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**THIS SUPPLEMENTAL 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)**

### **SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 14 AUGUST 2023 IN RELATION TO PROPOSED APPOINTMENT OF DIRECTORS; AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular (the “**Supplemental Circular**”) should be read together with the original circular of the Company dated 14 August 2023 (the “**Original Circular**”) and the notice of the AGM dated 14 August 2023 (the “**Original Notice**”). A Supplemental notice convening the AGM to be held at ATLAS Office (CASC Plaza Shop), 7th Floor, Tower B, CASC Plaza, No. 166 Haide 3rd Road, Shenzhen, PRC on Friday, 29 September 2023 at 2:00 p.m. (the “**Supplemental Notice**”) is set out in this Supplemental Circular on pages 9 to 10 and the supplemental proxy form is also enclosed hereto. The supplemental proxy form for use at the AGM is also enclosed with this supplemental circular (the “**Supplemental Proxy Form**”).

Whether or not you are able to attend the meetings, you are requested to complete the enclosed Supplemental 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, 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 Thursday, 28 September 2023). Completion and return of the Supplemental Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

14 September 2023

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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 Friday, 29 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 supplemental notice of the AGM are set out on pages 9 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
“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
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar” or “HK\$”	the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“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 September 2023

*To the Shareholders*

Dear Sirs,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED  
14 AUGUST 2023 IN RELATION TO  
PROPOSED APPOINTMENT OF DIRECTORS; AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

References are made to the announcements of the Company dated 11 September 2023 and 12 September 2023 which rescheduled the AGM to be held at ATLAS Office (CASC Plaza Shop), 7th Floor, Tower B, CASC Plaza, No. 166 Haide 3rd Road, Shenzhen, PRC on Friday, 29 September 2023 at 2:00 p.m.

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## LETTER FROM THE BOARD

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This Supplemental Circular should be read together with the Original Circular. Unless otherwise defined, capitalized terms used in this Supplemental Circular shall have the same meanings as those defined in the Original Circular.

The purpose of this Supplemental Circular is to give you details of the following supplemental resolutions to be considered at the AGM, and to give you a Supplemental Notice of the AGM and the Supplemental Proxy Form.

### **PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 12 September 2023 in relation to the proposed appointment of Ms. Wang Zheng (王政) as an executive Director.

The biographical details of Ms. Wang Zheng, the candidate nominated as an executive Director to the seventh session of the Board, are as follows:

Ms. Wang Zheng, aged 39, joined the Group in July 2023 as the chief officer of legal risk control management. Ms. Wang focuses on industrial researches in the field of digital livelihood economy and has over ten years of experience in legal risk control management of projects in high-tech agricultural industry, cultural tourism industry, and medical health and elder care industry. Between November 2020 and June 2023, she served as the person in charge of risk control of Guangzhou Nanda Development Technology Co., Ltd., and was responsible for the compliance management of the compliance management of the company's governmental elder care projects; between June 2017 and October 2020, she served as the head of compliance of Guangzhou Lixin Health Management Co., Ltd.; between April 2010 and August 2016, she served as the head of investment operations department of Guangzhou Rongxin Investment Management Co., Ltd.; between March 2005 and December 2007, she served as the senior manager of the capital operations department of Guangdong Guanghong Import and Export Co., Ltd. Ms. Wang graduated from Jiangxi University of Finance and Economics in 2005 with double bachelor's degrees in international economics and trade and in law.

Saved as disclosed in this circular, there is no other information relating to Ms. Wang that is required to 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.

An ordinary resolution of the Shareholders will be proposed at the AGM for the Shareholders to consider, if thought fit, to approve the proposed appointment of Ms. Wang Zheng. Upon the proposed appointment of Ms. Wang Zheng being approved by the Shareholders at the AGM, she 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 Board in 2025 and shall then be eligible for re-election pursuant to the Articles of Association. Ms. Wang does not receive Director's fee, but will receive a remuneration in accordance with her managerial position of the Company. She is entitled to further director's emoluments which is determined by the Board from

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## LETTER FROM THE BOARD

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time to time with reference to her duties and responsibilities within the Company as well as the market benchmark and subject to approval by the Shareholders at AGM. The exact amount of her total remuneration will be disclosed in the Company's annual reports published during her tenure.

### PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 12 September 2023 in relation to the proposed appointment of Ms. Liu Sitao (劉思濤) as a non-executive Director.

The biographical details of Ms. Liu Sitao, the candidate nominated as a non-executive Director to the seventh session of the Board, are as follows:

Ms. Liu Sitao, aged 36, is the director of Guangzhou Huaze Smart Health Technology Co., Ltd. since July 2020. Between July 2017 and June 2020, she has served as the general manager and director of Guangzhou Smart Health Technology Co., Ltd. She was one of the founders of China Love Comprehensive Livelihood Service System in 2016. She was committed to the investment and management of the full life-cycle medical health and elder care industry and has participated in the management work in the industries of medical treatment, rehabilitation, homology of medicine and food, green ecological agriculture and high and new technology. She was also a member of the medical service team of the Li Ka Shing Foundation, and has rich experience in asset management, business operations, and medical and healthcare industry management with her previous working experience in China Merchants Bank, CreditEase Group, Wanda Group. Ms. Liu graduated from Shantou University Changjiang School of Journalism and Communication in 2010 with a bachelor's degree in international communication.

Saved as disclosed in this circular, there is no other information relating to Ms. Liu Sitao that is required to 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.

