

Under the Securities Exchange Act of 1934

(Amendment No.1)*
UXIN LIMITED
(Name of Issuer)
Class A Ordinary Shares, par value US\$0.0001 per share
(Title of Class of Securities)
91818X108**
(CUSIP Number)
December 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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 a

**Listed CUSIP relates to the American Depositary Shares of the Issuer.

The information required in 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

SCHEDULE 13G/A
CUSIP No. 91818X108

1 Names of Reporting Persons
Kingkey New Era Auto Industry Limited
2 Check the appropriate box if a member of a Group (see instructions)
(a)

(b)
3 Sec Use Only

4 Citizenship or Place of Organization
British Virgin Islands
Number of Shares Beneficially Owned by Each Reporting Person With:

- 5 Sole Voting Power
0
6 Shared Voting Power
0(1)
7 Sole Dispositive Power
0
8 Shared Dispositive Power
0(1)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0
10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)
0%(1)
12 Type of Reporting Person (See Instructions)
00

(1) Kingkey New Era Auto Industry Limited as borrower had pledged 57,045,450 Class A Ordinary Shares it held ("Pledged Shares") pursuant to a share charge in favor of

SCHEDULE 13G/A
CUSIP No. 91818X108

1 Names of Reporting Persons
Kingkey New Era Auto Industry Global Limited
2 Check the appropriate box if a member of a Group (see instructions)
(a)

(b)
3 Sec Use Only

4 Citizenship or Place of Organization
British Virgin Islands
Number of Shares Beneficially Owned by Each Reporting Person With:

- 5 Sole Voting Power
0
6 Shared Voting Power
61,129,800 Class A Ordinary Shares(2)
7 Sole Dispositive Power
0
8 Shared Dispositive Power
61,129,800 Class A Ordinary Shares(2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
61,129,800 Class A Ordinary Shares
10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)
6.9%(3)
12 Type of Reporting Person (See Instructions)
00

(2) Kingkey New Era Auto Industry Global Limited is the record owner of these shares.
(3) Based on 880,659,899 outstanding ordinary shares as a single class as of December 31, 2018 as provided by the Issuer, being the sum of 839,850,038 Class A Ordinary

SCHEDULE 13G/A
CUSIP No. 91818X108

1 Names of Reporting Persons
First Tycoon Ventures Limited
2 Check the appropriate box if a member of a Group (see instructions)
(a)

(b)
3 Sec Use Only

4 Citizenship or Place of Organization
British Virgin Islands
Number of Shares Beneficially Owned by Each Reporting Person With:

- 5 Sole Voting Power
0
6 Shared Voting Power
61,129,800 Class A Ordinary Shares(4)
7 Sole Dispositive Power
0
8 Shared Dispositive Power
61,129,800 Class A Ordinary Shares(4)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
61,129,800 Class A Ordinary Shares
10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

6.9%(3)
12 Type of Reporting Person (See Instructions)
00
(3) Based on 880,659,899 outstanding ordinary shares as a single class as of December 31, 2018 as provided by the Issuer, being the sum of 839,850,038 Class A Ordin
(4) Kingkey New Era Auto Industry Global Limited is the record owner of these shares. Kingkey New Era Auto Industry Global Limited is a 56% owned subsidiary of First

SCHEDULE 13G/A
CUSIP No. 91818X108

1 Names of Reporting Persons
Sail Best Investments Limited
2 Check the appropriate box if a member of a Group (see instructions)
(a) []
(b) [X]
3 Sec Use Only
4 Citizenship or Place of Organization
British Virgin Islands
Number of Shares Beneficially Owned by Each Reporting Person With:
5 Sole Voting Power
0
6 Shared Voting Power
61,129,800 Class A Ordinary Shares(5)
7 Sole Dispositive Power
0
8 Shared Dispositive Power
61,129,800 Class A Ordinary Shares(5)
9 Aggregate Amount Beneficially Owned by Each Reporting Person
61,129,800 Class A Ordinary Shares
10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
 []
11 Percent of class represented by amount in row (9)
6.9%(3)
12 Type of Reporting Person (See Instructions)
00

