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

(A [illegible] C[illegible])

(Stock Code: 1839)

FORM OF PROXY FOR THE SECOND H SHAREHOLDERS CLASS MEETING OF 2020 TO BE HELD ON WEDNESDAY, 30 SEPTEMBER 2020

Number of H Shares to which this form of proxy relates[1]	

I/We[2] _____

of _____

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

of _____,

as my/our proxy to attend the second class meeting of 2020 (the "**Second H Shareholders Class Meeting of 2020**") of the holders (the "**H Shareholders**") of the H shares (the "**H Shares**") of the Company to be held at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the People's Republic of China (the "**PRC**") on Wednesday, 30 September 2020 immediately after the conclusion of the Second Domestic Shareholders Class Meeting of 2020 or any adjourned meeting thereof and vote for me/us in respect of the resolutions as indicated below[5]. 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 14 September 2020.

	ORDINARY RESOLUTION	**For**[5]	**Against**[5]	**Abstain**[5]
1.	To consider and approve the proposal on amendments to the Connected Transaction Management Rules of CIMC Vehicles (Group) Co., Ltd.;			
	SPECIAL RESOLUTION			
2.	To consider and approve the proposal on amendments to the Articles of Association (Draft) and appendixes thereto which become effective upon the Initial Public Offering of RMB Ordinary Shares (A Shares) and Listing on the ChiNext Market of the Company.			

Date: _____ 2020 Signature(s)[6]: _____

Notes:

1. Please insert the number of H Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the H Shares in the capital of the Company registered in your name(s).
2. Please insert the full name(s) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
3. Please insert the number of H Shares registered in your name(s) and delete as appropriate.
4. 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 H Shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the Second H Shareholders Class Meeting of 2020 in person to represent you. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
5. **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 Second H Shareholders Class Meeting of 2020 other than those referred to in the notice convening the Second H Shareholders Class Meeting of 2020. Any invalid vote or any waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution.
6. 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 the H shareholder, the power of attorney authorising that attorney to sign or other document(s) of authorisation must be notarized.
7. In case of joint holders of any H Share, any one of such joint holders may vote at the Second H Shareholders Class Meeting of 2020, either personally or by proxy, in respect of such H Shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Second H Shareholders Class Meeting of 2020, 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).
8. 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, 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 Second H Shareholders Class Meeting of 2020 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 Second H Shareholders Class Meeting of 2020 if he so wishes.
9. H Shareholders or their proxies attending the Second H Shareholders Class Meeting of 2020 shall produce their identity documents.