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Unless the context otherwise requires, terms used in this WHITE form of acceptance and transfer shall bear the same meanings as those defined in the composite offer and response document dated 15 September 2022 (the "Composite Document") jointly issued by SAIC Motor Corporation Limited\* and Shanghai Dongzheng Automotive Finance Co., Ltd.\*. 除文義另有所指外，本白色接納及轉讓表格所用詞彙與上海汽車集團股份有限公司及上海東正汽車金融股份有限公司聯合刊發日期為2022年9月15日之綜合要約及回應文件(綜合文件)所界定者具有相同涵義。

**WHITE FORM OF ACCEPTANCE FOR USE IF YOU WANT TO ACCEPT THE H SHARE OFFER.**  
白色接納表格在 閣下欲接納H股要約時適用。



# 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)  
(於中華人民共和國註冊成立的股份有限公司)

(Stock code: 2718)  
(股份代號: 2718)

## WHITE FORM OF ACCEPTANCE AND TRANSFER OF H SHARE(S) OF RMB1.00 EACH IN THE ISSUED SHARE CAPITAL OF SHANGHAI DONGZHENG AUTOMOTIVE FINANCE CO., LTD.\* 上海東正汽車金融股份有限公司已發行股本中 每股面值人民幣1.00元之H股白色接納及轉讓表格

All parts should be completed except the sections marked "Do not complete" 除註明「請勿填寫本欄」之部分外，每項均須填寫

H Share Registrar:  
Computershare Hong Kong Investor Services Limited  
H股過戶登記處:  
香港中央證券登記有限公司

Shops 1712-1716, 17th Floor, Hopewell Centre,  
183 Queen's Road East, Wanchai Hong Kong  
香港灣仔皇后大道東183號  
合和中心17樓1712-1716號舖

You must insert the total number of H Share(s) for which the H Share Offer is accepted. 閣下必須填上接納H股要約之H股總數。	<b>FOR THE CONSIDERATION</b> stated below, the Transferor(s) named below hereby transfer(s) to the Transferee named below the H Share(s) of RMB1.00 each in the issued share capital of the Company specified below, upon and subject to the terms and conditions contained herein and in the accompanying Composite Document, and the Transferee hereby agrees to accept and hold the H Share(s) subject to such terms and conditions. 下述之轉讓人現根據本表格及隨附綜合文件中列明的條款及條件，按下列代價，將以下註明公司已發行股本中每股面值人民幣1.00元之H股轉讓予下述之承讓人，而且承讓人謹此同意在遵守該等條款及條件的前提下，接納和持有H股。		
	Total number of H Share(s) to be transferred <sup>(Note)</sup> 將予轉讓之H股總數	FIGURE 數目	WORDS 大寫
	H Share certificate number(s) H股股票號碼		
	TRANSFEROR(S) name(s) and address(es) in full 轉讓人全名及詳細地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或正楷填寫)	Surname(s) or company name(s): 姓氏或公司名稱:	Forename(s): 名字:
		Registered address: 登記地址:	
		Telephone number: 電話號碼:	
CONSIDERATION 代價	For each H Share: HK\$1.2430 in cash 每股H股: 現金1.2430港元		
TRANSFEREE 承讓人	Name: 名稱: SAIC Motor Corporation Limited* 上海汽車集團股份有限公司 Registered address: Room 509, Building 1, No. 563, Songtao Road, China (Shanghai) Pilot Free Trade Zone, Pudong, Shanghai, the People's Republic of China 登記地址: 中華人民共和國上海市浦東中國(上海)自由貿易試驗區松濤路563號1號樓509室 Occupation: 職業: Corporation 法團		

Please SIGN BELOW in the capacity as the Transferor(s) to accept the H Share Offer. All joint holders must sign.

請於下方以轉讓人身份簽署，以接納H股要約。所有聯名持有人均須簽署。

Your signature(s) should be witnessed by a person aged 18 or above who is not another joint holder and who must also sign and print his/her name and address as indicated below.

