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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 THE 2023 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN THAT** a class meeting for the holders of domestic Shares (the “**Domestic Shareholders Class Meeting**”) of Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (the “**Company**”) will be held at 23/F, Tower 1, Excellence Century Center, Fuhua 3rd Road, Futian District, Shenzhen, PRC on Wednesday, 31 May 2023 at 3:00 p.m., or immediately after the conclusion of the class meeting for the holders of H shares, for the purposes of considering, and if thought fit, with or without modifications, passing the following special resolution. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 16 May 2023 (the “**Circular**”).

### **SPECIAL RESOLUTION**

1. To consider and approve the Bankruptcy Restructuring Proposal involving issue of H Shares under Specific Mandate:
  - (a) the Board and the Administrator be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue no more than 200,000,000 H shares (inclusive) pursuant to the terms and conditions set out in the Circular; and
  - (b) the Board, any Director(s) delegated by the Board, the Administrator and any person(s) delegated by the Administrator be and are hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director and the Administrator may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the H Shares Issue (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.

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

**Administrator of  
Shanghai Dasheng Agriculture Finance  
Technology Co., Ltd.**

Shanghai, PRC, 16 May 2023

*Notes:*

1. The holders of Domestic Shares of the Company entitled to attend and vote at the Domestic Shareholders Class Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Domestic Shareholder. A proxy form for use at the Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting, 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 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 EGM or any adjournment thereof (i.e. by 2:00 p.m. on Tuesday, 30 May 2023). Delivery of the proxy form shall not preclude a Domestic Shareholder from attending and voting in person at the Domestic Shareholders Class Meeting 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 Thursday, 25 May 2023 to Wednesday, 31 May 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. For the identification of Domestic Shareholder who are qualified to attend and vote at the Domestic Shareholders Class Meeting, all transfer documents accompanied by the relevant domestic share certificates must be lodged for registration with the Company's office at 20F, Building G, Gateway International Plaza, No. 327 Tian Yao Qiao Road, Xuhui District, Shanghai, the PRC no later than 4:30 p.m. on Wednesday, 24 May 2023. Domestic Shareholders whose names appear on the register of members on Wednesday, 31 May 2023 will be entitled to attend the Domestic Shareholders Class Meeting.
4. Miscellaneous
  - i. It is expected that the Domestic Shareholders Class Meeting will last for half a day. All attending Domestic Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.
  - ii. Details on the abovementioned resolution to be considered and approved at the Domestic Shareholders Class Meeting are set out in the Circular in respect of the Domestic Shareholders Class Meeting dated 16 May 2023.
  - iii. The address of the office of the Company is:

20F, Building G  
Gateway International Plaza  
No. 327 Tian Yao Qiao Road  
Xuhui District  
Shanghai  
PRC
5. References to dates and times in this notice are to Hong Kong dates and times.

*As at the date of this notice, the Board comprises two executive Directors: Mr. Lan Huasheng and Mr. Wang Liguo; one non-executive Director: Mr. Lu Tingfu; and three independent non-executive Directors: Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong.*