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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-APPOINTMENT OF EXTERNAL AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

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

Notices convening the AGM to be held at ATLAS Office (CASA Plaza Shop), 7th Floor, Tower B, CASC Plaza, No. 166 Haide 3rd Road, Shenzhen, PRC on Tuesday, 12 September 2023 at 2:00 p.m. are set out in this circular on pages 7 to 10 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 forms 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, Wan Chai, 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. 2:00 p.m. on Monday, 11 September 2023). Completion and return of the proxy forms shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

14 August 2023

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DEFINITIONS

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 Tuesday, 12 September 2023 at 2:00 p.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 7 to 10 of this circular
“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
“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 (stock code: 1103)
“Director(s)”	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
“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. 6 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. 6
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar” or “HK\$”	the lawful currency of Hong Kong

DEFINITIONS

“Latest Practicable Date”	8 August 2023, 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
“PRC”	the People’s Republic of China but excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent



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

Wang Yanlong

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

14 August 2023

To the Shareholders

Dear Sirs,

**PROPOSED GENERAL MANDATE TO ISSUE SHARES;
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:

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

LETTER FROM THE BOARD

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 17 June 2022 will expire on 16 June 2023.

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.

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 2023.

THE AGM

The notice convening the AGM to be held at ATLAS Office (CASA Plaza Shop), 7th Floor, Tower B, CASC Plaza, No. 166 Haide 3rd Road, Shenzhen, PRC on Tuesday, 12 September 2023 at 2:00 p.m., is set out in this circular on pages 7 to 10.

LETTER FROM THE BOARD

The proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meetings, you are requested to complete the enclosed proxy forms 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, Wan Chai, 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. 2:00 p.m. on Monday, 11 September 2023). Completion and return of the proxy forms shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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.

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 Thursday, 7 September 2023 to Tuesday, 12 September 2023, 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 Tuesday, 12 September 2023 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 Wednesday, 6 September 2023.

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.

LETTER FROM THE BOARD

RECOMMENDATIONS

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



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 ATLAS Office (CASA Plaza Shop), 7th Floor, Tower B, CASC Plaza, No. 166 Haide 3rd Road, Shenzhen, PRC on Tuesday, 12 September 2023 at 2:00 p.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 2022 be and are hereby approved;
2. the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2022 be and is hereby approved;
3. the report of the supervisory committee of the Company for the year ended 31 December 2022 be and is hereby approved;
4. the Board be authorised to fix the remuneration of the directors (the “**Directors**”) and supervisors of the Company for the year ending 31 December 2023 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.”

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTION:

“THAT:

6. (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

NOTICE OF ANNUAL GENERAL MEETING

- (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
7. 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, PRC, 14 August 2023

Notes:

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, in case of H Shareholder, the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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 2:00 p.m. on Monday, 11 September 2023). 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.

NOTICE OF ANNUAL GENERAL MEETING

3. The registration in the register of Members will be closed from Thursday, 7 September 2023 to Tuesday, 12 September 2023, 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, 6 September 2023. Shareholders whose names appear on the register of Members on Tuesday, 12 September 2023 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 Liguo; one non-executive director: Mr. Lu Tingfu; and three independent nonexecutive directors: Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong.