

CUSIP No. 91818X108

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D
(Amendment No.2*)
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)**

Under the Securities Exchange Act of 1934

Uxin Limited

(Name of Issuer)

Class A Ordinary Shares, par value US\$0.0001 per share

(Title of Class of Securities)

91818X108 ⁽¹⁾

(CUSIP Number)

**Robert B. Knauss
General Counsel and Managing Director
Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017**

with a copy to:

**Benjamin W. James, Esq.
Xiaoxi Lin, Esq.
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26th Floor, Gloucester Tower, The Landmark
15 Queen's Road Central, Hong Kong**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 4, 2020

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

⁽¹⁾ This CUSIP number applies to the Issuer's American Depositary Shares, each representing three Class A Ordinary Shares of the Issuer

CUSIP No. 91818X108

(1)	Names of Reporting Persons Redrock Holding Investments Limited (“ <u>Redrock</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 151,032,260 Class A Ordinary Shares ⁽¹⁾
	(8)	Shared Voting Power 0
	(9)	Sole Dispositive Power 151,032,260 Class A Ordinary Shares ⁽¹⁾
	(10)	Shared Dispositive Power 0
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 151,032,260 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 14.2%*	
(14)	Type of Reporting Person (See Instructions) CO	

(1) Consists of (i) 112,197,309 Class A Ordinary Shares of Uxin Limited (the “Issuer”) directly held by Redrock, represented by 37,399,103 American depositary shares and (ii) 38,834,951 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock in principal amount of US\$40 million, at a conversion price of \$1.03 per Class A Ordinary Shares, pursuant to the Convertible Note Purchase Agreement (see Item 3).

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus Private Equity XI, L.P. (“ <u>WP XI</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 91,338,759.34 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 91,338,759.34 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 91,338,759.34 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 8.6%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 67,854,264.37 Class A Ordinary Shares beneficially owned by WP XI through its 60.5% equity interest in Redrock, and (ii) 23,484,494.97 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI through its 60.5% equity interest in Redrock.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus Private Equity XI-B, L.P. (“ <u>WP XI-B</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 16,910,561.84 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 16,910,561.84 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 16,910,561.84 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 1.6%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 12,561,132.89 Class A Ordinary Shares beneficially owned by WP XI-B through its 11.2% equity interest in Redrock, and (ii) 4,349,428.96 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI-B through its 11.2% equity interest in Redrock.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus Private Equity XI-C, L.P. (“ <u>WP XI-C</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 387,979.26 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 387,979.26 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 387,979.26 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 0.04%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 288,096.76 Class A Ordinary Shares beneficially owned by WP XI-C through its 0.3% equity interest in Redrock, and (ii) 99,882.50 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI-C through its 0.3% equity interest in Redrock.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus XI (Asia), L.P. (“ <u>WP XI Asia</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 33,319,800.80 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 33,319,800.80 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 33,319,800.80 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 3.1%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 24,752,274.69 Class A Ordinary Shares beneficially owned by WP XI Asia through its 22.1% equity interest in Redrock, and (ii) 8,567,526.11 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI Asia through its 22.1% equity interest in Redrock.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus XI Partners, L.P. (“ <u>WP XI Partners</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 5,885,622.96 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 5,885,622.96 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 5,885,622.96 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 0.6%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 4,372,251.72 Class A Ordinary Shares beneficially owned by WP XI Partners through its 3.9% equity interest in Redrock, and (ii) 1,513,371.24 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI Partners through its 3.9% equity interest in Redrock.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons WP XI Partners, L.P. (“ <u>WP XIP</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	x
	(b)	o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 3,189,535.79 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 3,189,535.79 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 3,189,535.79 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
(13)	Percent of Class Represented by Amount in Row (11) 0.3%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 2,369,288.58 Class A Ordinary Shares beneficially owned by WP XIP through its 2.1% equity interest in Redrock, and (ii) 820,247.21 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XIP through its 2.1% equity interest in Redrock.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus LLC (“ <u>WP LLC</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization New York	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 151,032,260 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 151,032,260 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 151,032,260 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 14.2%*	
(14)	Type of Reporting Person (See Instructions) OO	

(1) Represents (i) 112,197,309 Class A Ordinary Shares beneficially owned by WP LLC as the manager of WP XI, WP XI-B, WP XI-C, WP XI Partners, WP XIP (collectively, the “WP XI Funds”) and WP XI Asia, and (ii) 38,834,951 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP LLC as the manager of WP XI Funds and WP XI Asia.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus XI, L.P. (“ <u>WP XI GP</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 117,712,459.20 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 11.1%*	
(14)	Type of Reporting Person (See Instructions) OO	

(1) Represents (i) 87,445,034.31 Class A Ordinary Shares beneficially owned by WP XI GP as the general partner of each of WP XI, WP XI-B, WP XI Partners and WP XIP, and (ii) 30,267,429.89 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI GP as the general partner of each of WP XI, WP XI-B, WP XI Partners and WP XIP.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons WP Global LLC (“ <u>WP Global</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 117,712,459.20 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 11.1%*	
(14)	Type of Reporting Person (See Instructions) OO	

(1) Represents (i) 87,445,034.31 Class A Ordinary Shares beneficially owned by WP Global as the general partner of WP XI GP, and (ii) 30,267,429.89 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP Global as the general partner of WP XI GP.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus Partners II, L.P. (“ <u>WPP II</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 117,712,459.20 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 11.1%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 87,445,034.31 Class A Ordinary Shares beneficially owned by WPP II as the managing member of WP Global, and (ii) 30,267,429.89 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WPP II as the managing member of WP Global.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus Partners GP LLC (“WPP GP LLC”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 117,712,459.20 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 11.1%*	
(14)	Type of Reporting Person (See Instructions) OO	

(1) Represents (i) 87,445,034.31 Class A Ordinary Shares beneficially owned by WPP GP LLC as the general partner of WPP II, and (ii) 30,267,429.89 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WPP GP LLC as the general partner of WPP II.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus & Co (“ <u>WP</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization New York	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 117,712,459.20 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 117,712,459.20 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 11.1%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 87,445,034.31 Class A Ordinary Shares beneficially owned by WP as the managing member of WPP GP LLC, and (ii) 30,267,429.89 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP as the managing member of WPP GP LLC.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus (Cayman) XI, L.P. (" <u>WP XI Cayman GP</u> ")	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 387,979.26 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 387,979.26 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 387,979.26 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 0.04%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 288,096.76 Class A Ordinary Shares beneficially owned by WP XI Cayman GP as the general partner of WP XI-C, and (ii) 99,882.50 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI Cayman GP as the general partner of WP XI-C.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus XI-C, LLC (“ <u>WP XI-C LLC</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 387,979.26 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 387,979.26 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 387,979.26 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 0.04%*	
(14)	Type of Reporting Person (See Instructions) OO	

(1) Represents (i) 288,096.76 Class A Ordinary Shares beneficially owned by WP XI-C LLC as the general partner of WP XI Cayman GP, and (ii) 99,882.50 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI-C LLC as the general partner of WP XI Cayman GP.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus (Bermuda) XI, Ltd. (“ <u>WP XI Bermuda</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Bermuda	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 387,979.26 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 387,979.26 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 387,979.26 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 0.04%*	
(14)	Type of Reporting Person (See Instructions) CO	

(1) Represents (i) 288,096.76 Class A Ordinary Shares beneficially owned by WP XI Bermuda as the general partner of WP XI Cayman GP, and (ii) 99,882.50 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI Bermuda as the general partner of WP XI Cayman GP.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus Partners II (Cayman), L.P. (“WPP II Cayman”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 33,707,780.06 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 33,707,780.06 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 33,707,780.06 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 3.2%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 25,040,371.45 Class A Ordinary Shares beneficially owned by WPP II Cayman (A) as the managing member of WP XI-C LLC and the sole shareholder of WP XI Bermuda, and (B) as the managing member of WP XI Asia GP LLC and (ii) 8,667,408.62 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WPP II Cayman (A) as the managing member of WP XI-C LLC and the sole shareholder of WP XI Bermuda and (B) as the managing member of WP XI Asia GP LLC.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus (Bermuda) Private Equity GP Ltd. (“ <u>WP Bermuda GP</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Bermuda	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 33,707,780.06 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 33,707,780.06 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 33,707,780.06 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 3.2%*	
(14)	Type of Reporting Person (See Instructions) CO	

(1) Represents (i) 25,040,371.45 Class A Ordinary Shares beneficially owned by WP Bermuda GP as the general partner of WPP II Cayman, and (ii) 8,667,408.62 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP Bermuda GP as the general partner of WPP II Cayman.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus XI (Asia) GP, L.P. (“ <u>WP XI Asia GP</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 33,319,800.80 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 33,319,800.80 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 33,319,800.80 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 3.1%*	
(14)	Type of Reporting Person (See Instructions) PN	

(1) Represents (i) 24,752,274.69 Class A Ordinary Shares beneficially owned by WP XI Asia GP as the general partner of WP XI Asia, and (ii) 8,567,526.11 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI Asia GP as the general partner of WP XI Asia.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

CUSIP No. 91818X108

(1)	Names of Reporting Persons Warburg Pincus XI (Asia) GP, LLC (“ <u>WP XI Asia GP LLC</u> ”)	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/> x
	(b)	<input type="checkbox"/> o
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions) OO	
(5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
(6)	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 33,319,800.80 Class A Ordinary Shares ⁽¹⁾
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 33,319,800.80 Class A Ordinary Shares ⁽¹⁾
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 33,319,800.80 Class A Ordinary Shares	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
(13)	Percent of Class Represented by Amount in Row (11) 3.1%*	
(14)	Type of Reporting Person (See Instructions) OO	

(1) Represents (i) 24,752,274.69 Class A Ordinary Shares beneficially owned by WP XI Asia GP LLC as the general partner of WP XI Asia GP, and (ii) 8,567,526.11 Class A Ordinary Shares assuming the full conversion of the convertible notes held by Redrock beneficially owned by WP XI Asia GP LLC as the general partner of WP XI Asia GP.

* Calculation is based upon the sum up of (i) 1,024,280,763 ordinary shares outstanding of the Issuer as of the date of this filing, and (ii) 38,834,951 Class A Ordinary Shares issued upon conversion of the convertible notes held by Redrock.

This Amendment No. 2 to Schedule 13D (this "Amendment No.2") amends and supplements the Schedule 13D originally filed by the Reporting Persons on June 18, 2019 (the "Original Schedule 13D") and Amendment No. 1 to Schedule 13D filed by the Reporting Persons on February 10, 2020 (the "Amendment No.1", and as amended and supplemented by this Amendment No.2, the "Schedule 13D"), relating to the Class A Ordinary Shares, par value \$0.0001 per share (the "Class A Ordinary Shares") of Uxin Limited, a Cayman Islands exempted company (the "Issuer").

Except as specifically amended by this Amendment No.2, items in the Original Schedule 13D and the Amendment No.1 are unchanged.

Item 3. Source and Amount of Funds.

Item 3 of the Original Schedule 13D is hereby supplemented by the following:

On October 4, 2020, the Issuer and the Investors entered into a Letter Agreement (the "Letter Agreement"). Pursuant to the Letter Agreement, on or prior to the second anniversary of the date of the Letter Agreement, if the Issuer enters into any definitive agreement (the "Definitive Agreement"), or otherwise proposes to issue or sell any equity securities (subject to certain exemptions, the "Additional Shares") for a consideration per ordinary share (on an as-converted basis) (the "New Issue Price") that is less than the conversion price of the Convertible Notes held by any Investor in effect on the date the Issuer fixes the issue price of such Additional Shares, (i) the Issuer shall give reasonable advance notice to such Investor and (ii) such Investor shall have a right but not an obligation to elect to convert all or a part of the outstanding principal amount and accrued but unpaid interest of its Convertible Note at a conversion price equal to the New Issue Price.

The Letter Agreement further provides that, (i) if an Investor elects to convert less than all of its outstanding principal amount and accrued but unpaid interest of its Convertible Notes, the conversion price of the remainder Convertible Notes of such Investor shall be as expressly provided in the Note Purchase Agreement but not equal to the New Issue Price, (ii) provided that the Company has complied with its obligations to give advance notice pursuant to the Letter Agreement, any conversion notice delivered by any Investor after the deadline set forth in the Letter Agreement will be disregarded and without any force or effect, (iii) on or prior to the second anniversary of the date of the Letter Agreement, if the Issuer, more than once, enters into any Definitive Agreement or otherwise proposes to issue or sell any Additional Shares at a consideration per share (on an as-converted basis) less than the then applicable conversion price of the Convertible Notes, the Investors' right to convert its Convertible Notes in accordance with the Letter Agreement will be applicable to each such entry, issuance or sale, and (iv) if the transactions contemplated by the Definitive Agreement or the issuance or sale of any Additional Shares described in the Letter Agreement fail(s) to be consummated, neither the Issuer nor any Investor shall have the obligation to effect the conversion set forth in the Letter Agreement.

Item 4. Purpose of the Transaction.

Item 4 of the Original Schedule 13D is hereby supplemented by the incorporation by reference of the information provided in Item 3.

Item 5. Interest in Securities of the Issuer.

(a) Items 7 through 11 and 13 (including the footnotes thereto) of each of the cover pages of this Amendment No.2 are incorporated by reference into this Item 5.

(b) Items 7 through 11 and 13 (including the footnotes thereto) of each of the cover pages of this Amendment No.2 are incorporated by reference into this Item 5.

(c) Except as set forth herein, to the knowledge of the Reporting Persons with respect to the persons named in response to Item 5(a), none of the persons named in response to Item 5(a) has effected any transactions in the Class A Ordinary Shares during the past 60 days.

(d) No person other than the persons listed is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities owned by any of the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Original Schedule 13D is hereby supplemented by the incorporation by reference of the information provided in Items 3, 4 and 5.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Original Schedule 13D is hereby supplemented by the following:

<u>Exhibit No.</u>	<u>Description</u>
99.4	Letter Agreement, dated October 4, 2020, by and among Uxin Limited, Redrock Holding Investments Limited, TPG Growth III SF Pte. Ltd. and 58.com Holdings Inc.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 5, 2020

Redrock Holding Investments Limited

By: /s/ David Sreter
Name: David Sreter
Title: Director

Warburg Pincus Private Equity XI, L.P.

By: Warburg Pincus XI, L.P., its general partner
By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Warburg Pincus Private Equity XI-B, L.P.

By: Warburg Pincus XI, L.P., its general partner
By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

Warburg Pincus Private Equity XI-C, L.P.

By: Warburg Pincus (Cayman) XI, L.P., its general partner
By: Warburg Pincus XI-C, LLC, its general partner
By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Authorised Signatory

Warburg Pincus XI (Asia), L.P.

By: Warburg Pincus XI (Asia) GP, L.P., its general partner
By: Warburg Pincus XI (Asia) GP, LLC, its general partner
By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Authorised Signatory

Warburg Pincus XI Partners, L.P.

By: Warburg Pincus XI, L.P., its general partner
By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner



WP XI Partners, L.P.

By: Warburg Pincus XI, L.P., its general partner
By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Warburg Pincus LLC

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: General Counsel and Managing Director

Warburg Pincus XI, L.P.

By: WP Global LLC, its general partner
By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

WP Global LLC

By: Warburg Pincus Partners II, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Warburg Pincus Partners II, L.P.

By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Warburg Pincus Partners GP LLC

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Warburg Pincus & Co.

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Warburg Pincus (Cayman) XI, L.P.

By: Warburg Pincus XI-C, LLC, its general partner
By: Warburg Pincus (Bermuda) XI, Ltd., its general partner
By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Authorised Signatory



Warburg Pincus XI-C, LLC

By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Authorised Signatory

Warburg Pincus (Bermuda) XI, Ltd.

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Authorised Signatory

Warburg Pincus Partners II (Cayman), L.P.

By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Authorised Signatory

Warburg Pincus (Bermuda) Private Equity GP Ltd.

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Authorised Signatory

Warburg Pincus XI (Asia) GP, L.P.

By: Warburg Pincus XI (Asia) GP, LLC, its general partner
By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Authorised Signatory

Warburg Pincus XI (Asia) GP, LLC

By: Warburg Pincus Partners II (Cayman), L.P., its managing member
By: Warburg Pincus (Bermuda) Private Equity GP Ltd., its general partner

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Authorised Signatory

Uxin Limited
Floor 3, No. 12 Beitucheng East Road,
Chaoyang District, Beijing, 100029, People's Republic of China

October 4, 2020

Redrock Holding Investments Limited
c/o Warburg Pincus Asia LLC, 450 Lexington Avenue, New York, NY 10017, USA
Fax: +1 (212) 716-8672
Email: steven.glenn@warburgpincus.com
Attn: Steven Glenn

with a copy to:
c/o Warburg Pincus Asia LLC, Suite 6703, Two International Finance Centre, 8 Finance Street, Central, Hong Kong
Fax: +852 2539 4322
Email: tiffany.tang@warburgpincus.com
Attn: Tiffany Tang

TPG Growth III SF Pte. Ltd.
80 Raffles Place, #15-01 UOB Plaza 1
Singapore 048624
E-mail: dmosse@tpg.com
Fax: +1 415 743 1601
Attn: David Mosse

58.com Holdings Inc.
Building 101
No. 10 Jiuxianqiao North Road Jia
Chaoyang District, Beijing, 100015
People's Republic of China
E-mail: conglin@58.com
Attn: Mr. Cong Lin

Re: CONVERTIBLE NOTE PURCHASE AGREEMENT AND CONVERTIBLE PROMISSORY NOTES

Ladies and Gentlemen:

Reference is made to the Convertible Note Purchase Agreement dated May 29, 2019 (the "Note Purchase Agreement"), by and between Uxin Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (the "Company"), Redrock Holding Investments Limited, a business company incorporated under the laws of the British Virgin Islands ("WP"), TPG Growth III SF Pte. Ltd., a private company limited by shares incorporated under the laws of Singapore ("TPG"), 58.com Holdings Inc., a business company incorporated under the laws of the British Virgin Islands (the "Strategic Investor"), together with WP and TPG, collectively the "Investors", and each an "Investor") and certain other parties thereto. Pursuant to the Note Purchase Agreement, the Company issued a promissory note to each Investor dated June 10, 2019 (each a "Note" and collectively the "Notes"). Capitalized terms used and not otherwise defined in this letter agreement have the meanings ascribed to them in the Note Purchase Agreement.

The parties hereby agree as follows:

1. ADJUSTMENT TO CONVERSION PRICE.

On or prior to the second (2nd) anniversary of the date hereof, if the Company shall enter into any definitive agreement (the “Definitive Agreement”) to, or shall otherwise propose to, issue or sell any Equity Securities other than the Exempted Securities (“Additional Shares”) for a consideration per Ordinary Share (on an as-converted basis) (the “New Issue Price”) that is less than the Conversion Price with respect to any Note held by any Investor in effect on the date on which the Company fixes the issue price for the Additional Shares, then notwithstanding anything to the contrary but without prejudicing other rights of the Investor under its Note, (i) the Company shall give reasonable (and in any event not less than ten (10) Business Days) advance notice to that Investor regarding (a) the proposed execution of the Definitive Agreement or such proposed issuance or sale of the Additional Shares (including the proposed New Issue Price) (the “New Issue Notice”) and (b) a best estimate of the date of consummation of the issue or sale of the Additional Shares (the “Closing Notice”), and (ii) regardless of whether the Company gives the New Issue Notice or the Closing Notice, such Investor shall have a right but not an obligation to elect, by delivery to the Company of a written notice (the “Conversion Notice”) which Conversion Notice shall, assuming the New Issue Notice and the Closing Notice are timely delivered to such Investor, be delivered by the such Investor at least three (3) Business Days prior to the date on which the transactions contemplated by the Definitive Agreement or such issuance or sale of the Additional Shares are consummated (the “Conversion Notice Delivery Deadline”), to convert all or a part of the outstanding Principal Amount and accrued but unpaid interest of its Note (including, for the avoidance of doubt, any interest accrued pursuant to Section 6 of the Note on any portion of the Principal Amount that has been converted prior to such conversion) into Conversion Shares at a Conversion Price that is equal to the New Issue Price (the “Conversion”). The Conversion Notice shall set out the exact amount of the outstanding Principal Amount and accrued but unpaid interest of such Note to be so converted. If Conversion is elected by an Investor, the Company shall effect the Conversion at a time substantially concurrently with the consummation of the transactions contemplated by the Definitive Agreement or such issuance or sale, it being agreed that the consummation of the Conversion shall be conditional upon the consummation of the transactions contemplated by the Definitive Agreement or such issuance or sale. For clarity, (A) if an Investor shall have elected in its Conversion Notice to convert less than all of (or none of) the outstanding Principal Amount and accrued but unpaid interest of its Note into Conversion Shares, the Conversion Price applicable for any subsequent conversion (other than any subsequent conversion pursuant to item (C) of the this sentence) of the remainder of the outstanding Principal Amount and accrued but unpaid interest of its Note (or any portion thereof) into Conversion Shares shall not be equal to the New Issue Price but shall be as expressly provided in the Note Purchase Agreement (as may be adjusted pursuant to the terms of the Note); (B) provided that the Company has complied with its obligation to give the New Issue Notice and the Closing Notice, any Conversion Notice (or modification to any previously delivered Conversion Notice) delivered to the Company after the Conversion Notice Delivery Deadline will be disregarded and will have no force or effect; (C) on or prior to the second (2nd) anniversary of the date hereof, if the Company shall, more than once, enter into any Definitive Agreement to, or otherwise propose to, issue or sell any Additional Shares for a consideration per Ordinary Share (on an as-converted basis) that is less than the Conversion Price with respect to any Note held by any Investor in effect on the date on which the Company fixes the issue price for such Additional Shares, this Section 1 shall apply to each such entry into Definitive Agreement, issuance or sale, and each applicable party hereto shall comply with its obligations pursuant to this Section 1 in connection with each such entry into Definitive Agreement, issuance or sale; and (D) if the transactions contemplated by the Definitive Agreement or the issuance or sale of any Additional Shares described in this Section 1 fail(s) to be consummated, neither the Company nor any Investor shall have the obligation to effect the Conversion pursuant to this Section 1. The Company shall take, or cause to be taken, all actions, execute and deliver, or cause to be executed and delivered, all documents and instruments (including any amendment to any Note(s) or any other Transaction Document) and to do, or cause to be done, all things necessary, proper, advisable or otherwise requested by any Investor to effect the Conversion in accordance with the foregoing.

