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上海大生農業金融科技股份有限公司

Shanghai Dasheng Agriculture Finance Technology Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1103)

FIFTH SUPPLEMENTAL AGREEMENT TO THE INVESTMENT FRAMEWORK AGREEMENT IN RELATION TO THE POSSIBLE DISPOSAL

Reference is made to the announcements of Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (上海大生農業金融科技股份有限公司) (the “**Company**”) dated 21 May 2018, 4 July 2018, 5 September 2018, 7 November 2018 and 12 December 2018 (the “**Announcements**”) in relation to the entering into of the Investment Framework Agreement and the subsequent supplemental agreements to the Investment Framework Agreement (collectively, the “**Agreements**”) with the Purchaser and the Target Company in relation to the Possible Disposal. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

THE FIFTH SUPPLEMENTAL AGREEMENT

On 7 January 2019, the validity period of the Investment Framework Agreement and the Exclusivity Period have expired. Considering that the Possible Disposal is still under the review by the Stock Exchange in accordance with the Listing Rules, on 14 January 2019, the Purchaser, the Vendor, and the Target Company entered into a fifth supplemental agreement (the “**Fifth Supplemental Agreement**”) to the Investment Framework Agreement, pursuant to which the parties agreed to:

- (1) extend the Exclusivity Period for an additional 30 days, such that within 30 days after the expiry of the previous Exclusivity Period agreed under the Agreements, or until either the date of completion of the Possible Disposal or the date of early termination of the Fifth Supplemental Agreement, whichever the earlier, unless with the prior written consent of the Purchaser, the Vendor, the Target Company and their respective directors, management, employees, agents or representatives shall not directly or indirectly engage in the followings with any institution/individual (apart from the Purchaser and its designated persons) for the transfer of equity interests in the Target Company: (1) propose or encourage any proposal or offer; (2) provide any information of the Target Company to that institution/individual; (3) discuss or negotiate or sign any agreement or arrangement with that institution/individual; and
- (2) extend the validity period of the Investment Framework Agreement for an additional 30 days from the date of the previous validity period agreed under the Agreements, or until either the date of completion of the Possible Disposal or the date of early termination of the Fifth Supplemental Agreement, whichever the earlier.

Save as disclosed above, all other terms and conditions of the Agreements shall remain unchanged and in full force and effect.

The Company will make further announcement(s) in relation to updates on the Possible Disposal to keep its shareholders and investors informed as and when appropriate.

The Possible Disposal is subject to, among others, the execution of the Formal Agreement and any conditions precedent therein. Therefore, the Possible Disposal may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

By order of the Board
Shanghai Dasheng Agriculture Finance Technology Co., Ltd.
Lan Huasheng
Chairman

Shanghai, PRC, 14 January 2019

As at the date of this announcement, the Board comprises two executive directors: Mr. Lan Huasheng and Mr. Wang Liguo; one non-executive director: Mr. Zhu Tianxiang; and three independent non-executive directors: Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Zhou Jianhao.