閣下應在另一名並非聯名持有人的18歲或以上人士的見證下簽署，而該人士亦須如下所示簽署及填寫其姓名及地址。

Signed by or on behalf of the Transferor(s) in the presence of:

轉讓人或其代表在下列見證人見證下簽署:

Name of Witness  
見證人姓名

Signature of Witness  
見證人簽署

Address of Witness  
見證人地址

Occupation of Witness  
見證人職業

Signature(s) of Transferor(s) or its duly authorised agent(s)/  
Company Chop (if applicable)  
轉讓人或其正式授權代理人簽署/公司印鑑(如適用)

Date of signing of this WHITE Form of Acceptance  
簽署本白色接納表格之日期

ALL JOINT  
REGISTERED  
HOLDERS MUST  
SIGN HERE

所有  
聯名登記持有人  
均須於本欄  
簽署

<b>Do not complete 請勿填寫本欄</b>	
Signed by or on behalf of the Transferee in the presence of: 承讓人或其代表在下列見證人見證下簽署: Signature of Witness 見證人簽署	For and on behalf of 代表 SAIC Motor Corporation Limited* 上海汽車集團股份有限公司
Name of Witness 見證人姓名	
Address of Witness 見證人地址	Signature of Transferee or its duly authorised agent(s) 承讓人或其正式授權代理人簽署
Occupation of Witness 見證人職業	Date of signing of this WHITE Form of Acceptance 簽署本白色接納表格之日期

Note: Insert the total number of H Shares for which the H Share Offer is accepted. If no number is inserted or the number inserted either (i) does not correspond with the number of physical H Share(s) represented by the certificates for H Share(s) tendered for acceptance of the H Share Offer or (ii) exceeds your registered holding of H Share(s), this WHITE Form of Acceptance will be returned to you for correction and resubmission. Any corrected WHITE Form of Acceptance must be resubmitted and received by the H Share Registrar by no later than 4:00 p.m. on 6 October 2022 (the "Closing Date") or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code.

附註: 請填上接納H股要約的H股總數。倘無填上數目或所填數目(i)與用作接納H股要約而提供的H股股票所代表之實物H股數目不符,或(ii)超過閣下登記持有的H股,則本白色接納表格將退回予閣下更正及重新遞交。任何經更正的白色接納表格須不遲於2022年10月6日(截止日期)下午四時正(或要約人可能根據收購守則釐定及宣佈的有關收盤時間及/或日期)重新提交及送達H股過戶登記處。

\* For identification purpose only  
\* 僅供識別

**THIS WHITE FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of this WHITE Form of Acceptance or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your H Shares, you should at once hand this WHITE Form of Acceptance and the accompanying Composite Document to the purchaser(s) or other transferee(s) or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The making of the H Share Offer to persons with a registered address in jurisdiction outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdiction. Holders of the H Shares who are citizens or residents or nationals of jurisdictions outside Hong Kong should obtain appropriate legal advice on, inform themselves about and observe any applicable legal requirement. It is the responsibility of each person who wishes to accept the H Share Offer to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction.

Any acceptance by any holder of the H Share(s) will be deemed to constitute a representation and warranty from such holder of the H Share(s) to the Offeror and CICC that local laws and requirements have been complied with. Holders of the H Share(s) should consult their professional advisers if in doubt.

The H Share Offer is unconditional. This WHITE Form of Acceptance should be read in conjunction with the Composite Document. The English texts of this Form shall prevail over their respective Chinese texts.