For the purposes of this Section 1:

(a) “Equity Securities” of the Company means any shares of capital stock, membership interests, profits interests, ownership interests, equity interests, registered capital, or other equity securities of the Company, or any right, warrant, option, call, commitment, note, conversion privilege, preemptive right or other right to acquire any of the foregoing, or security convertible into or exchangeable or exercisable for any of the foregoing.

(b) “Exempted Securities” means Ordinary Shares (and/or rights, options or warrants therefor) (including any of such shares which are repurchased) issued to officers, directors, employees and consultants of any Group Company pursuant to any share incentive plans of the Company approved in accordance with the Company’s the memorandum and articles of association and the Investors’ Rights Agreement.

2. GENERAL PROVISIONS.

2.1 Governing Law; Third Party Rights; Arbitration. This letter agreement shall be governed and interpreted in accordance with the laws of the State of New York without giving effect to the conflicts of law principles thereof. Nothing in this letter agreement, express or implied, is intended to confer upon any Person, other than the parties hereto and their respective permitted successors and assigns and transferees, any rights or remedies under or by reason of this letter agreement, except as expressly provided in this letter agreement. Any Dispute shall be referred to and finally resolved by arbitration at the Hong Kong International Arbitration Centre in accordance with the Hong Kong International Arbitration Centre Administered Arbitration Rules then in force. In the case of any Dispute, there shall be three arbitrators. The claimant(s) shall have the right to appoint one arbitrator, the respondent(s) shall have the right to appoint another arbitrator, and the third arbitrator shall be appointed by the Hong Kong International Arbitration Centre. The language to be used in the arbitration proceedings shall be English. The seat of arbitration shall be Hong Kong. Each of the parties hereto irrevocably waives any immunity to jurisdiction to which it may be entitled or become entitled (including without limitation sovereign immunity, immunity to pre-award attachment, post-award attachment or otherwise) in any arbitration proceedings and/or enforcement proceedings against it arising out of or based on this letter agreement or the transactions contemplated hereby.

2.2 Other Notes. At the request of any two of the Strategic Investor, WP and TPG, the Company shall grant the same rights as set out under Section 1 to each of Clearvue, Magic Carpet and EBF (and their respective successors and permitted assigns) with respect to the promissory notes dated June 11, 2019 issued to them pursuant to the Note Purchase Agreement, and shall take, or cause to be taken, all actions, execute and deliver, or cause to be executed and delivered, all documents and instruments, and to do, or cause to be done, all things necessary, proper, advisable or otherwise requested by such Investor to effect the grant of such rights.

2.3 Amendment. This letter agreement shall not be amended, changed or modified, except by another agreement in writing executed by the parties hereto.

2.4 Execution in Counterparts. For the convenience of the parties hereto and to facilitate execution, this letter agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, and all of which together shall constitute but one and the same instrument.

2.5 Incorporation of Terms. The provisions of 8.5 (Binding Effect), 8.7 (Notices), 8.9 (Severability), 8.10 (Fees and Expenses), 8.11 (Confidentiality), 8.12 (Specific Performance), 8.14 (Headings) and 8.16 (No Waiver) of the Note Purchase Agreement shall be incorporated herein by reference and shall apply as if set forth in full herein, *mutatis mutandis*.

[Remainder of Page Intentionally Left Blank]

Regards,

Uxin Limited

By: /s/Kun Dai

Name: Kun Dai

Title: Authorized Signatory

Accepted and agreed as of the date first written above.

Redrock Holding Investments Limited

By: /s/Steven Glenn

Name: Steven Glenn

Title: Authorized Signatory

Accepted and agreed as of the date first written above.

TPG Growth III SF Pte. Ltd.

By: /s/ Brandon Vongsawad
Name: Brandon Vongsawad
Title: Director

Accepted and agreed as of the date first written above.

58.com Holdings Inc.

By: /s/ Jinbo Yao

Name: Jinbo Yao

Title: Authorized Signatory
