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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai Dongzheng Automotive Finance Co., Ltd.***, you should at once hand this circular and the accompanying form of proxy, to the purchaser or the transferee or to the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED RE-ELECTION OF SUPERVISORS
AND
PROPOSED RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting of Shanghai Dongzheng Automotive Finance Co., Ltd.* will be held at 10:00 a.m. on Friday, 24 May 2024 at 12/F (Nominal Floor: 15/F), Building Two, No. 58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC. A notice convening the AGM is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the Notice of Annual General Meeting carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's registered office 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, in any event not less than 24 hours before the time fixed for convening the Annual General Meeting or any adjourned meeting(s) thereof in person or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting(s) thereof should you so wish.

* For identification purposes only

22 April 2024

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 24 May 2024 at 12/F (Nominal Floor: 15/F), Building Two, No. 58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC, for the purposes of considering and, if thought fit, approving, among other things, the proposed re-election of Directors, the proposed re-election of Supervisors and the proposed re-appointment of auditors of the Company
“Anji Leasing”	Anji Leasing Co., Ltd* (安吉租賃有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of SAIC Motor
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“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 Stock Exchange (Stock Code: 2718)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB and originally issued by the Company to domestic investor(s) for subscription in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“H Share(s)”	the issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in HK\$ and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, but for the purposes of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SAIC Finance”	Shanghai Automotive Group Finance Corporation Limited* (上海汽車集團財務有限責任公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of SAIC Motor
“SAIC Motor”	SAIC Motor Corporation Limited* (上海汽車集團股份有限公司), a controlling shareholder of the Company and a company listed on the Shanghai Stock Exchange (stock code: 600104)
“SAIC Motor Group”	SAIC Motor and its subsidiaries
“SAIC Motor Investment”	SAIC Motor Investment Management Co., Limited* (上海汽車集團投資管理有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of SAIC Motor
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
“Shanghai Changfan”	Shanghai Changfan Investment Management Consulting Service Co., Ltd* (上海暢帆投資管理諮詢服務有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of SAIC Motor
“Share(s)”	ordinary shares in the share capital of the Company, including Domestic Shares, Unlisted Foreign Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company

DEFINITIONS

“Unlisted Foreign Share(s)”	the issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in foreign currency and originally issued to persons other than PRC nationals or PRC-incorporated entities and are not listed on any stock exchange
“Unlisted Foreign Shareholder(s)”	holder(s) of Unlisted Foreign Shares

LETTER FROM THE BOARD



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)

Directors:

Ms. Xu Ying (*Chairlady and Non-Executive Director*)
Mr. Wu Zheng (*General Manager and Executive Director*)
Dr. Zhou Qi (*Non-Executive Director*)
Ms. Lin Weihua (*Non-Executive Director*)
Mr. Wong Man Chung Francis (*Independent Non-Executive Director*)
Ms. Liang Yanjun (*Independent Non-Executive Director*)
Mr. Qin Zheng (*Independent Non-Executive Director*)

Registered office:

12/F (Nominal Floor: 15/F),
Building Two,
No. 58, Yao Yuan Road,
Pudong New Area,
Shanghai, the PRC

Principal place of business in Hong Kong:

Suites 3901-3903, 39th Floor,
Tower 2, Times Square,
No. 1 Matheson Street, Causeway Bay,
Hong Kong

22 April 2024

To the Shareholders,

**PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED RE-ELECTION OF SUPERVISORS
AND
PROPOSED RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information in respect of the resolutions to be proposed at the AGM in relation to, among other matters: (i) the proposed re-election of Directors of the third session of the Board; (ii) the proposed re-election of Supervisors of the third session of the Board of Supervisors; and (iii) the proposed re-appointment of auditors of the Company.

* *For identification purposes only*

LETTER FROM THE BOARD

2. MATTERS TO BE CONSIDERED AT THE AGM

(I) PROPOSED RE-ELECTION OF DIRECTORS

According to the Articles of Association, as the term of office of the second session of the Board is due to expire, it is proposed that the following Directors be re-elected as Directors of the third session of the Board:

- (i) Ms. Xu Ying be re-elected as a non-executive Director;
- (ii) Mr. Wu Zheng be re-elected as an executive Director;
- (iii) Dr. Zhou Qi be re-elected as a non-executive Director;
- (iv) Ms. Lin Weihua be re-elected as a non-executive Director;
- (v) Mr. Wong Man Chung Francis be re-elected as an independent non-executive Director;
- (vi) Ms. Liang Yanjun be re-elected as an independent non-executive Director; and
- (vii) Mr. Qin Zheng be re-elected as an independent non-executive Director.

