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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, bank manager, solicitor, professional accountant or other professional adviser.

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

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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)

## **PROPOSED GENERAL MANDATE TO ISSUE SHARES; PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS; PROPOSED RE-ELECTION OF SUPERVISORS; PROPOSED RE-APPOINTMENT OF EXTERNAL AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING**

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Terms used herein shall have the same meaning ascribed to them in the section headed "Definitions" of this circular.

Notice convening the AGM to be held at 20F, Building G, Gateway International Plaza, No. 327 Tian Yao Qiao Road, Xuhui District, Shanghai, PRC on Friday, 17 June 2022 at 10:00 a.m., are set out in this circular on pages 14 to 18 and the proxy form is also enclosed hereto.

Whether or not you are able to attend the meetings, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's office at 20F, Building G, Gateway International Plaza, No. 327 Tian Yao Qiao Road, Xuhui District, Shanghai, PRC (for Domestic Shareholders) or to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM, or any adjournment thereof (i.e. by 10:00 a.m. on Thursday, 16 June 2022). Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

4 May 2022

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Friday, 17 June 2022 at 10:00 a.m., or any adjournment thereof, for the Shareholders, to consider, with or without modifications and if appropriate, to approve the resolutions contained in the notice of the AGM. The details of the notice of the AGM are set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (上海大生農業金融科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of the Company with a nominal value of RMB0.10 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares
“General Mandate”	the unconditional general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with each of H Shares and Domestic Shares during the period as set out in Special Resolution no. 10 up to but not exceeding 20% of each of the H Shares and Domestic Shares, respectively in issue as at the date of passing of Special Resolution no. 10
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are listed on the Stock Exchange and are traded in Hong Kong Dollars
“H Shareholder(s)”	the holder(s) of H Shares

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar” or “HK\$”	the lawful currency of Hong Kong
“Latest Practicable Date”	26 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholders”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Lan Huasheng (Chairman)  
Wang Liguo (Chief Executive Officer)

*Non-executive Director:*

Lu Tingfu

*Independent non-executive Directors:*

Chung Cheuk Ming  
Yang Gaoyu

*Registered office:*

706 Renhe Building  
2056 Pudong Road  
Pudong New Area  
Shanghai, PRC

*Principal place of business in the PRC:*

20F, Building G  
Gateway International Plaza  
No. 327 Tian Yao Qiao Road  
Xuhui District  
Shanghai, PRC

*Principal place of business in  
Hong Kong:*

Unit 16, 28/F, Hong Kong Plaza  
No.188 Connaught Road West  
Hong Kong

4 May 2022

*To the Shareholders*

Dear Sirs,

**PROPOSED GENERAL MANDATE TO ISSUE SHARES;  
PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS;  
PROPOSED RE-ELECTION OF SUPERVISORS;  
PROPOSED RE-APPOINTMENT OF EXTERNAL AUDITOR; AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information relating to the notice of the AGM and the details regarding the resolutions to be proposed at the AGM, which includes, among other things:

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## LETTER FROM THE BOARD

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- (i) the granting of General Mandate to the Directors to issue shares;
- (ii) the proposed re-election and appointment of Directors;
- (iii) the proposed re-election of Supervisors; and
- (iv) the proposed re-appointment of external auditor.

### PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the AGM, a special resolution will be proposed to renew the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares in the share capital of the Company, whether H Shares or Domestic Shares, and to make or grant offers, agreements and options in respect thereof. The aggregate number of the Shares allotted and issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Board, shall not exceed 20% of each of the H Shares and Domestic Shares in issue, respectively, as at the date of the relevant resolution to be proposed and passed at the AGM.

Any exercise of the power by the Board under the General Mandate shall comply with the relevant requirements under the Listing Rules, the Articles of Association, and the applicable laws and regulations of the PRC, as amended from time to time, and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

The General Mandate granted to the Directors shall be valid from the date of passing of this special resolution until the earliest of: (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution; (b) the expiration of the 12-month period following the passing of this special resolution; and (c) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the Shareholders in a general meeting of the Company. The existing general mandate to issue Shares granted to the Directors pursuant to the special resolution passed by the Shareholders at the annual general meeting of the Company dated 18 June 2021 will expire on 17 June 2022.

