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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)

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2024 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 10:00 a.m. on Tuesday, 16 January 2024, to consider and, if thought fit, pass the following resolutions. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the circular dated 22 December 2023 of the Company.

ORDINARY RESOLUTIONS

1. To consider and approve the grant of authorization to the Board, subject to compliance with applicable laws and regulatory requirements, to determine external investments, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted asset management and related party transactions etc of the Company within one year in an amount not exceeding 25% of the latest audited total assets of the Company. The validity of the authorization will be from the date of which this resolution is passed at the extraordinary general meeting of the Company until 31 December 2024.
2. To authorise the Board to determine the remuneration of the directors and supervisors of the Company for the year 2024.

* *For identification purposes only*

SPECIAL RESOLUTION

3. To consider and approve the grant of a general mandate to the Board to issue the Debt Financing Instruments. The validity of the mandate will be from the date of which this resolution is passed at the extraordinary general meeting of the Company until 31 December 2024.

By Order of the Board

Shanghai Dongzheng Automotive Finance Co., Ltd.*

Xu Ying

Chairlady and Non-executive Director

Shanghai, PRC, 22 December 2023

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 resolutions 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 and the website of the Company at www.dongzhengafc.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 registered office 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 Center, 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, 11 January 2024 to Tuesday, 16 January 2024 (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, 16 January 2024 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, 10 January 2024.

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.
9. The address of Company's Registered Office is 12/F (Nominal Floor: 15/F), Building Two, No.58, Yao Yuan Road, Pudong New Area, 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.