Each of the proposed Directors shall be appointed for a term of three years commencing from the date of passing the relevant resolution at the AGM by way of an ordinary resolution and may be re-elected upon expiration of his or her term of office. The second session of the Board shall expire upon the formation of the third session of the Board. Please refer to the below for the biographies of the candidates of Directors.

Chairlady and Non-Executive Director

Ms. Xu Ying, aged 46, joined the Company as the chairlady and non-executive Director in February 2023. She is also the chairlady of the Risk Management Committee and a member of the Remuneration Committee and the Nomination Committee.

Ms. Xu. is currently the secretary of the Party Committee of SAIC Finance, and has held such position since March 2021. Ms. Xu joined SAIC Finance in July 1999, and prior to assuming her current position, she served successively as an officer of the foreign exchange department, manager assistant, business manager, deputy manager and general manager of the financial department and deputy general manager of SAIC Finance. She has had over 24 years of experience in the automotive finance industry. She is currently a representative of the 16th Shanghai Municipal People's Congress.

Ms. Xu obtained a bachelor's degree in international finance from Shanghai International Studies University in 1999, and a master's degree in business administration (international) jointly conferred by the University of Hong Kong and Fudan University in 2012. Ms. Xu is an economist in the PRC.

LETTER FROM THE BOARD

General Manager and Executive Director

Mr. Wu Zheng, aged 36, joined the Company as the general manager and executive Director in February 2023, and is responsible for the overall operation and management of the Company. He is also a member of the Risk Management Committee.

Mr. Wu joined the SAIC Motor Group in July 2009, and prior to assuming his current position he served successively as warehouse inspector of SAIC Finance, account manager of SAIC Finance, regional marketing director of the passenger vehicle business department (marketing department I) of SAIC Finance, acting assistant general manager of the marketing and marketing support department of SAIC Finance, general manager of Shanghai Changfan, assistant general manager of the innovation and development department of SAIC Finance, assistant general manager of Anji Leasing, deputy general manager and general manager of the innovation and development department of SAIC Finance, and general manager of Anji Leasing. Mr. Wu has had over 14 years of experience related to the automotive finance industry.

Mr. Wu obtained a bachelor's degree in human resources management from Tianjin University of Commerce Boustead College in 2009.

Non-Executive Directors

Dr. Zhou Qi, aged 45, joined the Company as a non-executive Director in February 2023. He is a member of the Risk Manager Committee.

Dr. Zhou is currently the general counsel of SAIC Motor. He joined the SAIC Motor Group in April 2006, and served successively as an inhouse legal counsel, supervisor, deputy manager, manager, chief supervisor, deputy general manager and general manager of the legal affairs section of the legal department at SAIC Motor.

Dr. Zhou received his bachelor's degree in international economic law from Zhejiang University, the PRC in 2001, a master's degree in law from Ludwig Maximilian University of Munich, Germany in 2003, a master's degree in European and international economic law from Ludwig Maximilian University of Munich, Germany in 2004, and a doctorate in international law from East China University of Political Science and Law, the PRC in 2016. Dr. Zhou is a qualified lawyer and a qualified enterprise legal adviser in the PRC.

Ms. Lin Weihua, aged 45, joined the Company as a non-executive Director in February 2023. She is a member of the Audit Committee and the Risk Management Committee.

Ms. Lin is currently the general manager of the finance department of SAIC Finance, a position which she has served since October 2022. Ms. Lin joined SAIC Finance in March 2003, and has successively served as officer, business supervisor, business manager, deputy general manager and general manager of the planning and finance department, the general

LETTER FROM THE BOARD

manager of the fixed income department and the securities investment department of SAIC Finance from March 2003 to October 2022 before assuming her current position. Ms. Lin has had over 20 years of experience in the automotive finance industry.

Ms. Lin obtained a bachelor's degree in accounting from Shanghai Jiao Tong University in 2000 and a master's degree in accounting from Shanghai Jiao Tong University in 2003. She is also a certified public accountant in the PRC.

Independent Non-Executive Directors

Mr. Wong Man Chung Francis, aged 59, joined the Company as an independent non-executive Director in February 2020. Mr. Wong is the chairman of each of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee and the Risk Management Committee.