As at the Latest Practicable Date, there were in issue in aggregate of 6,202,079,812 H Shares and 3,349,000,000 Domestic Shares. Subject to the passing of the special resolution on general mandate to issue Shares and in accordance with terms therein, the Company would be allowed under the General Mandate to issue additional Shares up to a maximum of 1,240,415,962 H Shares and 669,800,000 Domestic Shares, respectively, on the basis that no further H Shares and/or Domestic Shares will be issued or repurchased prior to the AGM.

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## LETTER FROM THE BOARD

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### **PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS**

The term of directors of the sixth session of the Board will expire on 20 June 2022. In accordance with Article 93 of the Articles of Association, the term of office of a Director is three years and such Director shall be eligible for re-election and re-appointment upon the expiration of his term of office. Upon the proposed re-election and appointment of the proposed Directors being approved by the Shareholders at the AGM, they will enter into a service contract or a letter of appointment (as the case may be) with the Company for a term commencing from the date of being elected at the AGM until the end of the seventh session of the Board in 2025 and shall then be eligible for re-election pursuant to the Articles of Association.

All current Directors are eligible for re-election as Directors at the AGM. All members of the Board confirmed that they will offer themselves for re-election at the AGM.

#### **Re-election of Executive Directors**

The Board has proposed to re-nominate Mr. Lan Huasheng and Mr. Wang Liguó as candidates for executive Directors at the seventh session of the Board. At the AGM, an ordinary resolution, each being a separate resolution, will be proposed to re-appoint Mr. Lan Huasheng and Mr. Wang Liguó as executive Directors at the seventh session of the Board according to the Articles of Association.

The biographical details of Mr. Lan Huasheng and Mr. Wang Liguó are set out in Appendix I to this circular.

The term of office for each of Mr. Lan Huasheng and Mr. Wang Liguó serving as an executive Director will be three years, commencing upon the approval by the AGM. Mr. Lan Huasheng and Mr. Wang Liguó will not receive any director's fee from the Company during their term. They will receive remunerations based on their management positions with the Company, including all current income and deferred payments of basic salaries, bonuses and allowances.

#### **Re-election of Non-executive Director**

The Board has proposed to re-nominate Mr. Lu Tingfu as a candidate for non-executive Director at the seventh session of the Board. At the AGM, an ordinary resolution will be proposed to re-appoint Mr. Lu Tingfu as a non-executive Director at the seventh session of the Board according to the Articles of Association.

The biographical details of Mr. Lu Tingfu are set out in Appendix I to this circular.

The term of office of Mr. Lu Tingfu serving as a non-executive Director will be three years, commencing upon the approval by the AGM. Mr. Lu Tingfu will not receive any salary or director's fee from the Company during his term.

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## LETTER FROM THE BOARD

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### Re-election and new appointment of Independent Non-executive Directors

Reference is made to the announcement of the Company dated 3 December 2021 in relation to the resignation of Mr. Liu Jun from his position as an independent non-executive Director with effect from 3 December 2021. Following the resignation, the Board only has two independent non-executive Directors, with the number of independent non-executive Directors falling below the minimum number of three as required under Rule 3.10(1) of the Listing Rules. In this regard, the Board proposed to appoint Mr. Wang Yanlong as the new independent non-executive Director. The Board has also proposed to re-nominate Mr. Chung Cheuk Ming and Mr. Yang Gaoyu as candidates for independent non-executive Directors at the seventh session of the Board.

In proposing Mr. Chung Cheuk Ming and Mr. Yang Gaoyu to be re-elected as independent non-executive Directors and Mr. Wang Yanlong to be appointed as independent non-executive Directors at the AGM, the nomination committee of the Company (the “**Nomination Committee**”) has reviewed the structure of the Board and considered the nomination policy of the Company and the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee has also taken into account the working profile, extensive experience, contributions of each of such independent non-executive Directors and their commitment to their role.

The Nomination Committee and the Board are of the view that the educational qualifications, background and experiences of Mr. Yang Gaoyu can create valuable and relevant visions and hence contribute to the diversity of the Board. The Board also considers that, Mr. Yang Gaoyu has made positive contributions to the Group’s development, strategies and performance during his tenure as independent non-executive Director with his independent advice and suggestions coupled with his general understanding of business of the Group. The Nomination Committee and the Board are also of the view that Mr. Wang Yanlong is familiar with petrochemical products and is rich in knowledge and experience in such areas as financial regulatory and corporate governance and that Mr. Wang Yanlong can contribute to the Board with his valuable views, and facilitate the diversity of the Board.

