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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 ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the “AGM”) of Shanghai Dongzheng Automotive Finance Co., Ltd.* (the “**Company**”) will be held at 2:00 p.m. on Wednesday, 26 May 2021 at Unit ABC, 30/F, Mirae Asset Tower, No. 166, Lu Jia Zui Ring Road, Shanghai, the PRC, to consider and, if thought fit, pass the following resolutions. Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 24 April 2021.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Directors for the year ended 31 December 2020.
2. To consider and approve the report of the Supervisory Committee for the year ended 31 December 2020.
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2020.
4. To consider and approve the annual report of the Company for the year ended 31 December 2020.
5. To consider and approve the authorisation to the Board to approve annual financial budget of the Company for the year ending 31 December 2021.
6. To consider and, if thought fit, approve that the Company will not declare final dividend for the year ended 31 December 2020.

* *For identification purposes only*

7. To consider and approve the authorisation to the Board to deal with all issues in relation to the Company's distribution of interim dividend for the year 2021 at its absolute discretion (including, but not limited to determining whether to distribute interim dividend for the year 2021).
8. To consider and approve the proposal on the election of Directors of the second session of the Board of Directors, and to authorise the Board to determine the remuneration of the Directors for the year 2021:
 - 8.1 To elect Mr. Lin Fan as an executive Director of the second session of the Board of Directors
 - 8.2 To elect Mr. Shao Yongjun as an executive Director of the second session of the Board of Directors
 - 8.3 To elect Mr. Koh Tee Choong as a non-executive Director of the second session of the Board of Directors
 - 8.4 To elect Mr. Li Guozhou as a non-executive Director of the second session of the Board of Directors
 - 8.5 To elect Mr. Wong Man Chung Francis as an independent non-executive Director of the second session of the Board of Directors
 - 8.6 To elect Ms. Liang Yanjun as an independent non-executive Director of the second session of the Board of Directors
 - 8.7 To elect Professor Qin Zheng as an independent non-executive Director of the second session of the Board of Directors
9. To consider and approve the proposal on the election of Supervisor of the second session of the Supervisory Committee, and to authorise the Board to determine the remuneration of the Supervisors for the year 2021:
 - 9.1 To elect Mr. Li Huihua as a Supervisor of the second session of the Supervisory Committee
10. To consider and approve the authorization to the Board to appoint new director(s) to fill up any casual vacancy of the Board, who shall hold office only until the next general meeting of the Company.
11. To consider and approve the re-appointment of KPMG as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.

SPECIAL RESOLUTION

12. To consider and approve the grant of a general mandate to the Board to issue the Debt Financing Instruments.

By Order of the Board
Shanghai Dongzheng Automotive Finance Co., Ltd.*
LIN Fan
Chairman

Shanghai, PRC, 24 April 2021

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 AGM 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 AGM.
2. A shareholder entitled to attend and vote at the AGM 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 duly 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 (for Domestic Shareholder and Unlisted Foreign Shareholder) not less than 24 hours before the time fixed for convening the AGM or at any adjourned meeting(s) 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 AGM or at any adjourned meeting(s) thereof in person should you so wish.
4. In order to determine the list of H Shareholders who will be entitled to attend and vote at the AGM, the Company's H shares register of members will be closed from Friday, 21 May 2021 to Wednesday, 26 May 2021 (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 AGM, 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 Thursday, 20 May 2021.
5. For joint holders, only the one whose name stands first in the register shall be entitled to attend the AGM and vote in respect thereof.

6. Shareholders or their proxies shall present their identity documents when attending the AGM:
 - (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.
7. The AGM 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 are 17M Floor and Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
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 and Ms. Liang Yanjun as independent non-executive Directors.