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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai Dongzheng Automotive Finance Co., Ltd.***, you should at once hand this circular and the accompanying form of proxy and reply slip, to the purchaser or the transferee or to the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**SUPPLEMENTAL CIRCULAR
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF THE 2019 FOURTH
EXTRAORDINARY GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular of the Company dated 15 November 2019.

The 2019 Fourth EGM of Shanghai Dongzheng Automotive Finance Co., Ltd.* will be held at 11:00 a.m. on Tuesday, 31 December 2019 at Unit ABC, 30/F, Mirae Asset Tower, No. 166, Lu Jia Zui Ring Road, Shanghai, the PRC. A supplemental notice of the 2019 Fourth EGM is set out on page 12 of this supplemental circular, for the purpose of notifying the Shareholders of the addition of a new resolution in relation to the proposed amendments to the Articles of Association to the 2019 Fourth EGM. The resolution originally proposed to be considered at the 2019 Fourth EGM and contained in the original notice of the 2019 Fourth EGM remains unchanged.

Whether or not you are able to attend the 2019 Fourth EGM, you are advised to read the supplemental notice of the 2019 Fourth EGM carefully and to complete the enclosed supplemental proxy form in accordance with the instructions printed thereon and return to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's registered office at Unit ABC, 30/F., Mirae Asset Tower, No. 166 Lu Jia Zui Ring Road, Shanghai, the PRC for Domestic Shareholder and Unlisted Foreign Shareholder, in any event served by hand or by post not less than 24 hours before the time appointed for convening the 2019 Fourth EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the 2019 Fourth EGM or any adjourned meeting(s) thereof in person if you so wish.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2019 Fourth EGM”	the fourth extraordinary general meeting of 2019 to be convened by the Company at 11:00 a.m. on Tuesday, 31 December 2019 at Unit ABC, 30/F, Mirae Asset Tower, No. 166, Lu Jia Zui Ring Road, Shanghai, the PRC
“Announcement”	the announcement dated 5 December 2019 of the Company in relation to, among others, the proposed amendments to the Articles of Association
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“Company”	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 PRC with limited liability and whose H Shares are listed on the Stock Exchange (Stock Code: 2718)
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	issued ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in Renminbi
“Domestic Shareholder(s)”	holders of Domestic Shares
“H Share(s)”	issued ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 December 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares in the share capital of the Company, including Domestic Shares, Unlisted Foreign Shares and H Shares
“Shareholder(s)”	Shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Foreign Share(s)”	issued ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and held by persons other than PRC nationals or PRC-incorporated entities and are not listed on any stock exchange



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)

Executive Directors:

Mr. Lin Fan (*Chairman*)
Mr. Shao Yongjun

Non-executive Directors:

Mr. Koh Tee Choong
Mr. Li Guozhou

Independent Non-executive Directors:

Mr. Lau Wai Leung Anders
Mr. Lin Zheyang
Ms. Liang Yanjun

Registered office:

Unit ABC, 30/F, Mirae Asset Tower
No. 166, Lu Jia Zui Ring Road
Shanghai, the PRC

*Principal place of business
in Hong Kong:*

Unit 5905, 59/F
The Centre
99 Queen's Road Central
Hong Kong

12 December 2019

To the Shareholders,

**SUPPLEMENTAL CIRCULAR
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND**

**SUPPLEMENTAL NOTICE OF THE 2019 FOURTH
EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read in conjunction with the circular dated 15 November 2019 of the Company. The purpose of this supplemental circular is to provide you with the supplemental notice of the 2019 Fourth EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the new resolution to be proposed at the 2019 Fourth EGM.

Pursuant to Article 71 of the Articles of Association, when the Company convenes a general meeting, Shareholder(s) individually or collectively holding more than 3% of the Shares may submit temporary proposals in writing to the convener ten (10) days before the

* *For identification purposes only*

LETTER FROM THE BOARD

date of the general meeting. The Board received a written notice from China ZhengTong Auto Services Holdings Limited, a Shareholder holding approximately 71.04% equity interests in the Company as at the Latest Practicable Date, who proposed to put forward the resolution relating to the proposed amendments to the Articles of Association to be considered at the 2019 Fourth EGM. The Board, in accordance with the Articles of Association and relevant laws and regulations, put forward the resolution relating to the proposed amendments to the Articles of Association at the 2019 Fourth EGM.

2. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Reference is made to the Announcement in relation to the proposed amendments to the Articles of Association. The Board has resolved, among others, to amend the Articles of Association.

In accordance with the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No.97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the requirements on the notice period of the general meeting and convening procedures for overseas listed companies shall be governed by the relevant provisions under the Company Law, instead of the provisions under the Articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued in 1994. The proposed amendments to the Articles of Association are set out in Appendix I to this supplemental circular and are subject to the Shareholders' approval by way of special resolution and will become effective upon approval by the CBIRC.