Mr. Wong is currently a non-executive chairman of Union Alpha C.P.A. Limited, a non-executive director of Union Alpha CAAP Certified Public Accountants Limited, and a founding director and member of Francis M. C. Wong Charitable Foundation Limited. Mr. Wong holds a master's degree in management from Jinan University (暨南大學) in the PRC. He is also a fellow member of the Association of Chartered Certified Accountants of the United Kingdom, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales and the Society of Chinese Accountants and Auditors, and a Certified Tax Advisor of the Taxation Institute of Hong Kong. He is a practising certified public accountant and has over 30 years of experience in auditing, taxation, corporate internal control and governance, acquisition and financial advisory, corporate restructuring or liquidation, family trust and wealth management. Mr. Wong is currently an independent non-executive director of the following companies listed on the Stock Exchange: Qeeka Home (Cayman) Inc. (stock code: 1739); Hilong Holding Limited (stock code: 1623); Greenheart Group Limited (stock code: 94); Integrated Waste Solutions Group Holdings Limited (stock code: 923); Wai Kee Holdings Limited (stock code: 610); Digital China Holdings Limited (stock code: 861), China Oriental Group Company Limited (stock code: 581) and IntelliCentrics Global Holdings Ltd. (stock code: 6819). During the period from April 2016 to May 2022, he served as an independent non-executive director of GCL Technology Holdings Limited (stock code: 3800).

Ms. Liang Yanjun, aged 40, joined the Company as an independent non-executive Director in August 2018. Ms. Liang is the chairlady of the Nomination Committee and a member of the Audit Committee, the Remuneration Committee and the Risk Management Committee.

Ms. Liang is currently a partner at Javy Lawyers (北京嘉維律師事務所) (formerly known as Javy Tayn Lawyers (嘉維泰銀律師事務所)), a law firm in the PRC. Ms. Liang is well experienced in legal practice. She has previously practiced as a lawyer with various law firms in the PRC including Jingtian & Gongcheng (北京市競天公誠律師事務所), Beijing Maode Law Firm (北京懋德律師事務所) and B&D Law Firm (北斗鼎銘律師事務所). Ms. Liang received a law degree from China University of Political Science and Law (中國政法大學) in

LETTER FROM THE BOARD

China and received her lawyer's practicing certificate granted by the Ministry of Justice of the PRC. She is also an independent non-executive director of Fu Shou Yuan International Group Limited, a company listed on the Stock Exchange (stock code: 1448).

Mr. Qin Zheng, aged 65, joined the Company as an independent non-executive Director in August 2022. Mr. Qin is a member of the Audit Committee and the Risk Management Committee.

Mr. Qin was a professor and doctoral supervisor of the School of Management of the Xi'an Jiaotong University and the School of Information Management and Engineering of the Shanghai University of Finance and Economics, and was a senior visiting scholar at The University of Sydney. Mr. Qin is currently a professor and doctoral supervisor of the College of Business of the Southern University of Science and Technology. In the course of 28 years of teaching, Mr. Qin took up various research projects from the national level, provincial level and from government and enterprises etc. He has published over 100 journals and over 10 academic publications and is well experienced in teaching and enterprise management. Mr. Qin received his master's degree and doctorate degree in engineering from Xidian University in the PRC. He is also an independent non-executive director of Cryofocus Medtech (Shanghai) Co., Ltd, a company listed on the Stock Exchange (stock code: 6922).

If appointed, each of the Directors shall enter into a Director's service agreement with the Company. Each of Ms. Xu, Mr. Wu, Dr. Zhou and Ms. Lin will not receive remuneration for the position as a Director. Each of Mr. Wong, Ms. Liang and Mr. Qin shall be entitled to receive an annual director's remuneration of HK\$330,000. Each of their remuneration is determined with reference to his/her experience, qualification and duties. Details of the remuneration of the Directors have been disclosed in the Company's annual report.

Save as disclosed above, as at the Latest Practicable Date, each of the proposed Directors confirms that he or she (i) does not hold any interests or short positions in the Shares or underlying shares of the Company or its associated corporation which are discloseable under Part XV of the SFO; (ii) does not hold any directorships in other public companies the securities of which are listed on any securities market in the PRC, Hong Kong or overseas in the past three years, nor does he/she have any other relationship with any Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) does not hold other positions in the Company or major appointments and professional qualifications.

