

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**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, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Shanghai Dongzheng Automotive Finance Co., Ltd.\***, you should at once hand this circular and the accompanying form of proxy, to the purchaser or the transferee or to the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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  
AND  
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

---

The 2023 First Extraordinary General Meeting of Shanghai Dongzheng Automotive Finance Co., Ltd.\* will be held at 10 a.m. on Tuesday, 17 October 2023 at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC. A notice convening the EGM is set out on pages 9 to 11 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the Notice of 2023 First Extraordinary General Meeting carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's correspondence address at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC for Domestic Shareholder and Unlisted Foreign Shareholder, in any event not less than 24 hours before the time fixed for convening the 2023 First Extraordinary General Meeting or any adjourned meeting thereof in person or by post. Completion and return of the proxy form will not preclude you from attending and voting at the 2023 First Extraordinary General Meeting or any adjourned meeting(s) thereof in person if you so wish.

\* For identification purposes only

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions . . . . .</b>	1
<b>Letter from the Board . . . . .</b>	3
<b>Notice of 2023 First Extraordinary General Meeting . . . . .</b>	9

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2023 First Extraordinary General Meeting” or “EGM”	the 2023 first extraordinary general meeting (or any adjournment thereof) of the Company to be held at 10 a.m. on Tuesday, 17 October 2023 at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC, for the purposes of considering and, if thought fit, approving the proposed amendments to the Articles of Association
“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 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
“Domestic Share(s)”	the issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB and originally issued by the Company to domestic investor(s) for subscription in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“H Share(s)”	the issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in HK\$ and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	20 September 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

\* *For identification purposes only*

---

## DEFINITIONS

---

“PRC”	the People’s Republic of China, but for the purposes of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company, including Domestic Shares, Unlisted Foreign Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Foreign Share(s)”	the issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in foreign currency and originally issued to persons other than PRC nationals or PRC-incorporated entities and are not listed on any stock exchange
“Unlisted Foreign Shareholder(s)”	holder(s) of Unlisted Foreign Shares

---

LETTER FROM THE BOARD

---



**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)**

*Directors:*

Ms. Xu Ying (*Chairady and Non-Executive Director*)  
Mr. Wu Zheng (*General Manager and Executive Director*)  
Dr. Zhou Qi (*Non-Executive Director*)  
Ms. Lin Weihua (*Non-Executive Director*)  
Mr. Wong Man Chung Francis (*Independent Non-Executive Director*)  
Ms. Liang Yanjun (*Independent Non-Executive Director*)  
Mr. Qin Zheng (*Independent Non-Executive Director*)

*Registered office:*

Unit ABC, 30/F  
Mirae Asset Tower  
No. 166  
Lu Jia Zui Ring Road  
Shanghai, the PRC

*Principal place of business in Hong Kong:*

Suites 3901-3903, 39th Floor  
Tower 2, Times Square  
No. 1 Matheson Street  
Causeway Bay  
Hong Kong

26 September 2023

*To the Shareholders,*

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM and the detailed information regarding the proposed amendments to the Articles of Association, so as to enable you to make informed decisions on whether to vote for or against the proposed resolution or abstain from voting at the EGM.

**2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement dated 19 September 2023 of the Company in relation to the proposed amendments to the Articles of Association. In accordance with the Measures for the Administration of Auto Finance Companies (Decree of the National Administration of Financial Regulation (No.1, 2023))《汽車金融公司管理辦法》(國家金融監督管理總局令2023年第1號) issued

\* *For identification purposes only*

## LETTER FROM THE BOARD

by the National Administration of Financial Regulation on 14 July 2023 and came into effect on 11 August 2023 in relation to, among others, the revised business scopes of PRC auto finance companies, and the business needs of the Company, the Board proposed to amend the Articles of Association (the “**Proposed Amendments**”).

Details of the Proposed Amendments are set out below:

Existing Articles of Association	Proposed Articles of Association
<p><b>Article 13</b> The business scope of the Company shall be subject to the items approved by the industrial and commercial administration authority. As approved by the CBIRC and registered according to law, the Company’s business scope comprises:</p> <p>(1) Taking time deposits with maturity of no less than three months from domestic shareholders and domestic subsidiaries wholly owned by foreign shareholder or by groups that a foreign shareholder belongs to;</p> <p>(2) Accepting security deposit from auto dealers for loans which are used to purchase automobiles and accepting auto lease security deposit from lessees;</p> <p>(3) Issuing financial bonds, subject to approval;</p> <p>(4) Interbank lending and borrowing;</p> <p>(5) Borrowing from financial institutions;</p> <p>(6) Providing loans for automobile purchase;</p>	<p><b>Article 13</b> The business scope of the Company shall be subject to the items approved by the industrial and commercial administration authority. As approved by the <del>CBIRC</del> <u>banking regulatory authority in China</u> and registered according to law, the Company’s business scope comprises <u>the following businesses in local and foreign currencies</u>:</p> <p>(1) Taking time deposits <del>with maturity of no less than three months or call deposits</del> from <del>domestic</del> <u>domestic shareholders and domestic parent companies and controlling subsidiaries wholly owned by foreign shareholder or by of the groups that a foreign shareholder they</u> belongs to;</p> <p>(2) Accepting security deposit from auto dealers <u>and after-sales service providers</u> for loans <del>which are used to purchase automobiles</del> and accepting auto lease security deposit from lessees;</p> <p><del>(3) Issuing financial bonds, subject to approval;</del></p> <p><del>(4)</del> Interbank lending and borrowing;</p> <p><del>(5)</del> Borrowing from financial institutions;</p> <p><u>(5) Issuance of non-capital bonds;</u></p>

## LETTER FROM THE BOARD

Existing Articles of Association	Proposed Articles of Association
<p>(7) Providing loans to auto dealers for their purchases of automobiles and operating equipment, including loans for showroom construction, spare parts and maintenance equipment;</p> <p>(8) Providing auto finance lease services (except sale-and- leaseback business);</p> <p>(9) Selling or repurchasing auto loan receivables and auto finance lease receivables to or from financial institutions;</p> <p>(10) Selling off and disposing of leased automobiles with residual value;</p> <p>(11) Providing consultancy and agency services related to automobiles purchase financing activities;</p> <p>(12) Engaging in equity investments in financial institutions relating to auto financing business, subject to approval. [Business activities subject to approval according to law may be carried out only after being approved by the competent authorities]</p> <p>The business scope referred to in the preceding paragraph shall be subject to the approval of the company registration authority. The Company may not operate other businesses beyond the business scope approved. Any change to the business scope of the Company is subject to the approval of the CBIRC and the legal procedures for change of business registration with the company registration authority.</p>	<p>(6) <del>Providing</del> <u>Loans and finance leases</u> for automobiles <del>purchase and auto add-ons</del>;</p> <p>(7) <del>Providing</del> <u>Loans to auto dealers for their purchases of automobiles and operating equipment and auto after-sales service providers</u>, including loans for <u>inventory purchases</u>, showroom construction, <u>and the purchase of</u> spare parts and maintenance equipment;</p> <p>(8) <del>Providing auto finance lease services (except sale and leaseback business)</del> <u>Transferring or accepting loans and finance lease assets for automobiles and auto add-ons</u>;</p> <p><del>(9) Selling or repurchasing auto loan receivables and auto finance lease receivables to or from financial institutions</del>;</p> <p><del>(10) Assessing,</del> <u>Selling off and disposing of leased</u> automobiles with residual value;</p> <p><del>(11) Providing consultancy and Consultation,</del> agency <u>and</u> services related to automobile <del>purchase financing activities</del> <u>finance</u>;</p> <p><del>(12) Engaging in equity investments in financial institutions relating to auto financing business, subject to approval. [Other business activities subject to approval according to law that may be carried out only after being approved by the competent authorities]</del> <u>banking regulatory authority in China.</u></p>

---

## LETTER FROM THE BOARD

---

Existing Articles of Association	Proposed Articles of Association
	<p><del>The business scope referred to in the preceding paragraph shall be subject to the approval of the company registration authority. The Company may not operate other businesses beyond the business scope approved. Any change to the business scope of the Company is subject to the approval of the CBIRC and the legal procedures for change of business registration with the company registration authority.</del></p> <p><u>Controlling subsidiaries referred to in the preceding paragraph represent companies in which the parent company of the group that shareholders belong to holds more than 50% (inclusive) of the shares.</u></p> <p><u>Auto dealers represent operators who have legally obtained qualifications for selling of automobiles (including new and second-hand automobiles).</u></p> <p><u>Auto after-sales service providers represent operators engaged in auto after-sales maintenance, repair, and sales of auto spare parts and add-ons.</u></p> <p><u>Auto add-ons represent products and services attached to automobiles, such as navigation equipment, exterior film, charging piles, batteries and other physical accessories, as well as extended vehicle warranty, vehicle insurance, vehicle software and other services related to the use of automobiles.</u></p>

The Proposed Amendments are subject to the approval of the Shareholders at the EGM by way of special resolution.

Save for the Proposed Amendments set out above, other provisions in the Articles of Association remain unchanged.



---

## LETTER FROM THE BOARD

---

The Articles of Association and the Proposed Amendments are written in Chinese and English. If there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

### 3. NOTICE OF THE EGM

The EGM will be convened and held to consider and, if thought fit, to approve the Proposed Amendments. The EGM will be held at 10 a.m. on Tuesday, 17 October 2023 at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC. The notice of the EGM, as set out on pages 9 to 11 of this circular, is also available at the respective websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.dongzhengafcc.com](http://www.dongzhengafcc.com)).