It is also proposed at the 2019 Fourth EGM that the chairman of the Board or his delegates be authorised to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting the same for approval, as required from time to time by the relevant regulatory authorities, administration of industrial and commercial registration as well as the Stock Exchange.

3. CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of H Shareholders who will be entitled to attend and vote at the 2019 Fourth EGM, the Company's H shares register of members would be closed from Saturday, 30 November 2019 to Tuesday, 31 December 2019 (both days inclusive), during which period no transfer of H Shares would be effected. In order for the H Shareholders to qualify for attending and voting at the 2019 Fourth 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 Friday, 29 November 2019.

LETTER FROM THE BOARD

4. PROXY ARRANGEMENT

The supplemental proxy form of the 2019 Fourth EGM is enclosed. The proxy form issued by the Company along with the circular dated 15 November 2019 for the 2019 Fourth EGM will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share registrar of the Company.

If you intend to appoint a proxy to attend the 2019 Fourth EGM, you are required to complete and return the enclosed supplemental proxy form in accordance with the instructions printed thereon, the supplemental proxy form should be returned to 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 H Shareholders, or to the Company's registered office at Unit ABC, 30/F., Mirae Asset Tower, No. 166 Lu Jia Zui Ring Road, Shanghai, the PRC for Domestic Shareholder and Unlisted Foreign Shareholder, in any event not less than 24 hours before the time fixed for holding the 2019 Fourth EGM or any adjourned meeting thereof in person or by post. Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the 2019 Fourth EGM or at any other adjourned meeting should you so wish.

The supplemental proxy form for the 2019 Fourth EGM is applicable to the supplemental resolution as set out in the supplemental notice of the 2019 Fourth EGM dated 12 December 2019 and supplements the proxy issued by the Company dated 15 November 2019. The supplemental proxy form for the 2019 Fourth EGM will not affect the validity of the proxy form dated 15 November 2019 duly completed and delivered by you in respect of the resolution set out in that notice. If you have validly appointed a proxy to attend the 2019 Fourth EGM but have not completed and returned supplemental proxy form for the 2019 Fourth EGM, your proxy will be entitled to vote at his/her discretion on the special resolution set out in the supplemental notice of the 2019 Fourth EGM dated 12 December 2019.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes 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 2019 Fourth 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.dongzhengafcc.com upon the conclusion of the 2019 Fourth EGM.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board considers that the proposed amendments to the Articles of Association are in the interests of the Company and its Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the proposed resolution at the 2019 Fourth EGM.

7. FURTHER INFORMATION

There is no change to the other information as set out in the circular and the notice of the general meeting of the Company dated 15 November 2019. Please refer to the notice for details in respect of the other resolution to be considered and approved at the 2019 Fourth EGM.

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

DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. Proposed Amendments to the Articles of Association

Existing Articles of Association	Proposed Articles of Association
<p>Contents Note: In the side notes to the Articles of Association, “Company Law” refers to the “Company Law of the People’s Republic of China” (2013 revision); “Mandatory Provisions” refers to the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Restructuring the Economic System; “Letter of Opinions” refers to the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1) jointly issued by the Overseas Listing Department of China Securities Regulatory Commission (“CSRC”) and the former Production System Division of the State Commission for Restructuring the Economic System; “Opinions” refers to the “Opinions on Further Promoting Standardized Operation and Deepening Reform of Overseas Listed Companies” (Guo Jing Mao Qi Gai [1999] No. 230) jointly issued by the former State Economic and Trade Commission and the CSRC; “Guidelines for Articles of Association” refers to the “Guidelines for Articles of Association of Listed Companies (2016 Revision)” (CSRC Announcement [2016] No. 23) issued by the CSRC; “Main Board Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time; “Appendix 3 to the Main Board Listing Rules” means Appendix 3 to the Main Board Listing Rules; “Appendix 13D to the Main Board Listing Rules” means Part D of Appendix 13 to the Main Board Listing Rules.</p>	<p>Contents Note: In the side notes to the Articles of Association, “Company Law” refers to the “Company Law of the People’s Republic of China” (2018 revision); “Mandatory Provisions” refers to the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Restructuring the Economic System; “Letter of Opinions” refers to the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1) jointly issued by the Overseas Listing Department of China Securities Regulatory Commission (“CSRC”) and the former Production System Division of the State Commission for Restructuring the Economic System; “Opinions” refers to the “Opinions on Further Promoting Standardized Operation and Deepening Reform of Overseas Listed Companies” (Guo Jing Mao Qi Gai [1999] No. 230) jointly issued by the former State Economic and Trade Commission and the CSRC; “Guidelines for Articles of Association” refers to the “Guidelines for Articles of Association of Listed Companies (2016 Revision)” (CSRC Announcement [2016] No. 23) issued by the CSRC; “Main Board Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time; “Appendix 3 to the Main Board Listing Rules” means Appendix 3 to the Main Board Listing Rules; “Appendix 13D to the Main Board Listing Rules” means Part D of Appendix 13 to the Main Board Listing Rules.</p>

