

## PRICE DETERMINATION AGREEMENT

上海東正汽車金融股份有限公司  
(Shanghai Dongzheng Automotive Finance Co., Ltd.\*)  
30/F, Mirae Asset Tower  
No.166, Lu Jia Zui Ring Road  
Shanghai  
The People's Republic of China

Date: 21 March 2019

Dear Sirs,

**To:** 上海東正汽車金融股份有限公司 (Shanghai Dongzheng Automotive Finance Co., Ltd.\*)  
(the “Company”)

**Re:** Global Offering of 533,336,000 H Shares (subject to the Over-allotment Option) comprising an initial public offering in Hong Kong of 53,334,000 Hong Kong Offer Shares (subject to reallocation) (the “Hong Kong Public Offering”) and an initial international offering of 480,002,000 International Offer Shares (including 26,675,462 Reserved Shares under the Preferential Offering) (subject to reallocation and the Over-allotment Option) (the “International Offering”) of nominal value of RMB1.00 per H Share in the share capital of the Company

We refer to the original Hong Kong underwriting agreement dated 13 March 2019 (as may be amended and supplemented by the amendment agreement to Hong Kong underwriting agreement to be dated 22 March 2019) entered into in relation to the Hong Kong Public Offering by, amongst others, the Company, the Controlling Shareholders, the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) (the “**Hong Kong Underwriting Agreement**”). This is the Price Determination Agreement (this “**Agreement**”) referred to in the Hong Kong Underwriting Agreement. Capitalised terms used in this Agreement shall have the same meanings as defined in the Hong Kong Underwriting Agreement, unless the context requires otherwise.

We confirm that it has been agreed by the Company and the Joint Global Coordinators (for itself and on behalf of the Underwriters) that the Offer Price (exclusive of the Brokerage, the Trading Fee and the Transaction Levy) for each Offer Share shall be HK\$3.06.

This Agreement is conditional upon and subject to the execution of the International Underwriting Agreement which is expected to be entered into on or about 27 March 2019.

This Agreement constitutes the entire agreement between the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) relating to the final Offer Price and supersedes and extinguishes any prior understanding, agreement, representation and arrangement of any nature whatsoever, express or implied, whether or not in writing, relating to the Offer Price.

This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original but all of which together shall constitute one and the same instrument.

Delivery of an executed counterpart signature page of this Agreement by e-mail (pdf) or telecopy shall be as effective as delivery of a manually executed counterpart of this Agreement.

This Agreement shall be governed by and construed in accordance with the laws of Hong Kong and the parties hereto irrevocably submit to the non-exclusive jurisdiction of the courts of Hong Kong.

Please confirm your agreement to the Offer Price as set out above by signing and returning to us a copy of this Agreement.

A person who is not a party to this Agreement shall have no right under the Contracts (Rights of Third Parties) Ordinance (Chapter 623 of the Laws of Hong Kong) to enforce any terms of, or to enjoy any benefit under, this letter, but this does not affect any right or remedy of a third party which exists or is available apart from the Contracts (Rights of Third Parties) Ordinance. Notwithstanding any provision of this Agreement, this Agreement may be terminated or rescinded and any term may be amended, varied or waived without the consent of any third party.

*\* For identification purposes only*

*[Remainder of this page intentionally left blank.]*

Yours faithfully,  
For and on behalf of  
**China International Capital Corporation Hong Kong Securities Limited**

A handwritten signature in black ink, appearing to be 'Wang Sheng', written above a horizontal line.

Name : Wang Sheng 王晟  
Title : Managing Director

Yours faithfully,  
For and on behalf of  
**China International Capital Corporation Hong Kong Securities Limited**




Name : Wang Zhizheng 王之诤  
Title : Executive Director

Yours faithfully,  
For and on behalf of  
**Credit Suisse (Hong Kong) Limited**

A handwritten signature in black ink, appearing to read 'Kevin Rumjahn', written over a horizontal line.

Name : Kevin Rumjahn  
Title : Managing Director

Yours faithfully,  
For and on behalf of  
**Morgan Stanley Asia Limited**



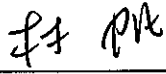
Name : TOMMY HSU  
Title : Managing Director

**CONFIRMED AND ACCEPTED**

As of the date first above written

*For and on behalf of*

**SHANGHAI DONGZHENG AUTOMOTIVE FINANCE CO., LTD.\*(上海東正汽車金融股  
份有限公司)**



---

Name: LIN Fan (林帆)  
Title : Director