The Board believes that each of Mr. Wong's, Ms. Liang's and Mr. Qin's education background, professional qualifications, and diverse experiences will enable him/her to provide balanced, objective, valuable and diverse views, as well as relevant insights to the Board and contribute to the diversity of the Board. The Board, taking into consideration the qualification, skills, knowledge, and experiences, and having regards to the relevant requirements of the Listing Rules and the Board diversity policy of the Company, believes that each of Mr. Wong, Ms. Liang and Mr. Qin is a suitable candidate as the Director.

LETTER FROM THE BOARD

The Board has reviewed and assessed the independence of each of Mr. Wong, Ms. Liang and Mr. Qin with respect to his/her confirmation of independence in accordance with Rule 3.13 of the Listing Rules, and is of the opinion that each of them satisfies the independence requirements.

Notwithstanding Mr. Wong currently serves as an independent non-executive director of nine listed companies (including the directorship in the Company), Mr. Wong believes that he continues to have sufficient time to discharge his duties as a director, based on the following factors: (1) Mr. Wong does not hold any executive role in Union Alpha C.P.A. Limited and Union Alpha CAAP Certified Public Accountants Limited and is not involved in their daily operation; (2) since his appointment as the independent non-executive Director in February 2020, Mr. Wong attended all general meetings, Board meetings and Board committee meetings of the Company; (3) Mr. Wong did not hold any senior management role in the other listed companies. His involvement in other listed companies as an independent non-executive director does not require him to participate in the day-to-day management of these companies and does not require him to devote substantial time and attention as is required from senior management members of listed companies; (4) Mr. Wong's experience as an independent non-executive director of listed companies in Hong Kong would facilitate his understanding of corporate governance and his proper discharge of responsibilities as a director; and (5) Mr. Wong has undertaken to devote sufficient time to attend to the management of the Company. Taking into the above reasons, the Board believes that Mr. Wong will be able to devote sufficient time to the Company and will be able to discharge his duties as an independent non-executive Director.

Save as disclosed above, the Board, to the best of its knowledge, is not aware of any other matters in relation to the appointments of the proposed Directors that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters which need to be brought to the attention of the Shareholders or the Stock Exchange.

(II) PROPOSED RE-ELECTION OF SUPERVISORS

According to the Articles of Association, as the term of office of the second session of the Board of Supervisors is due to expire, it is proposed that the following Supervisors be re-elected as Shareholder representative Supervisors of the third session of the Board of Supervisors:

- (i) Ms. Gu Xiaoqiong be re-elected as a Supervisor; and
- (ii) Ms. Zhang Langman be re-elected as a Supervisor.

Each of the proposed Supervisors shall be appointed for a term of three years commencing from the date of passing the relevant resolution at the AGM by way of an ordinary resolution and may be re-elected upon expiration of her term of office. The second session of the Board of Supervisors shall expire upon the formation of the third session of the Board of Supervisors. Please refer to the below for the biographies of the candidates of Shareholder representative Supervisors.

LETTER FROM THE BOARD

Chairlady of the Board of Supervisor

Ms. Gu Xiaoqiong, aged 59, joined the Company as the chairlady of the Board of Supervisors in February 2023.

Ms. Gu has been the general manager of the finance department of SAIC Motor since September 2016 and also the general manager of SAIC Motor Investment since September 2021. She has also been a director of Shanghai New Power Automotive Technology Co., Ltd. (a company listed on the Shanghai Stock Exchange) since May 2015. Ms. Gu joined SAIC Motor in November 2009, and prior to assuming her current position with SAIC Motor and SAIC Motor Investment, she served successively as director (總監) and executive director (執行總監) of the finance department of SAIC Motor between November 2009 and September 2016.

Ms. Gu received her master's degree in international business from Maastricht School of Management, the Netherlands in 2002 and an executive master of business administration degree from Shanghai University of Finance and Economics, the PRC in 2012. She is a senior accountant in the PRC.

Shareholder Representative Supervisor

Ms. Zhang Langman, aged 39, was appointed as a Supervisor in February 2023. Ms. Zhang has been the general manager of retail business department II of the Company since February 2024. She was previously the department head of risk management department of the Company.

Prior to joining the Company in 2023, she served successively as senior supervisor of the risk management department of SAIC Finance, and risk management senior supervisor and risk management manager of Anji Leasing. Ms. Zhang received her bachelor's degree in international economy and trading from Anhui University of Technology, the PRC in July 2004 and a master's degree in industrial economics from Donghua University, the PRC in 2007.