Mr. Chung Cheuk Ming has served on the Board for more than nine years. During his term as an independent non-executive Director, he has demonstrated that he has the required character, integrity and experience to perform his duties by providing objective views and independent guidance to the Board. In particular, the Board is of the view that Mr. Chung Cheuk Ming has been committed to devoting time and attention to perform his duties as independent non-executive Director over the years and that his wide breadth of professional experience and knowledge in his fields have been and will continue to contribute greatly to the diversity of the Board. The Board considers that with his past experience, in-depth understanding with the operations and business of the Group, his long services would not affect his exercise of independent judgment. As such, the Board considers that the re-election of Mr. Chung Cheuk Ming as independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

The Nomination Committee and the Board consider that Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong will bring valuable business experience, knowledge from different industries and professionalism to the Board for its efficient and effective functioning and diversity.



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## LETTER FROM THE BOARD

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The Nomination Committee reviewed the confirmation of independence provided by each of Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong pursuant to Rule 3.13 of the Listing Rules and affirmed that Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong are independent. In this regard, the Board accepted the Nomination Committee's nomination and recommended Mr. Chung Cheuk Ming and Mr. Yang Gaoyu to stand for re-election as independent non-executive Directors and Mr. Wang Yanlong for appointment as independent non-executive Director at the seventh session of the Board by the Shareholders at the AGM.

The biographical details of Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong are set out in Appendix I to this circular.

The term of office of Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong as independent non-executive Directors will be three years, commencing upon the approval by the AGM. The proposed director's fee for Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong are RMB100,000, RMB86,400 and RMB86,400 per annum, respectively, which was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to the experience, duties, responsibilities of the proposed Directors and the prevailing market conditions.

### **PROPOSED RE-ELECTION OF SUPERVISORS**

The term of supervisors of the sixth session of the Supervisory Committee will expire on 20 June 2022. In accordance with Articles 115 and 116 of the Articles of Association, the Supervisory Committee shall comprise five Supervisors, and shall consist of one shareholders' representative Supervisor, two employees' representative Supervisors and two independent Supervisors. Shareholders' representative Supervisor and independent Supervisors shall be elected at general meetings, while the employees' representative Supervisors shall be elected at the staff representative meeting. In accordance with Article 115 of the Articles of Association, the term of office of a Supervisor is three years and such Supervisor shall be eligible for re-election and re-appointment upon the expiration of his/her term of office. Upon the proposed re-election of the proposed Supervisors being approved by the Shareholders at the AGM, they will enter into a service contract with the Company for a term commencing from the date of being elected at the AGM until the end of the seventh session of the Supervisory Committee in 2025 and shall then be eligible for re-election pursuant to the Articles of Association.

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## LETTER FROM THE BOARD

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The Supervisory Committee has proposed to re-nominate Mr. Zheng Yong as a candidate for shareholders' representative Supervisor, and Mr. Zhao Xufeng and Ms. Ye Mingzhu as candidates for independent Supervisors for the seventh session of the Supervisory Committee. At the AGM, an ordinary resolution, each being a separate resolution, will be proposed to re-appoint the aforesaid candidates as Supervisors for the seventh session of the Supervisory Committee according to the Articles of Association.

The biographical details of Mr. Zheng Yong, Mr. Zhao Xufeng and Ms. Ye Mingzhu are set out in Appendix II to this circular.

Mr. Zheng Yong will not receive any supervisor's fee as a shareholders' representative Supervisor from the Company during his term.

Mr. Zhao Xufeng and Ms. Ye Mingzhu will receive supervisor's fee of RMB66,000 and RMB55,000, respectively, as independent Supervisors from the Company during their term.

### **PROPOSED RE-APPOINTMENT OF EXTERNAL AUDITOR**

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint Asian Alliance (HK) CPA Limited as the external auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration for the year ending 31 December 2022.