An ordinary resolution of the Shareholders will be proposed at the AGM for the Shareholders to consider, if thought fit, to approve the proposed appointment of Ms. Liu Sitao. Upon the proposed appointment of Ms. Liu Sitao being approved by the Shareholders at the AGM, she 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 Board in 2025 and shall then be eligible for re-election pursuant to the Articles of Association. The proposed director's fee for Ms. Liu is RMB36,000 per annum which was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to his experience, duties, responsibilities and the prevailing market conditions. The remuneration of Ms. Liu is also subject to the approval at the AGM. The exact amount of her total remuneration will be disclosed in the Company's annual reports published during her tenure.

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## LETTER FROM THE BOARD

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### SUPPLEMENTAL NOTICE OF THE AGM AND THE SUPPLEMENTAL PROXY FORM

Since the Original Notice and the proxy form (the “**Original Proxy Form**”) sent together with the Original Circular did not contain the supplemental resolutions as set out in this Supplemental Circular, the Supplemental Notice of the AGM has been prepared and is set out on pages 9 to 10 of this Supplemental Circular, and the Supplemental Proxy Form is enclosed with this Supplemental Circular to include such supplemental resolutions.

A Shareholder who has not yet lodged the Original Proxy Form with the H Share Registrar or the Company’s office (as the case may be) is requested to lodge the Supplemental Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the H Share Registrar or the Company’s office (as the case may be).

### **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE ORIGINAL PROXY FORM SHOULD NOTE THAT:**

- (a) If no Supplemental Proxy Form is lodged with the H Share Registrar or the Company’s office (as the case may be), the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form.
- (b) If the Supplemental Proxy Form is lodged with the H Share Registrar or the Company’s office (as the case may be) before 2:00 p.m. on Thursday, 28 September 2023, the Supplemental Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Supplemental Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (c) If the Supplemental Proxy Form is lodged with the H Share Registrar or the Company’s office (as the case may be), after 2:00 p.m. on Thursday, 28 September 2023, or if lodged before 2:00 p.m. on Thursday, 28 September 2023 but is incorrectly completed, the proxy appointment under the Supplemental Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Supplemental Proxy Form was lodged with the H Share Registrar or the Company’s office (as the case may be). Accordingly, Shareholders are advised to complete the Supplemental Proxy Form carefully and lodge the Supplemental Proxy Form with the H Share Registrar or the Company’s office (as the case may be) before 2:00 p.m. on Thursday, 28 September 2023.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the Supplemental Proxy Form in accordance with the instruction printed thereon.



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## LETTER FROM THE BOARD

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Completion and return of the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting 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 has been closed from Thursday, 7 September 2023, and will remain closed until Friday, 29 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 Friday, 29 September 2023 will be entitled to attend and vote at the AGM.

### **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.

### **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.

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## LETTER FROM THE BOARD

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**WARNING:**

**Publication of this circular does not indicate any decision or conclusion of the Stock Exchange not to delist the Company nor warrant any approval from the Stock Exchange on the resumption of trading of the Shares on the Stock Exchange.**

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)

References are made to the original circular of Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (the “**Company**”) dated 14 August 2023 (the “**Original Circular**”) and the notice of the annual general meeting (the “**AGM**”) dated 14 August 2023 (the “**Original Notice**”) which set out the details of the resolutions to be proposed at the AGM for shareholders’ approval. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Original Circular.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the AGM of the Company will be held at ATLAS Office (CASC Plaza Shop), 7th Floor, Tower B, CASC Plaza, No. 166 Haide 3rd Road, Shenzhen, PRC on Friday, 29 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:**

8. the appointment of Ms. Wang Zheng (王政) as an executive Director of the seventh session of the Board be and is hereby approved and the Board be authorised to fix the remuneration; and
9. the appointment of Ms. Liu Sitao (劉思濤) as a non-executive Director of the seventh session of the Board be and is hereby approved and the Board be authorised to fix the remuneration.”

By Order of the Board

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

**Lan Huasheng**

*Chairman*

Shanghai, PRC, 14 September 2023

*Notes:*

1. Details of the above resolutions are set out in the Supplemental Circular of the Company dated 14 September 2023.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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2. The Supplemental Proxy Form in respect of the above resolutions is enclosed with the Supplemental Circular.
3. To be valid, the proxy form (the “**Original Proxy Form**”) which was sent together with the Original Circular and/or the form of proxy (the “**Supplemental Proxy Form**”) which was sent together with the supplemental circular of the Company dated 14 September 2023 (the “**Supplemental Circular**”) must be deposited, 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 Thursday, 28 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.

**IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE ORIGINAL PROXY FORM SHOULD NOTE THAT:**

- (a) If no Supplemental Proxy Form is lodged with the H Share Registrar or the Company’s office (as the case may be), the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form.
  - (b) If the Supplemental Proxy Form is lodged with the H Share Registrar or the Company’s office (as the case may be) before 2:00 p.m. on Thursday, 28 September 2023, the Supplemental Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Supplemental Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
  - (c) If the Supplemental Proxy Form is lodged with the H Share Registrar or the Company’s office (as the case may be), after 2:00 p.m. on Thursday, 28 September 2023, or if lodged before 2:00 p.m. on Thursday, 28 September 2023 but is incorrectly completed, the proxy appointment under the Supplemental Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Supplemental Proxy Form was lodged with the H Share Registrar or the Company’s office (as the case may be). Accordingly, Shareholders are advised to complete the Supplemental Proxy Form carefully and lodge the Supplemental Proxy Form with the H Share Registrar or the Company’s office (as the case may be) before 2:00 p.m. on Thursday, 28 September 2023.
4. The registration in the register of Members has been closed from Thursday, 7 September 2023 to Friday, 29 September 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. Shareholders whose names appear on the register of Members on Thursday, 7 September 2023 will be entitled to attend the AGM.
  5. 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 non-executive directors: Mr. Chung Cheuk Ming, Mr. Yang Gaoyu and Mr. Wang Yanlong.*