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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 ANNUAL GENERAL MEETING AND CONTINUED SUSPENSION OF TRADING**

Reference is made to (i) the circulars of the Company dated 30 May 2023 (the “**Circulars**”) in relation to, among others, the Proposed Amendments and the major and continuing connected transactions in respect of the Financial Services Agreement; and (ii) the notice of the AGM dated 30 May 2023 (the “**Notice**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circulars and the Notice.

### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that the AGM was held at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC at 2:00 p.m. on Thursday, 29 June 2023. The AGM 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 AGM, the total number of issued Shares was 2,139,651,400 Shares (comprising 80,000,000 Domestic Shares, 1,520,000,000 Unlisted Foreign Shares and 539,651,400 H Shares). To the best knowledge, information and belief of the Board, SAIC Motor and its associates (which held 1,912,248,601 Shares (including 392,248,601 H Shares and 1,520,000,000 Unlisted Foreign Shares) representing approximately 89.37% of all the issued Shares as at the date of the AGM) were required under the Listing Rules to abstain and did abstain from voting on the ordinary resolution numbered 11 at the AGM. Save for the foregoing, no other Shareholders have a material interest in any of the resolutions proposed at the AGM and were required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM, there were no Shares entitling the holders to attend the AGM 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 Circulars to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

Accordingly, as at the date of the AGM, the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM were 2,139,651,400 for the ordinary resolutions numbered 1 to 10 and the special resolution numbered 12, and 227,402,799 Shares for the ordinary resolution numbered 11, respectively.

Shareholders and authorised proxies holding an aggregate of 2,012,248,601 Shares attended and voted on ordinary resolutions numbered 1 to 10 and the special resolution numbered 12, and 100,000,000 Shares attended and voted on the ordinary resolution numbered 11, respectively. At the AGM, all resolutions as set out in the Notice were considered and duly passed by way of poll. All Directors, namely Ms. Xu Ying, Mr. Wu Zheng, Dr. Zhou Qi, Ms. Lin Weihua, Mr. Wong Man Chung Francis, Ms. Liang Yanjun and Mr. Qin Zheng attended the AGM.

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

ORDINARY RESOLUTIONS		Number of Votes (approximate %) <sup>(Note 1)</sup>		
		For	Against	Abstain
1.	To consider and approve the report of the Directors for the year ended 31 December 2022.	2,012,248,601 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the Board of Supervisors for the year ended 31 December 2022.	2,012,248,601 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the audited financial statements of the Company for the year ended 31 December 2022.	2,012,248,601 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the annual report of the Company for the year ended 31 December 2022.	2,012,248,601 (100%)	0 (0%)	0 (0%)
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.	2,012,248,601 (100%)	0 (0%)	0 (0%)
6.	To consider and, if thought fit, approve that the Company will not declare final dividend for the year ended 31 December 2022.	2,012,248,601 (100%)	0 (0%)	0 (0%)
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).	2,012,248,601 (100%)	0 (0%)	0 (0%)
8.	To authorise the Board to determine the remuneration of the Directors and Supervisors for the year 2023.	2,012,248,601 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (approximate %) <sup>(Note 1)</sup>		
		For	Against	Abstain
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.	2,012,248,601 (100%)	0 (0%)	0 (0%)
10.	To consider and approve the proposed amendments to the Rules of Procedure for Meetings of the Board of Supervisors.	2,012,248,601 (100%)	0 (0%)	0 (0%)
11.	To consider and approve the Financial Services Agreement (including the proposed annual caps) and authorise any one of the Chairlady or the executive 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 in the Financial Services Agreement.	100,000,000 (100%)	0 (0%)	0 (0%)
SPECIAL RESOLUTION		For	Against	Abstain
12.	To approve and adopt the proposed amendments to the Articles of Association (the “ <b>Proposed Amendments</b> ”) as set out in the AGM Circular; and authorise any one of the Chairlady or the executive Director 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.	2,012,248,601 (100%)	0 (0%)	0 (0%)

*Note:*

1. The number of votes and percentage are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

As more than one half of the votes were cast in favour of the above resolutions numbered 1 to 11, these resolutions were duly passed as ordinary resolutions at the AGM.

As more than two-thirds of the votes were cast in favour of the above resolution numbered 12, this resolution was duly passed as a special resolution at the AGM.

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 AGM.

## **PROPOSED AMENDMENTS**

Following the conclusion of the AGM, the Proposed Amendments will become effective after the Company has obtained approval from banking regulatory authorities in the PRC. The existing Articles of Association will remain effective until the Proposed Amendments take effect.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, the trading in the H Shares of the Company has been suspended with effect from 9:00 a.m. on 7 October 2022. Trading in the H Shares of the Company will remain suspended until further notice.

By Order of the Board  
**Shanghai Dongzheng Automotive Finance Co., Ltd.\***  
**Xu Ying**  
*Chairlady and Non-executive Director*

Shanghai, PRC, 29 June 2023

*As at the date of this announcement, 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.*

\* *for identification purposes only*