### **THE AGM**

Notice convening the AGM to be held at 20F, Building G, Gateway International Plaza, No. 327 Tian Yao Qiao Road, Xuhui District, Shanghai, PRC on Friday, 17 June 2022 at 10:00 a.m., is set out on pages 14 to 18 to this circular and the proxy form is also enclosed hereto. Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's office at 20F, Building G, Gateway International Plaza, No. 327 Tian Yao Qiao Road, Xuhui District, Shanghai, PRC (for Domestic Shareholders) or to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM, or any adjournment thereof (i.e. by 10:00 a.m. on Thursday, 16 June 2022). Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. No Shareholders is required to abstain from voting in connection with the matters to be resolved at the AGM.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at a general meeting shall be taken by poll. On a poll every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of Shareholders.

An announcement of the poll results of the AGM will be published on the websites of the Stock Exchange and of the Company after the AGM.

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## LETTER FROM THE BOARD

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### **Closure of register of members for the AGM**

For the purpose of determining shareholders' entitlements to attend and vote at the AGM (or any adjournment thereof), the registration in the registers of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022, both days inclusive. During such period, no transfer of Shares will be effected. Shareholders whose names appear on the registers of members of the Company on Friday, 17 June 2022 will be entitled to attend and vote at the AGM.

In order to establish the right to attend and vote at the AGM, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 13 June 2022.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Board considers that the proposals contained in the resolutions set out in the notice of the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions as set out in the notice of the AGM.

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

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

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The names and biographical details of the candidates nominated to the seventh session of the Board are as follows:

### Executive Directors

**Mr. Lan Huasheng (蘭華升)**, aged 50, has served as the chairman of the Board and an executive Director of the Company since June 2014. He is the chairman of the nomination committee of the Company. He is a senior accountant in the PRC. He is also a director of certain subsidiaries of the Group. Mr. Lan has extensive experience in finance and accounting. He was formerly a finance manager and financial controller of various companies from July 1995 to June 2006. He acted as the general manager of Fujian Dasheng Holdings Limited from June 2006 to May 2014 and the chairman of the board of directors and general manager of Dasheng (Fujian) Agricultural Ltd. (“**Fujian Dasheng**”) from April 2010 to April 2014. He is currently the chairman of the board of directors of Dasheng Holdings Limited (“**Dasheng Holdings**”) and Shenzhen Qianhai Dasheng Equity Investment Fund Co., Ltd. (“**Qianhai Dasheng**”). He is currently the chairman of the board and group general manager of Shenzhen Dasheng Agricultural Group Co., Ltd. (“**Shenzhen Dasheng**”). Shenzhen Dasheng is owned as to 30% by Dasheng Holdings and 70% by Qianhai Dasheng, and Fujian Dasheng is owned as to 100% by Shenzhen Dasheng. Mr. Lan was awarded “The Sixth Session of Fujian May 4th Youth Medal” in May 2009 and was selected as one of the “Outstanding Youth Entrepreneurs of Fujian Province” in October 2009, was selected as one of the “2015 Guangdong Province Outstanding Entrepreneurs” and was awarded the “Ninth Award of Business Celebrities in Shenzhen” in 2016. Mr. Lan graduated from Jiangxi University of Finance and Economics in the PRC specializing in finance in July 2002.

**Mr. Wang Ligu (王立國)**, aged 60, has served as executive Director and vice president of the Company since June 2014 and the chief executive officer of the Company since February 2019. He is a senior engineer in the PRC. He is also a director of certain subsidiaries of the Group. Mr. Wang has nearly 30 years’ experience in the Chinese petroleum and petrochemical industries. From 1983 to 2011, Mr. Wang worked for various branches and subsidiaries of China Petrochemical Corporation (“**Sinopec**”). From August 1983 to May 2000, Mr. Wang held various positions in Anqing Branch Company of Sinopec, including senior engineer, system analyst and deputy director of crude oil department. He has served as the vice director and director, respectively, of human resource department of Sinopec Guangdong Oil Products Company Shenzhen Branch from May 2000 to November 2007, a vice general manager of Sinopec International (Hong Kong) Co., Ltd. from October 2007 to October 2011. From November 2011 to December 2013, he acted as the general manager of Hongkong Huaxin Petroleum Limited. Mr. Wang is currently a director and the general manager of Zhenjiang Runde Equity Investment Fund Ltd.. Mr. Wang obtained a bachelor’s degree in metal material and heat treatment from Hefei University of Technology in the PRC in July 1983 and obtained a master’s degree in business administration from Zhejiang University in the PRC in June 1997.

