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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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In order to comply with the Corporate Governance Standards for Banking or Insurance Institutions (銀行保險機構公司治理準則) and the Implementation Measures of the China Banking and Insurance Regulatory Commission for the Administrative Licensing Items concerning Non-Banking Financial Institutions (2020) (中國銀保監會非銀行金融機構行政許可事項實施辦法(2020)) issued by CBIRC, and the amended Appendix 3 of the Listing Rules, which aligns with the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, as well as to make some other housekeeping amendments, the Board proposed to amend the Articles of Association (the “**Proposed Amendments**”).

The Proposed Amendments are subject to Shareholders’ approval at the general meeting by way of special resolution and will become effective upon approval by banking regulatory authorities in the PRC.

### **CIRCULAR**

A circular containing, among others, (i) details of the Proposed Amendments; and (ii) a notice to convene the general meeting, will be despatched to the Shareholders as soon as practicable.

## DEFINITIONS

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

|                           |                                                                                                                                                                                                                                  |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time                                                                                                                     |
| “Board”                   | the board of Directors                                                                                                                                                                                                           |
| “CBIRC”                   | the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)                                                                                                                                                            |
| “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 Main Board of the Stock Exchange (stock code: 2718) |
| “Director(s)”             | the director(s) of the Company                                                                                                                                                                                                   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                           |
| “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 announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan                                                                      |
| “Share(s)”                | ordinary share(s) in the share capital of the Company                                                                                                                                                                            |
| “Shareholder(s)”          | holder(s) of the Shares                                                                                                                                                                                                          |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                          |

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

Shanghai, the PRC, 19 May 2023

*As at the date of this announcement, 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.*

\* *for identification purposes only*