2023

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 AGM 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 AGM.
2. A shareholder entitled to attend and vote at the AGM 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 notarised authorisation letters of signatories or other authorisation documents (if any) shall be invalid unless they are duly filled out and returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's correspondence address at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC (for Domestic Shareholder and Unlisted Foreign Shareholder) not less than 24 hours before the time fixed for convening the AGM or at any adjourned meeting(s) thereof. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 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 AGM or at any adjourned meeting(s) thereof in person should you so wish.
4. In order to determine the list of H Shareholders who will be entitled to attend and vote at the AGM, the Company's H shares register of members will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023 (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 AGM, 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 Friday, 23 June 2023.
5. For joint holders, only the one whose name stands first in the register shall be entitled to attend the AGM and vote in respect thereof.

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6. Shareholders or their proxies shall present their identity documents when attending the AGM:
 - (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 authorizing 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 AGM 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 are 17M Floor and Shops 1712–1716, 17/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

10. For details regarding Resolutions No. 1–No. 10 and No. 12, please refer to the circular of the Company dated 30 May 2023 (“**AGM Circular**”) titled “Proposed amendments to the Articles of Association, proposed amendments to the Rules of Procedure for meetings of the Board of Supervisors and proposed re-appointment of auditors and notice of Annual General Meeting”. For details regarding Resolution No. 11, please refer to the circular of the Company dated 30 May 2023 (“**CCT Circular**”) titled “Major and continuing connected transactions in respect of Financial Services Agreement and notice of Annual General Meeting”. Unless indicated otherwise, capitalised terms used in the respective resolutions shall have the same meanings as those defined in the respective circulars.
11. Resolution No. 11 will be voted by poll by the Independent Shareholders (as defined in the CCT Circular).

As at the date of this notice, the Board comprises Ms. Xu Ying as chairlady and non-executive Director; Mr. Wu Zheng as general manager and executive Director; Dr. Zhou Qi and Ms. Lin Weihua as non-executive Directors; and Mr. Wong Man Chung Francis, Ms. Liang Yanjun and Mr. Qin Zheng as independent non-executive Directors.