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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 OF ANNUAL GENERAL MEETING

**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;
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;

**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
- (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.
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 announcement, 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.*