

# CIMC VEHICLES

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

(Stock Code: 1839)

### PROXY FORM FOR THE 2021 ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 31 MAY 2022

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

I/We( ) \_\_\_\_\_

of \_\_\_\_\_

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

of \_\_\_\_\_  
as my/our proxy to attend the 2021 annual general meeting (the “2021 Annual 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 2:30 p.m.  
on Tuesday, 31 May 2022, or any adjourned meeting thereof and vote for me/us in respect of the resolutions as indicated below ( ).  
Unless otherwise defined, capitalized terms used in this proxy form shall have the same meanings as defined in the circular (the  
“Circular”) of the Company dated 28 April 2022.

ORDINARY RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the 2021 Annual Report, the summary of the annual report for 2021 and the final financial accounts for 2021.			
2.	To consider and approve the investment plan for 2022.			
3.	To consider and approve the fund plan for 2022:			
	3.1 The proposal on guarantee plans for subsidiaries and their distributors and customers in 2022.			
	3.2 The proposal on external guarantees and related party/connected transactions.			
4.	To consider and approve the profit distribution plan for 2021.			
5.	To consider and approve the proposal on engagement of auditor for 2022.			
6.	To consider and approve the proposed amendments to the Management Rules for External Guarantees.			
7.	To consider and approve the proposal on the purchase of liability insurance for Directors, Supervisors and Senior Management.			
8.	To consider and approve the work report of the Board for 2021.			
9.	To consider and approve the work report of the Supervisory Committee for 2021.			
10.	To consider and approve the proposed amendments to the Terms of Reference for the Independent Non-executive Directors.			
11.	To consider and approve the proposal of By-election of the Non-executive Director of the Second Session of the Board and his proposed remuneration.			
SPECIAL RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
12.	To consider and approve the proposed amendments to the Articles of Association.			
13.	To consider and approve the proposed amendments to the Rules of Procedure for the General Meeting.			
14.	To consider and approve the proposed grant of general mandate to issue new shares.			

Date: \_\_\_\_\_ 2022

Signature(s)( ):

1. 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).
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 the 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**” 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 2021 Annual General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED 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 2021 Annual General Meeting other than those referred to in the notice convening the 2021 Annual General Meeting.

6. 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 authorized 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 authorization shall be notarized.
7. In case of joint holders of any Share, any one of such joint holders may vote at the 2021 Annual 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 2021 Annual 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).
8. 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 province, 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, Wan Chai, Hong Kong, not less than 24 hours before the time fixed for holding the 2021 Annual General Meeting (i.e. no later than 2:30 p.m. on Monday, 30 May 2022) 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 2021 Annual General Meeting if he so wishes.
9. Shareholders or their proxies attending the 2021 Annual General Meeting shall produce their identity documents.