

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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the Measures for the Administration of Auto Finance Companies (Decree of the National Administration of Financial Regulation (No.1, 2023)) 《汽車金融公司管理辦法》(國家金融監督管理總局令2023年第1號) issued by the National Administration for Financial Regulation on 14 July 2023 and came into effect on 11 August 2023 in relation to, among others, the revised business scopes of PRC auto finance companies, and the business needs of the Company, the Board proposed to amend the Articles of Association (the “**Proposed Amendments**”).

Details of the Proposed Amendments are as follows:

Existing Articles of Association	Proposed Articles of Association
<p>Article 13 The business scope of the Company shall be subject to the items approved by the industrial and commercial administration authority. As approved by the CBIRC and registered according to law, the Company's business scope comprises:</p> <p>(1) Taking time deposits with maturity of no less than three months from domestic shareholders and domestic subsidiaries wholly owned by foreign shareholder or by groups that a foreign shareholder belongs to;</p>	<p>Article 13 The business scope of the Company shall be subject to the items approved by the industrial and commercial administration authority. As approved by the CBIRC banking regulatory authority in China and registered according to law, the Company's business scope comprises the following businesses in local and foreign currencies:</p> <p>(1) Taking time deposits with maturity of no less than three months or call deposits from domestic shareholders and domestic parent companies and controlling subsidiaries wholly owned by foreign shareholder or by of the groups that a foreign shareholder they belongs to;</p>

Existing Articles of Association	Proposed Articles of Association
(2) Accepting security deposit from auto dealers for loans which are used to purchase automobiles and accepting auto lease security deposit from lessees;	(2) Accepting security deposit from auto dealers and after-sales service providers for loans which are used to purchase automobiles —and accepting auto lease security deposit from lessees;
(3) Issuing financial bonds, subject to approval;	(3) Issuing financial bonds, subject to approval;
(4) Interbank lending and borrowing;	(4) Interbank lending and borrowing;
(5) Borrowing from financial institutions;	(5) Borrowing from financial institutions;
(6) Providing loans for automobile purchase;	(6) <u>Issuance of non-capital bonds;</u>
(7) Providing loans to auto dealers for their purchases of automobiles and operating equipment, including loans for showroom construction, spare parts and maintenance equipment;	(7) Providing loans and finance leases for automobiles purchase and auto add-ons;
(8) Providing auto finance lease services (except sale-and- leaseback business);	(8) Providing loans to auto dealers for their purchases of automobiles and operating equipment and auto after-sales service providers, including loans for inventory purchases, showroom construction, and the purchase of spare parts and maintenance equipment;
(9) Selling or repurchasing auto loan receivables and auto finance lease receivables to or from financial institutions;	(9) Providing auto finance lease services (except sale and leaseback business) Transferring or accepting loans and finance lease assets for automobiles and auto add-ons;
(10) Selling off and disposing of leased automobiles with residual value;	(10) Selling or repurchasing auto loan receivables and auto finance lease receivables to or from financial institutions;
(11) Providing consultancy and agency services related to automobiles purchase financing activities;	(11) Assessing, s Selling off and disposing of leased automobiles with residual value;

Existing Articles of Association	Proposed Articles of Association
<p>(12) Engaging in equity investments in financial institutions relating to auto financing business, subject to approval. Business activities subject to approval according to law may be carried out only after being approved by the competent authorities</p> <p>The business scope referred to in the preceding paragraph shall be subject to the approval of the company registration authority. The Company may not operate other businesses beyond the business scope approved. Any change to the business scope of the Company is subject to the approval of the CBIRC and the legal procedures for change of business registration with the company registration authority.</p>	<p>(110) Providing consultancy and Consultation, agency and services related to automobile purchase financing activities finance;</p> <p>(121) Engaging in equity investments in financial institutions relating to auto financing business, subject to approval. Other business activities subject to approval according to law that may be carried out only after being approved by the competent authorities banking regulatory authority in China.</p> <p>The business scope referred to in the preceding paragraph shall be subject to the approval of the company registration authority. The Company may not operate other businesses beyond the business scope approved. Any change to the business scope of the Company is subject to the approval of the CBIRC and the legal procedures for change of business registration with the company registration authority.</p> <p><u>Controlling subsidiaries referred to in the preceding paragraph represent companies in which the parent company of the group that shareholders belong to holds more than 50% (inclusive) of the shares.</u></p> <p><u>Auto dealers represent operators who have legally obtained qualifications for selling of automobiles (including new and second-hand automobiles).</u></p> <p><u>Auto after-sales service providers represent operators engaged in auto after-sales maintenance, repair, and sales of auto spare parts and add-ons.</u></p>

Existing Articles of Association	Proposed Articles of Association
	<u>Auto add-ons represent products and services attached to automobiles, such as navigation equipment, exterior film, charging piles, batteries and other physical accessories, as well as extended vehicle warranty, vehicle insurance, vehicle software and other services related to the use of automobiles.</u>

The Proposed Amendments are subject to Shareholders' approval at the forthcoming general meeting by way of special resolution.

The Articles of Association and the Proposed Amendments are written in Chinese and English. If there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

CIRCULAR

A circular containing, among others, (i) details of the Proposed Amendments; and (ii) a notice to convene the general meeting, will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context otherwise requires:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Company”	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 PRC with limited liability and whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 2718)
“Director(s)”	the director(s) of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“PRC”	the People's Republic of China, but for the purposes of this announcement excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

“Share(s)” ordinary share(s) in the share capital of the Company

“Shareholder(s)” holder(s) of the Shares

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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

Shanghai, the PRC, 19 September 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*