

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 ANNUAL GENERAL MEETING to be held on Monday, 20 May 2013 (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 annual general meeting (or at any adjournment thereof) of the Company to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 20 May 2013 at 11:00 a.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.

	ORDINARY RESOLUTIONS ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and consider the audited consolidated financial statements and the directors' and independent auditor's reports for the year ended 31 December 2012		
2.	To declare a final dividend in respect of 2012 of HKD0.07 per ordinary share and HKD0.07 per non-redeemable convertible preference share		
3.	(1) To re-elect Mr. Petrus Gerardus Maria van der Burg as director		
	(2) To re-elect Mr. Tsui Kei Pang as director		
	(3) To re-elect Mr. Zhang Xueqian as director		
	(4) To authorise the board of directors to fix the remuneration of directors		
4.	To re-appoint PricewaterhouseCoopers and to authorise the board of directors to fix the remuneration of auditor		
5.	To grant a general mandate to the directors to issue shares		
6.	To grant a general mandate to the directors to repurchase shares		
7.	To extend the general mandate to be given to the directors to issue shares by addition thereto the share repurchased by the Company		

Date: _____

Signature ^(Note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. The full text of the resolutions is set out in the Notice of Annual General Meeting contained in the circular of the Company dated 9 April 2013 which is sent to the shareholders of the Company together with this form of proxy.
5. **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.
6. 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.
7. 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.
8. 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 17M 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).
9. 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.
10. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
11. 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.