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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 2020 FIRST UNLISTED FOREIGN SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that 2020 first class meeting for holders of Unlisted Foreign Shares (the “**2020 First Unlisted Foreign Share Class Meeting**”) of Shanghai Dongzheng Automotive Finance Co., Ltd.* (上海東正汽車金融股份有限公司) (the “**Company**”) will be held on Wednesday, 10 June 2020 at 2:00 p.m. (or as soon thereafter as the annual general meeting of the Company convened by a notice of annual general meeting dated 22 April 2020 on the same day and at the same place shall have concluded or adjourned) at Vision 1, 3F, Hilton Shenzhen Futian, 1003 Shennan Road, Futian, Shenzhen, the PRC to consider, approve and authorise the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 22 April 2020 (the “**Circular**”).

SPECIAL RESOLUTIONS

- 1. To consider and approve the resolution in relation to the Company granting a specific mandate to the board of Directors of the Company to issue New H Shares:**

“**THAT:**

- (a) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue no more than 427,930,280 New H shares pursuant to the terms and conditions set out in the Circular; and
- (b) the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the New H Shares Issue (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

* *For identification purposes only*

2. To consider and approve the resolution of granting of authority to a person delegated by the Board in relation to the H Share Full Circulation:

“THAT:

the Board and a person(s) delegated by the Board be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things as such Director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the H Share Full Circulation (including but not limited to those set out in the Circular) or transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

3. To consider and approve the resolution in consequential amendments to the Articles of Association of the Company according to the New H Shares Issue, H Share Full Circulation:

“THAT:

the Board be and are hereby granted the authority to make necessary consequential amendments to the Articles of Association to the registered share capital and capital structure of the Company subsequent to completion of the proposed New H Shares Issue, Unlisted Foreign Share Full Circulation and Domestic Share Full Circulation, and to make relevant registration and filing procedures with the relevant governmental authorities and to deal with other matters in relation to the implementation of the Shareholders’ and the Board’s resolutions.”

Yours faithfully,
By Order of the Board
Shanghai Dongzheng Automotive Finance Co., Ltd.*
Lin Fan
Chairman and Executive Director

22 April 2020, Shanghai, the PRC

Notes:

1. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 2020 First Unlisted Foreign Share Class Meeting 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 2020 First Unlisted Foreign Share Class Meeting.
2. A shareholder entitled to attend and vote at 2020 First Unlisted Foreign Share Class Meeting 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 notarised authorisation letters of signatories or other authorisation documents (if any) shall be invalid unless they are filled out and returned to the Company's registered office (for Unlisted Foreign Shareholder) not less than 24 hours before the time designated for holding the 2020 First Unlisted Foreign Share Class Meeting or any adjournment thereof (i.e. 2:00 p.m. Tuesday, 9 June 2020). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2020 First Unlisted Foreign Share Class Meeting or any adjournment thereof if you so wish.
4. In order to determine the list of Shareholders who will be entitled to attend and vote at 2020 First Unlisted Foreign Share Class Meeting, the Company's register of members will be closed from Monday, 11 May 2020 to Wednesday, 10 June 2020 (both days inclusive), during which period no transfer of Shares will be effected.
5. For joint holders, only the one whose name stands first in the register shall be entitled to attend the 2020 First Unlisted Foreign Share Class Meeting and vote in respect thereof.
6. Shareholders who intend to attend the 2020 First Unlisted Foreign Share Class Meeting in person or by proxy shall submit the reply slip for Unlisted Foreign Share Class Meeting in person or by mail to the Company's registered office (for Unlisted Foreign Shareholder) on or before Thursday, 21 May 2020.
7. Shareholders or their proxies shall present their identity documents when attending the 2020 First Unlisted Foreign Share Class Meeting:
 - (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 authorise others to attend the meeting, in addition to the aforesaid documents, the proxies shall also present their valid personal identification and the written authorisation letters lawfully issued by the legal representatives (including authorizing others to sign). Where corporate shareholders authorise others to attend the meeting, the proxies shall present their valid personal identification, the authorisation 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 authorisation letters from the shareholders and documents proving their shareholder identities.
8. The 2020 First Unlisted Foreign Share Class Meeting 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.
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

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As at the date of this notice, the Board comprises Mr. Lin Fan and Mr. Shao Yongjun as executive Directors; Mr. Koh Tee Choong and Mr. Li Guozhou as non-executive Directors; and Mr. Wong Man Chung Francis, Mr. Lin Zheyang and Ms. Liang Yanjun as independent non-executive Directors.