(3) Based on 880,659,899 outstanding ordinary shares as a single class as of December 31, 2018 as provided by the Issuer, being the sum of 839,850,038 Class A Ordin
(5) Kingkey New Era Auto Industry Global Limited is the record owner of these shares. Kingkey New Era Auto Industry Global Limited is a 56% owned subsidiary of First

SCHEDULE 13G/A
CUSIP No. 91818X108

1 Names of Reporting Persons
Kingkey Investment Group Limited
2 Check the appropriate box if a member of a Group (see instructions)
(a) []
(b) [X]
3 Sec Use Only
4 Citizenship or Place of Organization
British Virgin Islands
Number of Shares Beneficially Owned by Each Reporting Person With:
5 Sole Voting Power
0
6 Shared Voting Power
61,129,800 Class A Ordinary Shares(6)
7 Sole Dispositive Power
0
8 Shared Dispositive Power
61,129,800 Class A Ordinary Shares(6)
9 Aggregate Amount Beneficially Owned by Each Reporting Person
61,129,800 Class A Ordinary Shares
10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
 []
11 Percent of class represented by amount in row (9)
6.9%(3)
12 Type of Reporting Person (See Instructions)
00

(3) Based on 880,659,899 outstanding ordinary shares as a single class as of December 31, 2018 as provided by the Issuer, being the sum of 839,850,038 Class A Ordin
(6) Kingkey New Era Auto Industry Global Limited is the record owner of these shares. Kingkey New Era Auto Industry Global Limited is a 56% owned subsidiary of First

SCHEDULE 13G/A
CUSIP No. 91818X108

1 Names of Reporting Persons
Chen Jiarong
2 Check the appropriate box if a member of a Group (see instructions)
(a) []
(b) [X]
3 Sec Use Only
4 Citizenship or Place of Organization
Hong Kong
Number of Shares Beneficially Owned by Each Reporting Person With:
5 Sole Voting Power
0
6 Shared Voting Power
75,893,890 Class A Ordinary Shares (7)
7 Sole Dispositive Power
0
8 Shared Dispositive Power
75,893,890 Class A Ordinary Shares (7)
9 Aggregate Amount Beneficially Owned by Each Reporting Person
75,893,890 Class A Ordinary Shares
10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
 []
11 Percent of class represented by amount in row (9)
8.6%(3)
12 Type of Reporting Person (See Instructions)
IN

(3) Based on 880,659,899 outstanding ordinary shares as a single class as of December 31, 2018 as provided by the Issuer, being the sum of 839,850,038 Class A Ordin
(7) Kingkey New Era Auto Industry Global Limited is the record owner of these shares. Kingkey New Era Auto Industry Global Limited is a 56% owned subsidiary of First

Schedule 13G/A
This Amendment No. 1 (this "Amendment") to the Schedule 13G filed with the Securities and Exchange Commission on February 11, 2018 (the "Schedule 13G") is being filed
This Amendment amends and restates the Schedule 13G as set forth below.

Item 1.
(a) Name of Issuer:
Uxin Limited
(b) Address of Issuer's Principal Executive Offices:
2-5/F, Tower E, LSHM Center, No. 8 Guangshun South Avenue, Chaoyang District, Beijing 100102, People's Republic of China

Item 2.
(a) Name of Person Filing:
Kingkey New Era Auto Industry Limited
Kingkey New Era Auto Industry Global Limited
First Tycoon Ventures Limited
Sail Best Investments Limited
Kingkey Investment Group Limited
Chen Jiarong
(collectively, "Reporting Persons")
(b) Address of Principal Business Office or, if None, Residence:
The address of principal business office of the Reporting Persons is 44/F, Office Tower, Convention Center, 1 Harbor Road, Wan Chai, Hong Kong.
(c) Citizenship:

Each of Kingkey New Era Auto Industry Limited, Kingkey New Era Auto Industry Global Limited, First Tycoon Ventures Limited, Sail Best Investments Limited and Kingkey Chen Jiarong is a citizen of Hong Kong.

