



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 2022 THIRD EXTRAORDINARY GENERAL MEETING AND
 ANY ADJOURNED MEETING(S) THEREOF**

I/We ^(Note 1) _____
 of ^(Note 1) _____
 being the registered holder(s) _____ Domestic Shares/ _____ Unlisted Foreign Shares/ _____ H Shares ^(Note 2)
 of Shanghai Dongzheng Automotive Finance Co., Ltd.* (the "Company"), hereby appoint the Chairman of the meeting
 or _____
 of _____ ^(Note 3) as my/our proxy to attend
 and vote for me/us and on my/our behalf at the 2022 third extraordinary general meeting ("EGM") to be held at 12/F
 (Nominal Floor: 15/F), Building Two, No. 58, Yao Yuan Road, Pudong New Area, Shanghai, PRC at 10:00 a.m. on Friday,
 30 December 2022 or any adjourned meeting(s) thereof as indicated hereunder in respect of the following resolutions as set out
 in the notice dated 13 December 2022 convening the EGM. In absence of any indication, the proxy may vote at his/her own
 discretion.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	To approve, confirm and ratify the Automotive Loan Services Framework Agreement (as defined in the circular of the Company dated 13 December 2022 (the "Circular")), the terms thereof and the continuing connected transactions contemplated thereunder; to approve the proposed annual caps set out in the Automotive Loan Services Framework Agreement; and to authorise any one director of the Company ("Director") to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated thereunder.			
2.	To approve, confirm and ratify the Automotive Financial Services Framework Agreement (as defined in the Circular), the terms thereof and the continuing connected transactions contemplated thereunder; to approve the proposed annual caps set out in the Automotive Financial Services Framework Agreement; and to authorise any one Director, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated thereunder.			

* For identification purposes only

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
3.	(a) To consider and approve the proposed removal of KPMG and KPMG Huazhen LLP Shanghai Branch as the overseas and domestic auditors of the Company respectively (the “ Removal ”); and to authorise any one Director to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the Removal.			
	(b) To consider and approve the proposed appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as overseas and domestic auditors of the Company respectively for the year of 2022 (the “ Appointment ”); to authorise any one Director to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the Appointment; and to authorise the board of Directors to determine their remuneration.			

Date: _____

Signature *(Note 5, 6 and 7)*: _____

Notes:

- 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.
- 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).
- 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.**
- 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.
- This proxy form must be signed by you or your attorney duly authorized 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 authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarized.
- 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.
- In order to be valid, this proxy form together with any notarized power of attorney or other documents of authorization (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.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM if you so wish.