

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

(Stock Code: 1839)

## THE SECOND PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 22 JUNE 2020

The number of Shares to which this Second Proxy Form relates( )	
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I/We( ) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of a total of \_\_\_\_\_  
H Share(s)/Domestic Share(s)( ) of RMB1.00 each in the capital of CIMC Vehicles (Group) Co., Ltd. (the "Company"), hereby appoint **THE CHAIRMAN OF THE AGM**( ) , or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting of the Company to be held at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the People's Republic of China (the "PRC") at 2:30 p.m. on Monday, 22 June 2020 (the "AGM") or any adjournment thereof and vote for me/us in respect of the resolutions as indicated below( ). Unless otherwise defined, capitalized terms used in this Second Proxy Form shall have the same meanings as defined in the circular of the Company dated 28 April 2020 and the supplemental circular dated 3 June 2020.

ORDINARY RESOLUTIONS		For( )	Against( )	Abstain( )
1.	To consider and approve the Company's final financial accounts for the year ended 31 December 2019.			
2.	To consider and approve the Company's report for financial budget for the year ending 31 December 2020.			
3.	To consider and approve the Company's proposal of investment budget for the year ending 31 December 2020.			
4.	To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.45 per share (tax inclusive) in an aggregate amount of approximately RMB794.3 million for the year ended 31 December 2019.			
5.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's domestic auditor and PricewaterhouseCoopers as the Company's overseas auditor with a term until the next annual general meeting of the Company to be held in 2021, and to authorize the board of directors of the Company to determine their remuneration.			
6.	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2019.			
7.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2019.			
8.	To approve, confirm and ratify the continuing connected transaction contemplated under the Deposit Service Framework Agreement and the proposed annual caps for the years ending 31 December 2020 and 2021; and that any of the directors of the Company be and is hereby authorized to make any amendment to the Deposit Service Framework Agreement as he/she thinks desirable or necessary and to do all such further acts, execute such further documents and take all such steps which in his/her opinion may be necessary, desirable or appropriate to implement and/or give effect to the terms of such transactions.			
9.	To consider and approve the engagement of intermediaries for the A Share Offering and Listing on the ChiNext Market:	<del> </del>	<del> </del>	<del> </del>
	9.1 Proposed engagement of Haitong Securities Co., Ltd. as sponsor and lead underwriter for the A Share Offering and Listing of the Company;			
	9.2 Proposed engagement of PricewaterhouseCoopers Zhong Tian LLP as auditor for the A Share Offering and Listing of the Company;			
	9.3 Proposed engagement of Shu Jin Law Firm as the PRC lawyer of the issuer for the A Share Offering and Listing of the Company; and			
	9.4 Proposed engagement of Jia Yuan Law Office as the PRC lawyer of the sponsor (lead underwriter) for the A Share Offering and Listing of the Company.			
10.	To consider and approve the undertakings as to the A Share Offering and Listing on the ChiNext Market and restriction measures.			
11.	To consider and approve the amendments to the Connected Transaction Management Rules of CIMC Vehicles (Group) Co., Ltd..			
12.	To consider and approve the proposed appointment of Mr. Huang Haicheng as the non-executive director of the Company.			
SPECIAL RESOLUTIONS		For( )	Against( )	Abstain( )
13.	To consider and approve the external guarantee scheme of the Company for 2020.			
14.	To consider and, if thought fit, to approve the amendments to the Articles of Association as specified in the circular of the Company dated 28 April 2020.			
15.	To consider and, if thought fit, to approve the amendments to the Rules of Procedure for the General Meeting as specified in the circular of the Company dated 28 April 2020.			

16.	To consider and, if thought fit, to approve the grant of a general mandate to the Board to allot or issue, either separately or concurrently, (1) additional Domestic Shares not exceeding 20% of the aggregate number of the Domestic Shares in issue on the date of passing this resolution; and (2) additional H Shares not exceeding 20% of the aggregate number of the H Shares in issue on the date of passing this resolution, and to authorize the Board to make such corresponding amendments to the provisions of the Articles of Association as it think fit so as to reflect the new capital structure upon the allotment or issue of the Shares.			
17.	To consider and approve the plan for the A Share Offering and Listing on the ChiNext Market:			
	17.1 Class of shares;			
	17.2 Nominal value of share;			
	17.3 Offering size;			
	17.4 Target subscribers;			
	17.5 Offering price;			
	17.6 Method of offering;			
	17.7 Method of underwriting;			
	17.8 Timing of the offering and listing;			
	17.9 Proposed place of listing;			
	17.10 Validity period of the resolution; and			
	17.11 Rights of the shareholders of A Share.			
18.	To consider and approve the use of proceeds from A Share Offering and feasibility analysis on projects funded therefrom.			
19.	To consider and approve the grant of authorization by the general meeting for the Board to handle matters in relation to the A Share Offering and Listing on the ChiNext Market.			
20.	To consider and approve the plan of distribution of accumulated profits prior to the A Share Offering.			
21.	To consider and approve the profit distribution policy and shareholder return plan for the next three years following the A Share Offering and Listing on the ChiNext Market.			
22.	To consider and approve the plan of stabilization of the A Share price within three years following the A Share Offering and Listing on the ChiNext Market.			
23.	To consider and approve the dilution of current return as a result of A Share Offering and remedial measures.			
24.	To consider and approve the Articles of Association (Draft) and appendixes thereto which become effective upon the A Share Offering and Listing on the ChiNext Market.			

Date: \_\_\_\_\_ 2020

Signature(s) \_\_\_\_\_ ) :

- Please insert the number and type of share(s) registered in your name(s) relating to this second form of proxy (the "Second Proxy Form"). If no number is inserted, this Second 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 Shares registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the AGM is preferred, strike out the words "**THE CHAIRMAN OF THE AGM**" and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the AGM. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN", 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 AGM other than those referred to in the supplemental notice convening the AGM.
- This Second 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 this Second Proxy Form is signed by an attorney of the 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 AGM, either personally or by proxy, in respect of such Shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the AGM, 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, this Second Proxy Form together with the power of attorney or other document(s) of authorisation (if any) must be deposited with, (i) in the case of holders of Domestic Shares, the registered office of the Company in the PRC, at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC; or (ii) in the case of holders of H Shares, Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof, as the case may be.
- Shareholders or their proxies attending the AGM shall produce their identity documents.
- IMPORTANT: Shareholder(s) who has already lodged the First Proxy Form (the "First Proxy Form") with the Company which was sent together with the notice of AGM dated 28 April 2020 should note that:**
  - If no Second Proxy Form is lodged with the Company's H Share Registrar (for holders of H Shares) or the registered office of the Company in PRC (for holders of Domestic Shares), the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder(s) will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly proposed at the AGM (including, if properly proposed, the resolutions as set out in the supplemental notice enclosed in the supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
  - If this Second Proxy Form is lodged with the Company's H Share Registrar (for holders of H Shares) or the registered office of the Company in PRC (for holders of Domestic Shares) 24 hours prior to the time fixed for holding the AGM or any adjournment thereof (the "Closing Time"), this Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. This Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder(s).
  - If this Second Proxy Form is lodged with the Company's registered office or H Share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this Second Proxy Form will be invalid. The proxy so appointed by the Shareholder(s) under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged. Accordingly, Shareholder(s) are advised to complete this Second Proxy Form carefully and lodge this Second Proxy Form with the Company's H Share Registrar (for holders of H Shares) or the registered office of the Company in PRC (for holders of Domestic Shares) before the Closing Time.
- Completion and return of the First Proxy Form or the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wish.