### 4. CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the Company's H shares register of members will be closed from Thursday, 12 October 2023 to Tuesday, 17 October 2023 (both days inclusive), during which period no transfer of H Shares will be effected. In order for the H Shareholders to qualify for attending and voting at the EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 11 October 2023.

### 5. PROXY ARRANGEMENT

The proxy form of the EGM is enclosed.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon, and the proxy form should be returned to 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 for H Shareholders, or to the Company's correspondence address at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC for Domestic Shareholder and Unlisted Foreign Shareholder, in any event not less than 24 hours before the time fixed for convening the EGM or any adjourned meeting(s) thereof in person or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting(s) thereof should you so wish.

### 6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all

---

## LETTER FROM THE BOARD

---

resolution proposed at the EGM will be voted by poll. The poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.dongzhengafc.com](http://www.dongzhengafc.com) upon the conclusion of the EGM.

To the best knowledge, information and belief of the Directors, as at the Latest Practicable Date, no Shareholder was required under the Listing Rules to abstain from voting on the proposed resolution at the EGM.

### 7. RECOMMENDATION

The Board considers that the proposed resolution at the EGM is in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favor of the proposed resolution as set out in the notice of the EGM.

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

\* *For identification purposes only*

---

## NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

---



### 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)**

#### NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

**Notice is hereby given that** the 2023 first extraordinary general meeting (the “EGM”) of Shanghai Dongzheng Automotive Finance Co., Ltd.\* (the “Company”) will be held at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC at 10 a.m. on Tuesday, 17 October 2023, to consider and, if thought fit, pass the following special resolution. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the circular dated 26 September 2023 of the Company.

#### SPECIAL RESOLUTION

**1. “THAT**

- (i) the proposed amendments to the Articles of Association (the “**Proposed Amendments**”) as set out in the circular dated 26 September 2023 of the Company be and are hereby approved and adopted; and
- (ii) any one of the Chairlady or executive Director or the company secretary of the Company be and is hereby authorised to do all such acts as he or she deems fit to give effect to the Proposed Amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations.”

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

Shanghai, PRC, 26 September 2023

\* For identification purposes only

---

## NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

---

*Notes:*

1. According to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolution proposed at the EGM will be voted by poll. The poll results will be published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.dongzhengafcc.com](http://www.dongzhengafcc.com) upon the conclusion of the EGM.
2. A shareholder entitled to attend and vote at the EGM announced to be convened herein is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a shareholder of the Company.
3. The proxy form together with notarized authorization letters of signatories or other authorization documents (if any) shall be invalid unless they are filled out and returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's correspondence address at 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, Shanghai, the PRC (for Domestic Shareholder and Unlisted Foreign Shareholder) not less than 24 hours before the time designated for holding the EGM or any adjournment thereof. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
4. In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the Company's H shares register of members will be closed from Thursday, 12 October 2023 to Tuesday, 17 October 2023 (both days inclusive), during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Shares register of members of the Company on Tuesday, 17 October 2023 shall be entitled to attend and vote at the EGM. In order for the H Shareholders to qualify for attending and voting at the EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instruments of transfer with the relevant H Share certificates with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 11 October 2023.
5. For joint holders, only the one whose name stands first in the register of members shall be entitled to attend the EGM and vote in respect thereof.
6. Shareholders or their proxies shall present their identity documents when attending the EGM:
  - (1) Corporate shareholders' legal representatives attending the meeting shall present their valid personal identification, valid documents that can prove their identities as legal representatives and documents proving their shareholder identities; where legal representatives authorize others to attend the meeting, in addition to the aforesaid documents, the proxies shall also present their valid personal identification and the written authorization letters lawfully issued by the legal representatives (including authorizing others to sign). Where corporate shareholders authorize others to attend the meeting, the proxies shall present their valid personal identification, the authorization resolution of the board of directors of corporate shareholders or other decision-making bodies and documents proving shareholder identities.
  - (2) Natural person shareholders attending the meeting in person shall present their valid personal identification and documents proving their shareholder identities; proxies attending the meeting shall present their valid personal identification, the authorization letters from the shareholders and documents proving their shareholder identities.
7. The EGM is expected to last for not more than half a day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.
8. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

---

## NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

---

9. The address of Company's Registered Office is Unit ABC, 30/F, Mirae Asset Tower No. 166, Lu Jia Zui Ring Road, Shanghai, the PRC.

Telephone: 86 (21) 2068 9999

Facsimile: 86 (21) 2068 9996

*As at the date of this notice, 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.*