**HOW TO COMPLETE THIS WHITE FORM OF ACCEPTANCE**

- To accept the H Share Offer made by CICC for and on behalf of SAIC Motor to acquire your H Shares, you should complete and sign this WHITE Form of Acceptance and deliver this entire WHITE Form of Acceptance together with the relevant H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (if applicable) for not less than the number of H Shares in respect of which you intend to accept the H Share Offer, by post or by hand to the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong with "Shanghai Dongzheng Automotive Finance Co., Ltd. — H Share Offer" marked on the envelope, as soon as possible, but in any event by no later than 4:00 p.m. (Hong Kong time) on 6 October 2022 or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code. Unless the H Share Offer is extended in accordance with the Takeovers Code, no WHITE Form of Acceptance received after 4:00 p.m. (Hong Kong time) on the Closing Date will be accepted. **The provisions of Appendix I to the Composite Document are incorporated into and form part of this WHITE Form of Acceptance. Holders of the H Shares are advised to read the Composite Document before completing this WHITE Form of Acceptance.**
- Procedures for accepting the H Share Offer**

If you wish to accept the H Share Offer, you should:

  - insert in the box titled "Total number of H Share(s) to be transferred" the total number of H Shares for which you wish to accept the H Share Offer;
  - sign the WHITE Form of Acceptance and enclose the relevant H Share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof); and
  - deliver all the documents that are required to be submitted for the acceptance of the H Share Offer as set out in Appendix I of the Composite Document to the H Share Registrar no later than 4:00 p.m. (Hong Kong time) on the Closing Date or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code and complete the relevant procedures.
- If you are holding H Shares on behalf of another person as nominee or otherwise, you should refer to the section headed "Procedures for Acceptance of the Offers and Settlements" in Appendix I to the Composite Document in particular as to the matters which you should consider.
- Warning:** Insert the total number of H Shares for which the H Share Offer is accepted. If no number is inserted or the number inserted either (i) does not correspond with the number of physical H Share(s) represented by the certificates for H Share(s) tendered for acceptance of the H Share Offer or (ii) exceeds your registered holding of H Share(s), this WHITE Form of Acceptance will be returned to you for correction and resubmission. Any corrected WHITE Form of Acceptance must be resubmitted and received by the H Share Registrar by no later than 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code.

