

CIMC Vehicle (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 ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 31 MAY 2021

The number of Shares to which this proxy form relates ^(Note 1)	Domestic Shares
	H Shares

I/We^(Note 2) _____

of _____

being the registered holder(s) of a total of _____ H Share(s)/Domestic 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 AGM**^(Note 4), or _____

of _____, as my/our proxy to attend the 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 Monday, 31 May 2021 (the "AGM") or any adjournment thereof and vote for me/us in respect of the resolutions as indicated below^(Note 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 26 April 2021.

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the Company's final financial accounts for 2020.			
2.	To consider and approve the Company's report for financial budget for 2021.			
3.	To consider and approve the Company's proposal on investment plans for 2021.			
4.	To consider and, if thought fit, to approve the Company's profit distribution proposal for 2020, that is, it is recommended not to pay any final dividend for the year ended 31 December 2020.			
5.	To consider and approve the re-appointment of auditors for 2021, that is, to re-appoint 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 2022, and to authorize the board of directors of the Company to determine their remuneration.			
6.	To consider and approve the Company's report of the board of directors for 2020.			
7.	To consider and approve the Company's report of the Supervisory Committee for 2020.			
SPECIAL RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
8.	To consider and approve the Company's external guarantee scheme for 2021.			
9.	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.			
10.	To consider and approve the proposed extension of the validity period of the A Share Offering Plan and the Authorization concerning the A Share Offering.			

Date: _____ 2021

Signature(s)^(Note 6): _____

Notes:

- Please insert the number and type of 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 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. A shareholder entitled to attend and vote at the AGM 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 AGM 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 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 notice convening the AGM. 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. 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 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, the 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 17M 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. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the AGM if he so wishes.
- Shareholders or their proxies attending the AGM shall produce their identity documents.