(d) Title and Class of Securities:
Class A Ordinary Shares, par value US\$0.0001 per share

(e) CUSIP No.:

91818X108 (relates to the American Depositary Shares of the Issuer)

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
(b) Bank as defined in Section 3(a)(6) of the Act;
(c) Insurance company as defined in Section 3(a)(19) of the Act;
(d) Investment company registered under Section 8 of the Investment Company Act of 1940;
(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
(f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
(g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
(j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
(k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify.

Not applicable.

Item 4. Ownership

The following information with respect to the ownership of the ordinary shares of par value of \$0.0001 per share of Uxin Limited by each of the Reporting Persons is

| Reporting Person | Amount beneficially owned: | Percent of class: | Sole power to vote or direct the vote: | Shared power to vote or to direct the vote: |
|--|----------------------------|-------------------|--|---|
| Kingkey New Era Auto Industry Limited | 0 | 0 | 0 | 0 |
| Kingkey New Era Auto Industry Global Limited | 61,129,800 | 6.9 | 0 | 61,129,800 |
| First Tycoon Ventures Limited | 61,129,800 | 6.9 | 0 | 61,129,800 |
| Sail Best Investments Limited | 61,129,800 | 6.9 | 0 | 61,129,800 |
| Kingkey Investment Group Limited | 61,129,800 | 6.9 | 0 | 61,129,800 |
| Chen Jiarong | 75,893,890 | 8.6 | 0 | 75,893,890 |

For further details, please see Items 5, 6, 7, 8, 9 and 11 on the earlier pages.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of a class of the issuer's equity securities, the reporting person must disclose the date on which the reporting person ceased to be a beneficial owner of more than five percent of a class of the issuer's equity securities.

Item 6. Ownership of more than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.

Not applicable.

Item 8. Identification and classification of members of the group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2019

Kingkey New Era Auto Industry Limited

By: /s/ Chen Jiarong

Name/Title: Chen Jiarong, Director

Kingkey New Era Auto Industry Global Limited

By: /s/ Chen Jiarong

Name/Title: Chen Jiarong, Director

First Tycoon Ventures Limited

By: /s/ Chen Jiarong

Name/Title: Chen Jiarong, Director

Sail Best Investments Limited

By: /s/ Chen Jiarong

Name/Title: Chen Jiarong, Director

Kingkey Investment Group Limited

By: /s/ Chen Jiarong

Name/Title: Chen Jiarong, Director

Chen Jiarong

By: /s/ Chen Jiarong

Name: Chen Jiarong

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

EXHIBIT INDEX
Exhibit Description of Exhibit
99.1 Joint Filing Agreement

Exhibit 99.1
JOINT FILING AGREEMENT
The undersigned hereby acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments
[Signature page to follow]

IN WITNESS WHEREOF, the undersigned hereby execute this agreement as of February 12, 2019

Kingkey New Era Auto Industry Limited
By: /s/ Chen Jiarong
Name/Title: Chen Jiarong, Director
Kingkey New Era Auto Industry Global Limited
By: /s/ Chen Jiarong
Name/Title: Chen Jiarong, Director
First Tycoon Ventures Limited
By: /s/ Chen Jiarong
Name/Title: Chen Jiarong, Director
Sail Best Investments Limited
By: /s/ Chen Jiarong
Name/Title: Chen Jiarong, Director
Kingkey Investment Group Limited
By: /s/ Chen Jiarong
Name/Title: Chen Jiarong, Director
Chen Jiarong
By: /s/ Chen Jiarong
Name: Chen Jiarong