**WHITE FORM OF ACCEPTANCE IN RESPECT OF THE H SHARE OFFER**

To: SAIC Motor, CICC and the H Share Registrar

- My/Our execution of this WHITE Form of Acceptance (whether or not such WHITE Form of Acceptance is dated) shall be binding on my/our successors and assignee, and shall constitute:
  - my/our irrevocable acceptance of the H Share Offer, made by CICC on behalf of SAIC Motor, as contained in the Composite Document for the consideration and on and subject to the terms therein and herein mentioned (including the terms set out under the heading "How to complete this WHITE Form of Acceptance"), in respect of the number of H Shares specified in this WHITE Form of Acceptance;
  - my/our irrevocable instruction and authority to each of SAIC Motor and/or CICC and/or their respective agent(s) to collect from the H Share Registrar on my/our behalf the H Share certificate(s) in respect of H Shares due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) (if applicable), which has/have been duly signed by me/us and to deliver the same to the H Share Registrar and to authorise and instruct the H Share Registrar to hold such H Share certificate(s) subject to the terms and conditions of the H Share Offer, as if it was/they were H Share certificate(s) delivered to the H Share Registrar together with this WHITE Form of Acceptance;
  - my/our irrevocable instruction and authority to each of SAIC Motor and/or CICC and/or any of their respective agent(s) to send a cheque crossed "Not negotiable — account payee only" drawn in my/our favour for the cash consideration to which I/we shall have become entitled under the terms of the H Share Offer (less seller's Hong Kong ad valorem stamp duty payable by me/us in connection with my/our acceptance of the H Share Offer), by ordinary post at my/our own risk to the person named at the address stated below or, if no name and address is stated below, to me or the first-named of us (in the case of joint registered Independent Shareholders/Overseas Shareholders) at the registered address shown in the register of members of the Company as soon as possible but in any event within seven Business Days (as defined under the Takeovers Code) following the date of receipt of a duly completed WHITE Form of Acceptance together with all valid requisite documents by the H Share Registrar to render the acceptance under the H Share Offer complete and valid;  
*(Insert below the name and address of the person to whom the cheque is to be sent if different from the registered H Shareholder or the first-named of the joint registered holders of the H Shares)*  
Name: (in block capitals) \_\_\_\_\_  
Address: (in block capitals) \_\_\_\_\_
  - my/our irrevocable instruction and authority to each of SAIC Motor and/or CICC and/or the H Share Registrar and/or such person or persons as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) to be made and executed by me/us as the seller(s) of the H Shares to be sold by me/us under the H Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this WHITE Form of Acceptance in accordance with the provisions of that Ordinance;
  - my/our irrevocable instruction and authority to each of SAIC Motor and/or CICC and/or such person or persons as any of them may direct to complete and execute any document on my/our behalf in connection with my/our acceptance of the H Share Offer and to do any other act that may be necessary or expedient for the purpose of vesting in SAIC Motor and/or such person or persons as it may direct my/our H Share(s) tendered for acceptance under the H Share Offer;
  - my/our undertaking to SAIC Motor and/or such person or persons as it may direct to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our H Share(s) tendered for acceptance under the H Share Offer free from all liens, charges, options, claims, equities, adverse interests, rights of pre-emption, third party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto on or after the date on which the H Share Offer is made, including, without limitation, the right to receive all future dividends and other distributions declared, paid or made, if any, on or after the date on which the H Share Offer is made, in respect of the H Share(s) tendered for acceptance under the H Share Offer; and
  - my/our agreement to ratify each and every act or thing done or effected by SAIC Motor, CICC or their respective agent(s) or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
- In the event that my/our acceptance is not valid or is treated as invalid in accordance with the terms of the H Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we authorise and request you to return to me/us my/our H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) (if applicable), together with this WHITE Form of Acceptance duly cancelled, by ordinary post at my/our risk to the person(s) and address stated above or, if no name and address is stated, to me or the first-named of us (in the case of joint registered holders of the H Shares) at the address shown in the register of members of the Company.  
*Note:* Where you have sent one or more transfer receipt(s) and in the meantime the relevant H Share certificate(s) has/have been collected by SAIC Motor and/or CICC or their respective agent(s) from the H Share Registrar on your behalf, you will be sent such H Share certificate(s) in lieu of the transfer receipt(s).
- I/We enclose the relevant H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) (if applicable) for the whole/part of my/our holding of H Shares which is/are to be held by SAIC Motor and/or CICC and/or the H Share Registrar and/or such person or persons as any of them may direct on the terms of the H Share Offer. I/We understand that no acknowledgement of receipt of any WHITE Form of Acceptance or any H Share certificate(s) and/or any other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (if applicable) will be given. I/We further understand that all documents will be sent to me/us by ordinary post at my/our own risk.
- I/We hereby warrant and represent to each of SAIC Motor, CICC and the H Share Registrar and/or such person or persons as any of them may direct that, I am/we are the registered H Shareholder(s) of the number of H Shares specified in this WHITE Form of Acceptance and I/we have the full right, power and authority to tender, sell, assign or transfer the title and ownership of such H Shares (together with all rights accruing or attaching thereto) to SAIC Motor by way of acceptance of the H Share Offer.
- I/We hereby warrant and represent to SAIC Motor and the Company that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of the Company in connection with my/our acceptance of the H Share Offer, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities, regulatory and/or legal requirements.
- I/We hereby warrant and represent to SAIC Motor and the Company that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable in respect of the jurisdiction where my/our address is located as set out in the register of members of the Company in connection with my/our acceptance of the H Share Offer.
- I/We understand that acceptance of the H Share Offer by me/us will constitute a warranty by me/us to SAIC Motor that the number of H Share(s) specified in this WHITE Form of Acceptance are fully paid and will be sold free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the date hereof, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the H Share Offer is made.
- I/We acknowledge that, save as expressly provided in the Composite Document and in this WHITE Form of Acceptance, all the acceptance, instructions, authorities and undertakings hereby given shall be unconditional and irrevocable.
- I/We acknowledge that my/our H Shares sold to SAIC Motor by way of acceptance of the H Share Offer will be registered under the name of SAIC Motor or its nominee(s).