Existing Articles of Association	Proposed Articles of Association
<p><u>Article 48 No share transfer may be entered in the register of shareholders within 30 days prior to the date of a general meeting or within five days prior to the record date on which the Company decides to distribute dividends.</u></p> <p><u>If other provisions are stipulated by the stock exchange where the Company's shares are listed and the securities regulatory authority in the place of listing, such provisions shall prevail.</u></p>	<p><u>Article 48 Where the laws and regulations in the PRC and the Main Board Listing Rules stipulate the period of closure of the register of members of the Company prior to the date of a general meeting or the record date on which the Company decides to distribute dividends, such provisions shall prevail.</u></p>
<p><u>Article 70</u> When the Company is to convene a general meeting, a written notice of the meeting shall be given <u>45 days</u> before the date of the meeting to notify all shareholders whose names appear in the register of shareholders of the matters to be considered and the date and place of the meeting. <u>Shareholders who intend to attend the meeting shall send a written reply on attendance to the Company 20 days before the date of the meeting.</u></p> <p>When calculating the period for sending out the notice, the date of the meeting and the date of sending the notice shall be excluded.</p> <p>For the purpose of this Article, the date of sending a notice is the date on which the Company or the share registrar appointed by the Company delivers the notice to the post office to post it.</p>	<p><u>Article 70</u> When the Company is to convene a annual general meeting, a written notice of the meeting shall be given <u>20 working days</u> before the date of the meeting to notify all shareholders whose names appear in the register of shareholders of the matters to be considered and the time and place of the meeting. <u>A written notice of extraordinary general meeting shall be given to all shareholders 10 working days or 15 days (whichever is longer) prior to the meeting. For the issuance of bearer share certificates, the time and venue of and matters to be considered at the meeting shall be announced 30 days before the meeting.</u></p> <p>When calculating the period for sending out the notice, the date of the meeting and the date of sending the notice shall be excluded.</p> <p>For the purpose of this Article, the date of sending a notice is the date on which the Company or the share registrar appointed by the Company delivers the notice to the post office to post it.</p> <p><u> Holders of bearer share certificates who wish to attend a general meeting shall deposit their share certificates with the Company five days before the meeting and till the conclusion of the meeting.</u></p>

Existing Articles of Association	Proposed Articles of Association
<p>Article 71 When the Company convenes a general meeting, the Board, the Board of Supervisors and the shareholders individually or jointly holding 3% or more of the Company's shares may submit proposals to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Company's shares may submit temporary proposals to the Company in writing, and the Company shall <u>include the matters therein falling within the scope of functions and powers of the general meeting into the agenda of the meeting.</u></p> <p>Save as provided in the preceding paragraph, the convener shall not amend the proposals stated in or add new proposals to the notice of general meeting after issuing and announcing the notice.</p> <p>A temporary proposals submitted by shareholders shall meet the following conditions:</p> <ol style="list-style-type: none"> (1) the content of the proposals shall not contravene the laws and regulations, and shall fall within the scope of the Company's operations and the functions and powers of the general meeting; (2) the proposal has definite topics to discuss and specific matters to resolve; (3) the proposal shall be submitted or served to the convener in writing 10 days prior to the date of holding the general meeting. 	<p>Article 71 When the Company convenes a general meeting, the Board, the Board of Supervisors and the shareholders individually or jointly holding 3% or more of the Company's shares may submit proposals to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Company's shares may submit temporary proposals to the Company in writing, and the Company shall <u>notify other shareholders within two days upon receipt of the proposal, and submit the said temporary proposal to the general meeting for consideration.</u></p> <p>Save as provided in the preceding paragraph, the convener shall not amend the proposals stated in or add new proposals to the notice of general meeting after issuing and announcing the notice.</p> <p>A temporary proposals submitted by shareholders shall meet the following conditions:</p> <ol style="list-style-type: none"> (1) the content of the proposals shall not contravene the laws and regulations, and shall fall within the scope of the Company's operations and the functions and powers of the general meeting; (2) the proposal has definite topics to discuss and specific matters to resolve; (3) the proposal shall be submitted or served to the convener in writing 10 days prior to the date of holding the general meeting.
<p>Article 72 <u>The Company shall, based on the written replies received from shareholders 20 days before the date of the general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total voting shares, the Company may convene the general meeting; if not, then the Company shall, within five days, notify the shareholders again by announcement of the matters to be considered and the date and place of the meeting. The Company may then convene the meeting after making such announcement.</u></p> <p><u>An extraordinary general meeting shall not resolve on matters not stated in the notice of meeting.</u></p>	<p>Article 72 <u>Matters which are not included in the notices shall not be resolved at the shareholders' general meeting.</u></p>

