



# 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)

### PROXY FORM FOR THE 2020 FIRST EXTRAORDINARY GENERAL MEETING AND ANY ADJOURNED MEETING(S) THEREOF

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ Domestic Shares/ \_\_\_\_\_ Unlisted Foreign Shares/ \_\_\_\_\_ H Shares <sup>(Note 2)</sup>  
of Shanghai Dongzheng Automotive Finance Co., Ltd.\* (the "Company"), hereby appoint the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_ <sup>(Note 3)</sup> as my/our proxy to attend  
and vote for me/us and on my/our behalf at the 2020 first extraordinary general meeting (the "2020 First EGM") to be held at Vision 1,  
3F, Hilton Shenzhen Futian, 1003 Shennan Road, Futian, Shenzhen, the PRC at 2:00 p.m. (or as soon thereafter as the H Share Class  
Meeting shall have concluded or adjourned), on Wednesday, 10 June 2020 or any adjourned meeting(s) thereof as indicated hereunder  
in respect of the following resolution. In absence of any indication, the proxy may vote at his/her own discretion.

	SPECIAL RESOLUTION	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
1.	<p><b>"THAT:</b></p> <p>(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</p> <p>(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."</p>			
2.	<p><b>"THAT:</b></p> <p>(a) the 80,000,000 Domestic Shares be fully converted into H Shares in accordance with the terms and conditions set out in the Circular; and</p> <p>(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 Domestic 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."</p>			

\* For identification purposes only

SPECIAL RESOLUTION		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
3.	<p>“THAT:</p> <p>(a) the 1,520,000,000 Unlisted Foreign Shares be fully converted into H Shares in accordance with the terms and conditions set out in the Circular; and</p> <p>(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 Unlisted Foreign 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.”</p>			
4.	<p>“THAT:</p> <p>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.”</p>			

Date: \_\_\_\_\_

Signature *(Note 5, 6 and 7)*: \_\_\_\_\_

*Notes:*

1. Please insert the full name(s) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
2. Please delete as appropriate and insert the number of shares in the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this proxy form will be deemed to be related to all the shares in the capital of the Company registered in your name(s) (whether held alone or jointly with others).
3. If any proxy other than the Chairman of the meeting is preferred, please delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE (✓) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE (✓) IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE PLACE (✓) IN THE BOX MARKED “ABSTAIN”.** If the form returned is duly signed but without specific direction on any of the resolutions, the proxy is entitled to vote or abstain from voting at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain from voting at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting. The shares abstained from voting will be counted in the calculation of the majority required for approving a resolution.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed under its common seal or under the hand of its legal representative or an attorney duly authorised to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarised.
6. In the case of joint holders, the one whose name stands first in the register of members shall alone be entitled to attend and vote at the meeting in respect of such shares.
7. In order to be valid, this proxy form together with any notarised power of attorney or other documents of authorisation (if any) must be deposited at (i) 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 holders of H Shares) or (ii) the Registered Office of the Company at Unit ABC, 30/F, Mirae Asset Tower No. 166, Lu Jia Zui Ring Road, Shanghai, the PRC (for holders of Domestic Shares and Unlisted Foreign Shares) not less than 24 hours before the time of holding the meeting or any adjourned meeting thereof.
8. Completion and delivery of this proxy form will not preclude you from attending and voting at the 2020 First EGM if you so wish.