本白色接納表格為要件，請即處理。

閣下如對本白色接納表格的任何方面或應採取的行動有任何疑問，應諮詢閣下的持牌證券商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。閣下如已出售或轉讓名下的所有H股，應立即將本白色接納表格連同隨附綜合文件交予買方或其他承讓人，或經手買賣或轉讓的持牌證券商或註冊證券機構或其他代理人以便轉交買方及承讓人。

向註冊地址位於香港境外司法權區的人士提出H股要約可能會遭受相關司法權區的法律禁止或受到影響。H股持有人倘為香港境外司法權區的公民、居民或國民，應尋求有關任何適用法律規定的適當法律意見，並知悉及遵守適用法律規定。有意接納H股要約的各人士有責任確保彼等已就接納H股要約全面遵守相關司法權區的法律，包括取得可能所需的任何政府、外匯管制或其他同意，遵守其他必要手續或法律規定，以及支付有關司法權區的任何轉讓或其他稅項。

任何H股持有人接納要約，將被視為構成該H股持有人向要約人和中金公司作出聲明及保證彼等已遵守當地法律及法規。H股持有人如有任何疑問，應諮詢其專業顧問。

H股要約屬無條件要約。本白色接納表格應與綜合文件一併閱覽。本表格的中英文本如有任何歧義，概以英文本為準。

#### 如何填寫本白色接納表格

- 如欲接納中金公司為代表上汽集團收購閣下名下H股而提出的H股要約，閣下應填妥及簽署本白色接納表格，並將整份白色接納表格連同不少於閣下擬接納H股要約的H股數目的有關H股股票及／或過戶收據及／或任何其他所有權文件（及／或就此所需的任何獲信納彌償保證）（如適用）送交H股過戶登記處，信封面註明「上海東正汽車金融股份有限公司—H股要約」，儘快以郵寄或專人送遞方式送達H股過戶登記處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖），惟無論如何須不遲於2022年10月6日下午四時正（香港時間）或要約人可能根據收購守則釐定及公佈的有關較後時間及／或日期。除非H股要約根據收購守則獲延期，否則於截止日期下午四時正（香港時間）後收到之白色接納表格將不獲受理。綜合文件附錄一的條文已納入並構成本白色接納表格的一部分。H股持有人於填寫本白色接納表格前，務請細閱綜合文件。
- 接納H股要約的程序**  
閣下如欲接納H股要約，應：
  - 於註明「將予轉讓之H股總數」的空格內填寫閣下有意接納H股要約的H股總數；
  - 簽署白色接納表格並附上有關H股股票、過戶收據及／或任何其他所有權文件（及／或就此所需的任何獲信納彌償保證）；及
  - 不遲於截止日期下午四時正（香港時間），或要約人可能根據收購守則釐定及公佈之較後時間及／或日期送交綜合文件附錄一所載就接納H股要約規定提交的全部文件至H股過戶登記處並完成相關程序。
- 倘閣下以代名人或其他身份代表另一名人持有H股，閣下應參閱綜合文件附錄一「接納要約及結算的程序」一節，尤其有關閣下應考慮的事宜。
- 警告：**請填上接納H股要約的H股總數。倘無填上數目或所填數目(i)與用作接納H股要約而提供的H股股票所代表之實物H股數目不符，或(ii)超過閣下登記持有的H股，則本白色接納表格將退回予閣下更正及重新遞交。任何經更正的白色接納表格須不遲於截止日期下午四時正（或要約人可能根據收購守則釐定及公佈的有關較後時間及／或日期）重新提交及送達H股過戶登記處。

