

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 Friday, 10 August 2018 (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 ("EGM") (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 Friday, 10 August 2018 at 3:00 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.

ORDINARY RESOLUTIONS (Note 4)		FOR (Note 5)	AGAINST (Note 5)
1.	(a) To approve the grant of specific mandate to the Directors regarding the issue and allotment of an aggregate of maximum number of 50,000,000 Restricted shares (out of which an aggregate of a maximum number of 15,570,000 Connected Restricted Shares to Connected Selected Participants and an aggregate of a maximum number of 34,430,000 Other Restricted Shares to Other Selected Participants) to the Trustee to hold on trust for Selected Participants for participation in the Scheme (a copy of which has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder; (b) to approve the grant of 1,000,000 Restricted Shares pursuant to the Scheme to Mr. Gao Xiang; (c) to approve the grant of 1,200,000 Restricted Shares pursuant to the Scheme to Mr. Yang Xiaohu; (d) to approve the grant of 400,000 Restricted Shares pursuant to the Scheme to Mr. Yu Yuqun; (e) to approve the grant of 400,000 Restricted Shares pursuant to the Scheme to Mr. Wang Yu; (f) to approve the grant of 400,000 Restricted Shares pursuant to the Scheme to Mr. Zeng Han; (g) to approve the grant of an aggregate of a maximum of 12,170,000 Restricted Shares pursuant to the Scheme to 36 directors of certain subsidiaries of the Company who are connected persons to the Company; and (h) to authorize any one Director to do all things and sign all documents in connection with the implementation of the Scheme, including the grant of the Restricted Shares pursuant to the Scheme.		
2.	To re-elect Mr. Zeng Han as director.		

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 EGM (OR ANY ADJOURNMENT THEREOF) WILL ACT AS YOUR PROXY.**
- 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 July 2018 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 EGM (or any adjournment thereof) other than those referred to in the notice convening the EGM.
- 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 holders may vote at the EGM (or any adjournment thereof), 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 EGM (or any adjournment thereof), 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 delivered to 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 EGM (or any adjournment thereof).
- A member of the Company entitled to attend and vote at the EGM (or any adjournment thereof) 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.
- Completion and return of the form of proxy will not preclude Shareholder from attending and voting at the EGM (or any adjournment meeting) if they such wish, and in such event, the form of proxy shall be deemed to be revoked.
- 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 EGM (or any adjournment thereof) will be taken by poll except where the chairman of the EGM (or any adjournment thereof), 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.
- Unless the context requires otherwise, terms defined in the circular of the Company dated 25 July 2018 have the same meanings in this form of proxy.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which will include your and your appointed proxy's name and mailing address.
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 Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.