

CIMC VEHICLES

CIMC Vehicles (Group) Co., Ltd. 中集車輛 (集團) 股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1839)

PROXY FORM FOR THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2021 TO BE HELD ON WEDNESDAY, 29 SEPTEMBER 2021

Number of Shares to which this proxy form relates ^(Note 1)	A Share(s)
	H Share(s)

I/We^(Note 2) _____

of _____

being the registered holder(s) of a total of _____ A Share(s)/H Share(s)^(Note 3)
of RMB1.00 each in the capital of CIMC Vehicles (Group) Co., Ltd. (the "Company"), hereby appoint **THE CHAIRMAN of
the meeting** ^(Note 4), or _____

of _____,
as my/our proxy to attend the first extraordinary general meeting for 2021 (the "Extraordinary General Meeting") of the Company to be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the People's Republic of China (the "PRC") at 2:50 p.m. on Wednesday, 29 September 2021, or any adjourned meeting thereof and vote for me/us in respect of the resolutions as indicated below ^(Note 5 and 6). Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular (the "Circular") of the Company dated 13 September 2021.

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the plan regarding interim special dividend distribution for 2021;			
2.	To consider and approve the changes in the use of Proceeds from H Shares;			
ORDINARY RESOLUTIONS VOTED BY CUMULATIVE VOTING SYSTEM		Cumulative Voting^(Note 6) (Please fill in the number of Shares voted)		
3.	To consider and approve the election of Non-independent Directors of the second session of the Board:			
3.1	To elect Mr. Li Guiping as the executive Director of the second session of the Board;			
3.2	To elect Mr. Mai Boliang as the non-executive Director of the second session of the Board;			
3.3	To elect Mr. Wang Yu as the non-executive Director of the second session of the Board;			
3.4	To elect Mr. Huang Haicheng as the non-executive Director of the second session of the Board;			
3.5	To elect Mr. Chen Bo as the non-executive Director of the second session of the Board;			
3.6	To elect Mr. Zeng Han as the non-executive Director of the second session of the Board.			
4.	To consider and approve the election of the Independent Directors of the second session of the Board:			
4.1	To elect Mr. Cheng Hok Kai Frederick as the Independent Non-executive Director of the second session of the Board;			
4.2	To elect Mr. Feng Jinhua as the Independent Non-executive Director of the second session of the Board;			
4.3	To elect Mr. Fan Zhaoping as the Independent Non-executive Director of the second session of the Board.			

5.	To consider and approve the election of the non-employee representative Supervisors of the second session of the Supervisory Committee:			
5.1	To elect Ms. Wang Jinghua as the non-employee representative Supervisor of the second session of the Supervisory Committee;			
5.2	To elect Mr. Li Xiaofu as the non-employee representative Supervisor of the second session of the Supervisory Committee.			
ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
6.	To consider and approve the remuneration of the members of the second session of the Board;			
7.	To consider and approve the remuneration of the members of the second session of the Supervisory Committee;			
8.	To consider and approve the estimated continuing connected transactions/ordinary related party transactions with CIMC and its connected parties/related parties for years of 2022-2024;			
9.	To consider and approve the estimated ordinary related party transactions with Jiangsu Wanjing for years of 2022-2024;			
10.	To consider and approve the proposed entering into of the financial guarantees and performance bond framework agreement and the continuing connected/related party transactions; and			
11.	To consider and approve the proposed entering into of the deposit service framework agreement and the estimated continuing connected/related party transactions.			
SPECIAL RESOLUTION		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
12.	To consider and approve the amendments to the Articles of Association of the Company.			

Date: _____ 2021 Signature(s)^(Note 7): _____

Notes:

- Please insert the number of the Share(s) registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all of the Shares in the capital of the Company registered in your name(s).
- Please insert the full name(s) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
- Please insert the number of the Shares registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "**THE CHAIRMAN of the meeting or**" and insert the name and address of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote at the meeting in his stead. A proxy need not be a Shareholder of the Company but must attend the Extraordinary General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" OR WRITE THE NUMBER OF VOTES THAT YOU WISH TO VOTE FOR. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" OR WRITE THE NUMBER OF VOTES THAT YOU WISH TO AGAINST. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN" OR WRITE THE NUMBER OF VOTES THAT YOU WISH TO ABSTAIN FROM VOTING, AND YOUR VOTING WILL BE COUNTED IN THE TOTAL NUMBER OF VOTES CAST IN THAT RESOLUTION FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.**

If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- RESOLUTIONS (3) TO (5) SHALL ADOPT CUMULATIVE VOTING SYSTEM, I.E. THE NUMBER OF VOTES ENTITLED FOR EACH SHARE HELD BY THE SHAREHOLDERS EQUALS TO THE NUMBER OF PROPOSED DIRECTORS/SUPERVISORS AND A SHAREHOLDER MAY CAST ALL HIS/HER VOTES FOR A SINGLE CANDIDATE OF THE DIRECTORS/SUPERVISORS OR CAST BY SPLITTING HIS/HER VOTES TO CERTAIN CANDIDATES OF THE DIRECTORS/SUPERVISORS. IN PARTICULAR, THE NUMBER OF VOTES THAT EACH SHAREHOLDER SHALL BE ENTITLED TO CAST EQUALS TO THE NUMBER OF SHARES HELD BY HIM/HER MULTIPLIED BY THE NUMBER OF THE DIRECTORS/SUPERVISORS UPON WHOM HE/SHE CAN VOTE, WHEN ELECTING THE DIRECTORS/SUPERVISORS. SUCH VOTES MAY ONLY BE VOTED FOR THE CANDIDATES FOR THE DIRECTORS/SUPERVISORS OF THE COMPANY, AND THE CANDIDATES WHO HAVE THE MOST VOTES SHALL BE APPOINTED. HOWEVER, THE NUMBER OF VOTES CAST BY EACH SHAREHOLDER FOR THE ELECTION SHALL NOT EXCEED THE HIGHEST NUMBER OF CUMULATIVE VOTES. NO BALLOT WILL BE CAST UNDER "FOR", "AGAINST" OR "ABSTAIN" IN CUMULATIVE VOTING. IF SHAREHOLDERS DO NOT AGREE WITH A CANDIDATE, THEY MAY VOTE NIL ON THE CANDIDATE.**
- This proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same. If the proxy form is signed by an attorney of a Shareholder, the power of attorney authorising that attorney to sign or other document(s) of authorisation must be notarized.
- In case of joint holders of any Share, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such Shares as if he/she is solely entitled thereto. However, if more than one of such joint holders are present at the Extraordinary General Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- In order to be valid, the proxy form together with the power of attorney or other document(s) of authorisation (if any) must be deposited with the registered office of the Company in the PRC, at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong province, the PRC or the office of Investor Relations Department of the Company at Unit 1804, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC (for A Share Shareholders), or Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H Share Shareholders), not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof, as the case may be. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the Extraordinary General Meeting if he so wishes.
- Shareholders or their proxies attending the Extraordinary General Meeting shall produce their identity documents.