#### 有關H股要約的白色接納表格

致：上汽集團、中金公司及H股過戶登記處

- 本人／吾等一經簽立本白色接納表格（無論該白色接納表格是否已註明日期），本人／吾等的繼承人及受讓人將受此約束，並表示：
    - 本人／吾等根據綜合文件及本白色接納表格所載代價及於其所載條款（包括「如何填寫本白色接納表格」一節所載條款）規限下，就本白色接納表格上所指定數目的H股不可撤回地接納由中金公司代表上汽集團所提出綜合文件所載的H股要約；
    - 本人／吾等不可撤回地指示及授權上汽集團及／或中金公司及／或其各自的代理人，代表本人／吾等根據隨附經本人／吾等正式簽署的過戶收據及／或任何其他所有權文件（及／或就此所需的任何獲信納彌償保證）（如適用），據此向H股過戶登記處領取本人／吾等就H股應獲發的H股股票，並將有關H股股票交付H股過戶登記處，且授權及指示H股過戶登記處根據H股要約的條款及條件持有該等H股股票，猶如該等H股股票已連同本白色接納表格一併交付H股過戶登記處；
    - 本人／吾等不可撤回地指示及授權上汽集團及／或中金公司及／或其各自的代理人，將本人／吾等根據H股要約的條款有權收取的現金代價以「不得流通—只准入抬頭人賬戶」方式開出的劃線支票（扣除本人／吾等就接納H股要約應付的賣方香港從價印花稅）儘快以普通郵遞方式寄發至下文所列人士及地址，或下文如無填上姓名及地址，則寄至本人或（如屬聯名登記獨立股東／海外股東）吾等的排名首位者在公司股東名冊所示的登記地址，郵遞風險概由本人／吾等承擔，惟無論如何須不遲於所有相關文件已由H股過戶登記處接獲以使H股要約接納完整及有效的日期起計七個營業日（定義見收購守則）內進行；  
*（在本欄填上應收取支票人士的姓名及地址（如與登記H股股東或聯名登記H股持有人排名首位者的姓名及地址不同）*  
**姓名：**（請用正楷填寫） \_\_\_\_\_  
**地址：**（請用正楷填寫） \_\_\_\_\_
  - 本人／吾等不可撤回地指示及授權上汽集團及／或中金公司及／或H股過戶登記處及／或其任何一方可就此指定的一名或多名人士，各自代表本人／吾等訂立及簽立按香港法例第117章印花稅條例規定本人／吾等作為根據H股要約出售H股股份的賣方而須訂立及簽立的成交單據，並按該條例的規定安排該單據加蓋印花及促使在本白色接納表格上加蓋簽註；
  - 本人／吾等不可撤回地指示及授權上汽集團及／或中金公司及／或其任何一方可能指定的一名或多名人士各自代表本人／吾等就本人／吾等接納H股要約填妥及簽立任何文件，並作出任何其他可能屬必要或適當的行動，以使本人／吾等根據H股要約提交以供接納的H股歸屬於上汽集團及／或其可能指定的一名或多名人士；
  - 本人／吾等向上汽集團及／或其可能指定的一名或多名人士承諾簽立可能屬必要或適當的其他文件並作出有關行動及事宜，以進一步確保本人／吾等根據H股要約提交以供接納的H股轉讓，將不附帶任何留置權、押記、購股權、申索、衡平權、不利權益、優先購買權、第三方權利或產權負擔，連同有關H股於提出H股要約當日或之後應計或附帶的所有權利，包括但不限於收取於提出H股要約當日或之後就根據H股要約提交以供接納的H股宣派、派付或作出的所有日後股息及其他分派（如有）的權利；及
  - 本人／吾等同意追認上汽集團、中金公司或其代理人或其任何一方可能指定的一名或多名人士就行使本白色接納表格所載任何授權時所作出或進行的各項或每項行動或事宜。
- 倘根據H股要約的條款，本人／吾等的接納為無效或視為無效，則上文第1段所載一切指示、授權及承諾均告終止，在此情況下，本人／吾等授權並要求閣下將本人／吾等的H股股票及／或過戶收據及／或任何其他所有權文件（及／或就此所需的任何獲信納彌償保證）（如適用），連同已正式註銷的本白色接納表格一併以普通郵遞方式退回上文所述人士及地址，或如無填上姓名及地址，則按公司股東名冊所示登記地址寄回本人或吾等當中之名列首位者（如屬H股聯名登記持有人），郵遞風險概由本人／吾等承擔。
- 附註：倘閣下寄發一份或多份過戶收據，而同時上汽集團及／或中金公司或其各自的代理人代表閣下向H股過戶登記處領取有關H股股票，則閣下將獲發H股股票而非過戶收據。
- 本人／吾等附上本人／吾等所持全部／部分H股的有關H股股票及／或過戶收據及／或任何其他所有權文件（及／或任何與此有關獲信納彌償保證）（如適用），由上汽集團及／或中金公司及／或H股過戶登記處及／或其任何一方可能指定的人士根據H股要約的條款予以保存。本人／吾等明白將不會就任何白色接納表格或任何H股股票及／或任何其他所有權文件（及／或任何與此有關獲信納彌償保證）（如適用）獲發收據。本人／吾等進一步表示明白，所有文件將以普通郵遞方式寄發，郵遞風險概由本人／吾等自行承擔。
  - 本人／吾等謹此向上汽集團、中金公司及H股過戶登記處及／或其任何一方可能指定的人士保證及聲明，本人／吾等為本白色接納表格指定的H股數目的登記H股股東，而本人／吾等擁有全部權利、權力及授權，以接納H股要約的方式向上汽集團提呈、出售、轉讓或轉移有關H股的所有權及擁有權（連同其所有累計或附帶之一切權利）。
  - 本人／吾等謹此向上汽集團及公司保證及聲明，本人／吾等已遵守本人／吾等於公司股東名冊所列地址所在司法權區關於本人／吾等接納H股要約方面的法律，包括取得可能所需的任何政府、外匯管制或其他同意以及任何登記或備案，亦已遵守一切必要手續、監管及／或法律規定。
  - 本人／吾等謹此向上汽集團及公司保證及聲明，本人／吾等將全面負責支付本人／吾等於公司股東名冊所列地址所在司法權區就本人／吾等接納H股要約應付的任何轉讓或其他稅項及徵稅。
  - 本人／吾等明白本人／吾等接納H股要約，將表示本人／吾等向上汽集團保證，本白色接納表格指定的H股數目已繳足並於出售時將不附帶任何留置權、押記、產權負擔、優先購買權以及任何性質的任何其他第三方權利，連同於本表格日期附帶的所有權利，包括收取於提出H股要約當日或之後宣派、作出或派付的所有股息及其他分派（如有）的權利。
  - 本人／吾等確認，除綜合文件及本白色接納表格訂明者外，謹此提供的所有接納、指示、授權及承諾將為無條件及不可撤回。
  - 本人／吾等確認以接納H股要約方式向上汽集團出售的本人／吾等的H股將以上汽集團或其代名人的名義登記。