**Non-executive Director**

**Mr. Lu Tingfu (盧挺富)**, aged 51, has served as non-executive Director of the Company since June 2019. He is the member of the audit committee, and remuneration and assessment committee. He was a Supervisor representing shareholders of the Company from June 2014 to June 2019. He is an intermediate accountant in the PRC. Mr. Lu has more than 20 years of experience in finance, accounting and auditing. He is currently a director of Shenzhen Dasheng, the sole director of Hong Kong Dasheng Investment Holdings Company Limited (“**HK Dasheng Investment**”) and the general manager of Qianhai Dasheng. Shenzhen Dasheng is owned as to 70% by Qianhai Dasheng and 30% by Dasheng Holdings, and each of Qianhai Dasheng and Dasheng Holdings is owned as to 30% by Mr. Lu. HK Dasheng Investment is a wholly owned subsidiary of Shenzhen Dasheng. Mr. Lu had worked with Fujian Textile and Chemical Fiber Group Co., Ltd. for nearly 20 years, where he held a number of positions, including vice manager and manager of finance department and auditor. He graduated from the department of economics and management in South China Institute of Tropical Crops in the PRC (now known as Hainan University) specialising in finance and accountancy in June 1993.

**Independent non-executive Directors**

**Mr. Chung Cheuk Ming (鍾卓明)**, aged 59, has served as an independent non-executive Director since June 2012. He is the chairman of the audit committee of the Company and a member of the remuneration and assessment committee and nomination committee of the Company. Mr. Chung is a practicing certified public accountant in Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the Society of Chinese Accountants and Auditors, and an associate member of the Hong Kong Institute of Bankers. Mr. Chung has been the principal of Alex Chung & Company, Certified Public Accountants since August 2006. Mr. Chung is currently a court-appointed trustee in bankruptcy. He worked for Louie Wu & Co over three years and resigned in June 2006. Mr. Chung obtained a bachelor of arts degree from The University of Hong Kong in November 1986. He also obtained a postgraduate diploma in information systems from City University of Hong Kong in November 1998, a master of science degree in e-commerce from The Hong Kong Polytechnic University in November 2003 and a master of science degree in corporate governance and directorship from Hong Kong Baptist University in November 2006. In addition, Mr. Chung obtained a postgraduate diploma in insolvency from HKICPA in June 2004.

**Mr. Yang Gaoyu (楊高宇)**, aged 54, has served as an independent non-executive Director since August 2016. He is a member of the audit committee, remuneration and assessment committee and nomination committee of the Company. Mr. Yang is a member of the Chinese Institute of Certified Public Accountants, a China Certified Tax Agents, a Corporate Counsel in the PRC, a Judicial Accounting Appraiser in the PRC. Mr. Yang is currently the principal of Beijing Zhongzheng Tiantong Certified Public Accountants (Shenzhen Branch) (Special General Partnership) since October 2012. He also is the independent directors of Shenzhen Evenwin Precision Technology Co., Ltd.\* (深圳市長盈精密技術股份有限公司) (Shenzhen Stock Exchange: 300115) and Baolingbao Biology Co., Ltd.\* (保齡寶生物股份有限公司) (Shenzhen Stock Exchange: 002286). Mr. Yang obtained his master’s degree of business administration from New York Institute of Technology in 2010.

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

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**Mr. Wang Yanlong (王延龍)**, aged 47, served in the finance department of Petrochina Liaoyang Petroleum Chemical Fiber Co., Ltd. (中國石油遼陽石油化纖有限公司) from September 1997 to October 2003. Mr. Wang was the manager of the finance department of Guangdong Xinhua Yue Petrochemical Group Co., Ltd. (廣東新華粵石化集團股份公司) from November 2003 to December 2018. He served as the general manager of Shenzhen Minhe Investment Co., Ltd. (深圳市民和投資有限公司) from January 2019 to April 2022.

