

CIMC ENRIC

CIMC Enric Holdings Limited 中集安瑞科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3899)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING to be held on Thursday, 19 October 2023 (or at any adjournment thereof)

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of
HKD0.01 each in the capital of CIMC Enric Holdings Limited (the “Company”) HEREBY APPOINT^(Note 3) _____
of _____
or failing him, the chairman of the meeting, as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of
the Company to be held at Room 2102, 21/F, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Thursday, 19 October 2023 at
3 p.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) as
indicated below or, if no such indication is given as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this form of proxy
shall have the same meanings as those defined in the circular of the Company dated 25 September 2023.

	ORDINARY RESOLUTIONS ^(Note 4)	For ^(Note 5)	Against ^(Note 5)
1.	The revised annual caps for the Sales Transactions contemplated under the Master Sales Agreement (2022) in the amounts of RMB776 million, RMB1,054 million and RMB1,181 million for the three years ending 31 December 2025 respectively (the “Revised Sales Annual Caps”), and the transactions contemplated thereunder be and are hereby approved; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Revised Sales Annual Caps.		
2.	The revised annual caps for the Procurement Transactions contemplated under the Master Procurement Agreement (2022) in the amounts of RMB686 million, RMB819 million and RMB903 million for the three years ending 31 December 2025 respectively (the “Revised Procurement Annual Caps”), and the transactions contemplated thereunder be and are hereby approved; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Revised Procurement Annual Caps.		

Date: _____ Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolutions is set out in the Notice of Extraordinary General Meeting contained in the circular of the Company dated 25 September 2023 which is sent to the shareholders of the Company together with this form of proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
- Where there are joint holders of any share in the Company, any one of such joint holder may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting (as the case may be).
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- Submission of this proxy form shall not preclude you from attending the meeting or any adjourned meeting thereof and voting in person should you so wish, but your proxy’s authority to vote on a resolution is to be regarded as revoked if you attend in person at the meeting and vote on that particular resolution.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the meeting will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which will include your and your appointed proxy’s names and mailing addresses.
The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company’s extraordinary general meeting and instructions. Your supply of the Personal Data to the Company and/or its branch share registrar is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will not be transferred to any party outside the Company or its branch share registrar, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request.
The Personal Data collected in this proxy form will be retained for such period as may be necessary for our record, verification and notification purposes, and this proxy form together with the Personal Data contained in this form will be destroyed no later than 1 year after the extraordinary general meeting.
You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of the Personal Data should be in writing and sent by post to the Privacy Compliance Officer of Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.