# PERSONAL DATA

## Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of SAIC Motor, CICC and the H Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Privacy Ordinance").

### 1. Reasons for the collection of your personal data

To accept the H Share Offer for your H Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed.

### 2. Purposes

The personal data which you provide on this WHITE Form of Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in this WHITE Form of Acceptance and the Composite Document;
- registering transfers of the H Share(s) out of your name;
- maintaining or updating the relevant register of holders of the H Shares;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- establishing your entitlements under the H Share Offer;
- distributing communications from SAIC Motor and/or its subsidiaries or agents such as CICC and the H Share Registrar;
- compiling statistical code information and H Shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of SAIC Motor, CICC or the H Share Registrar;
- any other incidental or associated purposes relating to the above and/or to enable SAIC Motor, CICC and/or the H Share Registrar to discharge their obligations to the holders of the H Shares and/or regulators and other purpose to which the holders of the H Shares may from time by time agree to or be informed of.

### 3. Transfer of personal data

The personal data provided in this WHITE Form of Acceptance will be kept confidential but SAIC Motor, CICC and/or the H Share Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- SAIC Motor, its subsidiaries and/or agent(s), such as CICC and the H Share Registrar;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to SAIC Motor, CICC and/or the H Share Registrar in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as their bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities;
- any other persons or institutions whom SAIC Motor, CICC and/or the H Share Registrar consider(s) to be necessary or desirable in the circumstances.

