

# 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 SECOND EXTRAORDINARY GENERAL MEETING FOR 2024 TO BE HELD ON THURSDAY, 18 APRIL 2024

Number of Shares to which this proxy form relates <sup>(Note 1)</sup>	A Share(s)
	H Share(s)

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of a total of \_\_\_\_\_ A Share(s)/H Share(s)<sup>(Note 3)</sup> of RMB1.00  
each in the capital of CIMC Vehicles (Group) Co., Ltd. (the "Company"), hereby appoint **THE CHAIRMAN OF THE EGM**<sup>(Note 4)</sup>,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the second extraordinary general meeting for 2024 (the "EGM") 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 Thursday, 18 April 2024 or any adjourned meeting thereof and vote for me/us in respect of the resolutions as indicated  
below<sup>(Note 5)</sup>. Unless otherwise defined, capitalised terms used in this proxy form shall have the same meanings as defined in the  
offer document dated 27 March 2024 issued by the Company (the "Offer Document").

RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the resolution for approval of the H Share Buy-back Offer, the Voluntary Withdrawal of Listing, and the reduction of the registered capital of the Company			
2.	To consider and approve the resolution for authorising the Board and any persons authorised by the Board with full authority to take any actions in connection with the H Share Buy-back Offer and the Voluntary Withdrawal of Listing			

Date: \_\_\_\_\_ 2024 Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

#### 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 EGM is preferred, strike out the words "**THE CHAIRMAN OF THE EGM**, 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 EGM in its/his/her stead. A proxy needs not be a Shareholder of the Company but must attend the EGM 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 VOTE 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/her discretion, and your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM; provided that the Chairman of the EGM cannot exercise any discretion as to voting when acting as your proxy, and if you appoint the Chairman of the EGM as your proxy without giving any direction as to voting, your votes will not be cast. Any invalid vote or any waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution.
- This proxy form must be signed by you or your attorney duly authorised in writing. If the Shareholder is a legal person, that the instrument shall be affixed with the seal of the legal person or signed by its legal representative or the proxy authorised by a resolution of its board or other decision-making bodies. 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 shall be notarized.
- In case of joint holders of any Share, any one of such joint holders may vote at the EGM, either in person 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 EGM, in person or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- For H Shareholders, 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, the PRC, 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, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM (i.e. 2:50 p.m. on Wednesday, 17 April 2024) 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 EGM if it/he/she so wishes.
- Shareholders or their proxies attending the EGM shall produce their identity documents.