Mr. Wang graduated from Fushun Institute of Petrochemical Technology (撫順石油化工學院) (currently known as Liaoning Shihua University (遼寧石油化工大學)) with a bachelor's degree in industrial instrumentation and automation in June 1997.

Save as disclosed herein, each proposed Director did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Company in the past three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, each proposed Director does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the re-election/appointment of the proposed Directors that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company.

The names and biographical details of the candidates nominated in the seventh session of the Supervisory Committee are as follows:

### **Shareholders' Representative Supervisor**

**Mr. Zheng Yong (鄭永)**, aged 48, has been a shareholders' representative Supervisor since June 2019 and is currently the vice general manager of Shenzhen Dasheng. Mr. Zheng previously held various management positions in media organizations including China Huayi Broadcasting Corporation and China Huayi Broadcast Company Website between July 2012 and July 2014. Mr. Zheng was the publicity director of Shenzhen Dasheng between September 2014 and December 2017. Mr. Zheng graduated from Shandong University in the PRC specialising in Chinese language in July 1997.

### **Independent Supervisors**

**Mr. Zhao Xufeng (趙旭峰)**, aged 45, has been an independent Supervisor since June 2019 and is currently the partner of Shanghai New Jahwa CPAs Accountancy Co., Ltd. He is a certified public accountant in the PRC and a fellow of CPA Australia. Mr. Zhao was a senior auditor of Andersen (Shanghai) Enterprise Consulting Co., Ltd. between July 1998 and July 2002. He served as an accounting manager of Dazhong Insurance Co., Ltd. between July 2002 and June 2005. Mr. Zhao was the manager of the accounting service department of Shanghai Jahwa Accountancy Co., Ltd. between July 2005 and December 2007. He was the senior manager of the corporate service department of Shanghai Grant Thornton Pan Chen Zhang Jahwa Accountancy Co., Ltd. between January 2008 and June 2009. He was certified as a SHICPASNAI top CPA by the Shanghai National Accounting Institute and the Shanghai Institute of Certified Public Accountant in August 2012. Mr. Zhao graduated from the Shanghai University of Finance & Economics in the PRC majoring in international business administration in June 1998.

**Ms. Ye Mingzhu (葉明珠)**, aged 76, has been re-designated as an independent Supervisor of the Company since July 2015. She is a certified public accountant in the PRC. She is currently the manager of ShineWing Certified Public Accountants and the independent director of Fujian Start Group Co., Ltd. She was previously Supervisor representing shareholders of the Company from December 2012 to July 2015 and the independent non-executive Director from June 2005 to December 2012. Ms. Ye had formerly served at Shanghai Ruidong Hospital as executive vice-president and financial controller from March 2002 to October 2006 and Shanghai Xin Shen Certified Public Accountants from January 1994 to December 1998.

Save as disclosed herein, each proposed Supervisor did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Company in the past three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, each proposed Supervisor does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the re-election of the proposed Supervisor that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (the “**Company**”) will be held at 20F, Building G, Gateway International Plaza, No. 327 Tian Yao Qiao Road, Xuhui District, Shanghai, the People’s Republic of China (the “**PRC**”) on Friday, 17 June 2022 at 10:00 a.m., or any adjournment thereof, for the purposes of considering, and if thought fit, with or without modifications, passing the following resolutions:—

### **AS ORDINARY RESOLUTIONS:—**

“**THAT:—**

1. the audited financial statements and report of the auditors of the Company and its subsidiaries for the year ended 31 December 2021 be and are hereby approved;
2. the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2021 be and is hereby approved;
3. the report of the supervisory committee of the Company for the year ended 31 December 2021 be and is hereby approved;
4. the Board be authorised to fix the remuneration of the directors (the “**Directors**”) and supervisors (the “**Supervisors**”) of the Company for the year ending 31 December 2022 be and are hereby approved; and
5. the re-appointment of Asian Alliance (HK) CPA Limited as the external auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company be and is hereby approved and the authorisation of the Board to fix its remuneration be and is hereby approved;