Existing Articles of Association	Proposed Articles of Association
<p>Article 74 Except as otherwise provided in relevant laws, regulations and the listing rules of the Company's listing venue and the Articles of Association, a notice of general meeting shall be posted on the Company's website or delivered to shareholders by hand or by pre-paid post. The address of each recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, a notice of general meeting may be given by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between 45 days to 50 days prior to the date of the meeting. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to laws, administrative regulations, department rules, normative documents and regulations of relevant regulatory authorities, for the holders of H shares, the Company may also issue a notice of general meeting by making an announcement on the websites of the Company and the Hong Kong Stock Exchange in lieu of delivery of such notice by hand or by prepaid post to the holders of H shares.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p>Article 74 Except as otherwise provided in relevant laws, regulations and the listing rules of the Company's listing venue and the Articles of Association, a notice of general meeting shall be posted on the Company's website or delivered to shareholders by hand or by pre-paid post. The address of each recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, a notice of general meeting may be given by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to laws, administrative regulations, department rules, normative documents and regulations of relevant regulatory authorities, for the holders of H shares, the Company may also issue a notice of general meeting by making an announcement on the websites of the Company and the Hong Kong Stock Exchange in lieu of delivery of such notice by hand or by prepaid post to the holders of H shares.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>

Existing Articles of Association	Proposed Articles of Association
<p>Article 100 For the convening of a class meeting, a <u>45 days</u>' written notice shall be given to notify shareholders who are registered as holders of such class of shares in the register of shareholders of the matters proposed to be considered and the date and place of the meeting. <u>Shareholders who intend to attend the meeting shall serve a written reply to the Company 20 days prior to the date of the meeting.</u></p> <p><u>In the event that the number of voting shares represented by the shareholders who intend to attend the meeting reaches half or more of the total number of voting shares of that class, the Company may convene the class meeting. Otherwise, the Company shall within five days notify the shareholders again by way of public announcement, of the matters to be considered and the date and place of the meeting. The Company may then proceed to hold the meeting.</u> Where there are any special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.</p> <p>The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class concerned.</p>	<p>Article 100 For the convening of a class meeting, <u>the period for issuing a written notice thereof shall be the same as the period for issuing a written notice of the non-class meeting to be convened together with such class meeting.</u> Written notice shall be given to notify shareholders who are registered as holders of such class of shares in the register of shareholders of the matters proposed to be considered and the date and place of the meeting.</p> <p>Where there are any special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.</p> <p>The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class concerned.</p>



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)

**SUPPLEMENTAL NOTICE OF THE 2019 FOURTH
EXTRAORDINARY GENERAL MEETING**

Supplemental notice is hereby given that the fourth extraordinary general meeting of 2019 (the “**2019 Fourth EGM**”) of Shanghai Dongzheng Automotive Finance Co., Ltd.* (the “**Company**”) will be held at Unit ABC, 30/F, Mirae Asset Tower, No. 166, Lu Jia Zui Ring Road, Shanghai, the PRC at 11:00 a.m. on Tuesday, 31 December 2019, to consider and, if thought fit, pass the following resolution. Unless otherwise defined, capitalised terms used herein have the same meanings as those defined in the supplemental circular dated 12 December 2019 of the Company.

SPECIAL RESOLUTION

2. To consider and approve the proposed amendments to the Articles of Association and authorise the chairman of the Board or his delegates to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting for approval, as required by the relevant authorities.

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

Shanghai, PRC, 12 December 2019

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. Lau Wai Leung Anders, Mr. Lin Zheyang and Ms. Liang Yanjun as independent non-executive Directors.

Notes:

1. Please refer to the supplemental circular of the Company dated 12 December 2019 for details of the above resolution.
2. A supplemental form of proxy is enclosed with this supplemental notice of the 2019 Fourth EGM.
3. Please refer to the notice dated 15 November 2019 for details of the other resolution to be considered at the 2019 Fourth EGM, closure of register of members and eligibility for attending the 2019 Fourth EGM and other relevant matters.
4. Shareholders who intend to appoint a proxy shall complete and return the enclosed supplemental form of proxy in accordance with the instructions printed thereon and return it no later than 24 hours before the time appointed to hold the 2019 Fourth EGM or any adjourned meeting.

* *For identification purposes only*