If appointed, each of Ms. Gu and Ms. Zhang shall enter into a Supervisor's service agreement with the Company. Each of Ms. Gu and Ms. Zhang will not receive remuneration for the position as a Supervisor.

Save as disclosed above, as at the Latest Practicable Date, each of Ms. Gu and Ms. Zhang confirms that she (i) does not hold any interests or short positions in the Shares or underlying shares of the Company or its associated corporation which are discloseable under Part XV of the SFO; (ii) does not hold any directorships in other public companies the securities of which are listed on any securities market in the PRC, Hong Kong or overseas in the past three years, nor does she have any other relationship with any Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) does not hold other positions in the Company or major appointments and professional qualifications.

LETTER FROM THE BOARD

Save as disclosed above, the Board, to the best of its knowledge, is not aware of any other matters in relation to the appointment of Ms. Gu and Ms. Zhang that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters which need to be brought to the attention of the Shareholders or the Stock Exchange.

(III) PROPOSED RE-APPOINTMENT OF AUDITORS

The Company's overseas and domestic auditors, Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP, shall retire, and is eligible for re-appointment as auditors of the Company. It is proposed at the AGM to re-appoint Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as overseas and domestic auditors of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix the remuneration of the auditors appointed for the said term.

3. CLOSURE OF REGISTER OF MEMBERS

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 Tuesday, 21 May 2024 to Friday, 24 May 2024 (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 Monday, 20 May 2024.

4. PROXY ARRANGEMENT

The proxy form of the AGM is enclosed.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon, and the proxy form should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's registered office 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, in any event not less than 24 hours before the time fixed for convening the AGM or any adjourned meeting(s) thereof in person or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting(s) thereof should you so wish.

LETTER FROM THE BOARD

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes 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.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on all resolutions as set out in the Notice of AGM contained in this circular.

6. RECOMMENDATION

The Board considers that all the proposed resolutions at the AGM are in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favor of the proposed resolutions at the AGM as set out in the notice of the AGM.

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

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING



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 10:00 a.m. on Friday, 24 May 2024 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 circular of the Company dated 22 April 2024.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Directors for the year ended 31 December 2023.
2. To consider and approve the report of the Board of Supervisors for the year ended 31 December 2023.
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2023.
4. To consider and approve the annual report of the Company for the year ended 31 December 2023.
5. To consider and approve the authorisation to the Board to approve annual financial budget of the Company for the year ending 31 December 2024.
6. To consider and, if thought fit, approve that the Company will not declare final dividend for the year ended 31 December 2023.
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 2024 at its absolute discretion (including, but not limited to determining whether to distribute interim dividend for the year 2024).
8. To consider and approve the proposal on the election of Directors of the third session of the Board of Directors:

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

- 8.1 To elect Ms. Xu Ying as a non-executive Director of the third session of the Board of Directors;
 - 8.2 To elect Mr. Wu Zheng as an executive Director of the third session of the Board of Directors;
 - 8.3 To elect Dr. Zhou Qi as a non-executive Director of the third session of the Board of Directors;
 - 8.4 To elect Ms. Lin Weihua as a non-executive Director of the third session of the Board of Directors;
 - 8.5 To elect Mr. Wong Man Chung Francis as an independent non-executive Director of the third session of the Board of Directors;
 - 8.6 To elect Ms. Liang Yanjun as an independent non-executive Director of the third session of the Board of Directors; and
 - 8.7 To elect Mr. Qin Zheng as an independent non-executive Director of the third session of the Board of Directors.
9. To consider and approve the proposal on the election of Supervisors of the third session of the Board of Supervisors:
- 9.1 To elect Ms. Gu Xiaoqiong as a Supervisor of the third session of the Board of Supervisors; and
 - 9.2 To elect Ms. Zhang Langman as a Supervisor of the third session of the Board of Supervisors.
10. To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the domestic auditors of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.
11. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the overseas auditors of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.

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

Shanghai, PRC, 22 April 2024

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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.dongzhengafcc.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 registered office 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 Tuesday, 21 May 2024 to Friday, 24 May 2024 (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 Monday, 20 May 2024.
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.
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.

NOTICE OF ANNUAL GENERAL MEETING

9. The address of Company's registered office is 12/F (Nominal Floor: 15/F), Building Two, No. 58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC.

Telephone: 86 (21) 2068 9999

Facsimile: 86 (21) 2068 9996

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.