



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 PROXY FORM FOR THE 2019 FOURTH EXTRAORDINARY GENERAL MEETING AND ANY ADJOURNED MEETING(S) THEREOF

I/We ^(Note 1) _____
of ^(Note 1) _____
being the registered holder(s) of _____ 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 2019 fourth extraordinary general meeting of the Company (the "2019 Fourth EGM")
to 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 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 ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
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.			

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 supplemental 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 SUPPLEMENTAL 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 supplemental 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 supplemental form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorisation, must be notarised.
- 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 supplemental 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.
- Completion and delivery of this supplemental proxy form will not preclude you from attending and voting at the 2019 Fourth EGM if you so wish.
- This proxy form is the supplemental form of proxy for the purpose of the supplemental resolution and only serves as a supplement to the original proxy form for the 2019 Fourth EGM.
- This supplemental form of proxy will not affect the validity of any proxy form duly completed and delivered by you in respect of the resolution set out in the notice of the 2019 Fourth EGM dated 15 November 2019. If you do not duly complete and deliver this supplemental form of proxy but have duly completed and delivered the original proxy form and validly appointed a proxy to attend and act for you at the 2019 Fourth EGM, your proxy will be entitled to vote at his discretion on the resolution set out in the supplemental notice of the 2019 Fourth EGM dated 12 December 2019. If you do not duly complete and deliver the original proxy form for the 2019 Fourth EGM but have duly completed and delivered this supplemental proxy form and validly appointed a proxy to attend and act for you at the 2019 Fourth EGM, your proxy will be entitled to vote at his/her discretion on the resolution set out in the notice of the 2019 Fourth EGM dated 15 November 2019.
- If the proxy being appointed to attend the 2019 Fourth EGM under this supplemental form of proxy is different from the proxy appointed under the original proxy form and both proxies attended the 2019 Fourth EGM, the proxy validly appointed under the original proxy form shall be designated to vote at the 2019 Fourth EGM.

* For identification purposes only