### 4. Retention of Personal Data

SAIC Motor, CICC and/or the H Share Registrar will keep the personal data provided in this form for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Privacy Ordinance.

### 5. Access to and correction of personal data

The Privacy Ordinance provides you with rights to ascertain whether SAIC Motor, CICC and/or the H Share Registrar hold(s) your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Privacy Ordinance, SAIC Motor, CICC and the H Share Registrar have the right to charge a reasonable fee for the processing of any data access requests. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to SAIC Motor, CICC and/or the H Share Registrar (as the case may be).

**BY SIGNING THIS WHITE FORM OF ACCEPTANCE, YOU AGREE TO ALL OF THE ABOVE.**

## 個人資料

### 個人資料收集聲明

本個人資料收集聲明旨在知會閣下，上汽集團、中金公司及H股過戶登記處有關個人資料及香港法例第486章個人資料(私隱)條例(「私隱條例」)之政策及慣例。

#### 1. 收集閣下個人資料的原因

如就閣下的H股接納H股要約，閣下須提供所需的個人資料。倘閣下未能提供所需資料，則可能導致閣下的接納申請被拒或延誤。

#### 2. 用途

閣下於本白色接納表格提供的個人資料可能會用作、持有及/或保存(以任何方式)作下列用途：

- 處理閣下的接納及核實遵循本白色接納表格及綜合文件載列的條款及申請程序；
- 登記以閣下名義進行的H股轉讓；
- 保存或更新有關H股的持有人名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 確立閣下根據H股要約應得之配額；
- 自上汽集團及/或其附屬公司或代理人(例如中金公司及H股過戶登記處)收取通訊；
- 編製統計代碼資料及H股股東資料；
- 按法例、規則或規定(無論法定或非法定規定)作出披露；
- 披露有關資料以促進擁有權之申索；
- 有關上汽集團、中金公司或H股過戶登記處業務的任何其他用途；
- 與上文所述有關之任何其他附帶或相關用途及/或以便上汽集團、中金公司及/或H股過戶登記處解除彼等對H股持有人及/或監管機構之責任及H股持有人可能不時同意或獲悉之其他用途。

#### 3. 轉交個人資料

本白色接納表格提供的個人資料將作為機密資料妥當保存，但上汽集團、中金公司及/或H股過戶登記處為達致上述或其任何用途，可能作出必需的查詢，以確認個人資料的準確性；彼等尤其可能披露、獲取或轉交(無論在香港或香港以外地區)該等個人資料予下列任何及所有個人及實體，或自下列任何及所有個人及實體披露、獲取或轉交(無論在香港或香港以外地區)該等個人資料：

- 上汽集團、其附屬公司及/或代理人，例如中金公司及H股過戶登記處；
- 任何為上汽集團、中金公司及/或H股過戶登記處的業務經營提供行政、電訊、電腦、付款或其他服務的代理、承包商或第三方服務供應商；
- 任何監管或政府機構；
- 與閣下進行交易或建議進行交易的任何其他個人或機構，例如彼等的銀行、律師、會計師、持牌證券商或註冊證券機構；
- 上汽集團、中金公司及/或H股過戶登記處認為必需或適當情況下的任何其他個人或機構。

#### 4. 個人資料的保留

上汽集團、中金公司及/或H股過戶登記處將按收集個人資料所需的用途保留本表格所提供的個人資料。無需保留的個人資料將會根據私隱條例銷毀或處理。

#### 5. 查閱及更正個人資料

私隱條例賦予閣下權利確定上汽集團、中金公司及/或H股過戶登記處是否持有閣下之個人資料，索取該等資料副本及更正任何不正確資料。根據私隱條例，上汽集團、中金公司及/或H股過戶登記處有權就處理任何查閱資料之要求收取合理費用。所有關於查閱資料或更正資料或詢問關於政策及慣例及所持資料類別之要求，應向上汽集團、中金公司及/或H股過戶登記處(視乎情況而定)提出。

閣下一經簽署本白色接納表格即表示同意上述所有條款。