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6. each being a separate resolutions:
  - (a) the re-election of Mr. Lan Huasheng (蘭華升) as an executive Director of the seventh session of the Board be and is hereby approved and the Board be authorized to fix the remuneration;
  - (b) the re-election of Mr. Wang Ligu (王立國) as an executive Director of the seventh session of the Board be and is hereby approved and the Board be authorized to fix the remuneration;
  - (c) the re-election of Mr. Lu Tingfu (盧挺富) as a non-executive Director of the seventh session of the Board be and is hereby approved and the Board be authorized to fix the remuneration;
  - (d) the re-election of Mr. Chung Cheuk Ming (鍾卓明) as an independent non-executive Director of the seventh session of the Board be and is hereby approved and the Board be authorized to fix the remuneration; and
  - (e) the re-election of Mr. Yang Gaoyu (楊高宇) as an independent non-executive Director of the seventh session of the Board be and is hereby approved and the Board be authorized to fix the remuneration.
7. the appointment of Mr. Wang Yanlong (王延龍) as an independent non-executive Director of the seventh session of the Board be and is hereby approved and the Board be authorized to fix the remuneration;
8. each being a separate resolutions:
  - (a) the re-election of Mr. Zheng Yong (鄭永) as a shareholders' representative Supervisor for the seventh session of the Supervisory Committee be and is hereby approved and the Board be authorized to fix the remuneration;
  - (b) the re-election of Mr. Zhao Xufeng (趙旭峰) as an independent Supervisor for the seventh session of the Supervisory Committee be and is hereby approved and the Board be authorized to fix the remuneration; and
  - (c) the re-election of Ms. Ye Mingzhu (葉明珠) as an independent Supervisor for the seventh session of the Supervisory Committee be and is hereby approved and the Board be authorized to fix the remuneration;
9. the Board be authorized to enter into a service contract or a letter of appointment (as the case may be) with the Directors and Supervisors on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters be and is hereby approved;

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### AS SPECIAL RESOLUTION:—

“THAT:—

10. (a) the Board be and is hereby granted an unconditional general mandate to allot, issue and deal with the additional shares of the Company (the “Shares”) in the share capital of the Company, whether H Shares or Domestic Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following terms:—

- (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
- (ii) as at the date of the resolution to be made herein, the aggregate number of the Shares allotted and issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Board, shall not exceed 20 per cent of each of the H Shares and Domestic Shares in issue, respectively, as at the date of passing this resolution; and
- (iii) the Board will only exercise its power under such mandate in accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the articles of association of the Company, and the applicable laws and regulations of the PRC, as amended from time to time, and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

(b) for the purpose of this resolution:

“Domestic Share(s)” means ordinary domestic shares in the share capital of the Company which are subscribed and/or paid for in Renminbi;

“H Share(s)” means overseas listed foreign invested shares (being ordinary shares) in the share capital of the Company which are subscribed and/or paid for in Hong Kong dollars or foreign currency other than Renminbi;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the 12-month period following the passing of this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.
- (c) contingent upon the Directors resolving to allot and issue the H Shares and Domestic Shares pursuant to subparagraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares including but not limited to determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities, and to amend the articles of association of the Company as it thinks fit so as to reflect the increase in the registered capital and the new share capital structure of the Company after the issue and allotment of the H Shares and Domestic Shares pursuant to subparagraph (a) of this resolution; and
11. any other resolution to be raised in writing by shareholders of the Company holding 5 percent or more of the voting rights at general meetings of the Company.”

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

Shanghai, the PRC, 4 May 2022

*Note:*

1. A member of the Company (“**Member**”) entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A proxy form for use at the AGM is enclosed herewith. In the case of joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the AGM, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with 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, and in case of holders of Domestic Shares, with the Company’s office at 20F, Building G, Gateway International Plaza, No. 327 Tian Yao Qiao Road, Xuhui District, Shanghai, the PRC, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (i.e. by 10:00 a.m. on Thursday, 16 June 2022). Delivery of the proxy form shall not preclude a Member from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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3. The registration in the register of Members will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 13 June 2022. Shareholders whose names appear on the register of Members on Friday, 17 June 2022 will be entitled to attend the AGM.
4. Shareholders or their proxies attending the AGM shall produce their identification documents.

*As at the date of this notice, the Board Comprises two executive directors: Mr. Lan Huasheng and Mr. Wang Liguu; one non-executive director: Mr. Lu Tingfu; and two independent non-executive directors: Mr. Chung Cheuk Ming and Mr. Yang Gaoyu.*