



**CHINA EVERGRANDE NEW ENERGY VEHICLE GROUP LIMITED**

中國恒大新能源汽車集團有限公司

(a company incorporated in Hong Kong with limited liability)

(Stock code: 708)

**FORM OF PROXY**

**General Meeting — 20 October 2020 (Tuesday)**

Number of shares to which this proxy form relates (Note 1)	
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I/We<sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of China Evergrande New Energy Vehicle Group Limited (the “Company”), HEREBY APPOINT<sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him/her, the chairman of the General Meeting as my/our proxy to vote and act for me/us at the General Meeting and at any adjournment thereof to be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 20 October 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the General Meeting and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Please put a ✓ in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll:

ORDINARY RESOLUTIONS (Note 5)		FOR (Note 4)	AGAINST (Note 4)
1.	To consider and approve the Proposed Issue of RMB Shares and the Specific Mandate, including:	/	
	(1) Nature of RMB Shares;		
	(2) Number of RMB Shares to be issued;		
	(3) Number of RMB Shares offered by the Shareholders;		
	(4) Price of RMB Shares and method of pricing;		
	(5) Method of issuance;		
	(6) Target subscribers;		
	(7) Place of listing of RMB Shares;		
	(8) Method of underwriting;		
	(9) Solo Sponsor and lead underwriter;		
	(10) RMB Shares cannot be moved outside of the PRC or to the Hong Kong Register;		
	(11) Non-fungibility between the RMB Shares and the Hong Kong Shares;		
	(12) Use of Proceeds; and		
	(13) Valid period of the resolutions.		
	“THAT subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised and granted the Specific Mandate to allot, issue and deal with up to 1,555,867,058 RMB Shares as may be issued under the Proposed Issue of RMB Shares as further described in the Circular (including but not limited to the particulars as set out in the section headed “Resolution on the Proposed Issue of RMB Shares and the Specific Mandate” in the Circular), provided that the Specific Mandate shall be in addition to and shall not prejudice or revoke the existing general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 26 June 2020.”		
2.	To consider and approve the authorisation to the Board to deal with matters relating to the Proposed Issue of RMB Shares.		
3.	To consider and approve the plan for distribution of profits accumulated and uncovered loss bearing before the Proposed Issue of RMB Shares.		
4.	To consider and approve the price stabilisation plan of RMB Shares for three years after the Proposed Issue of RMB Shares.		

ORDINARY RESOLUTIONS (Note 5)		FOR (Note 4)	AGAINST (Note 4)
5.	To consider and approve the profit distribution plan for Shareholders for three years after the Proposed Issue of RMB Shares.		
6.	To consider and approve the use of proceeds from the Proposed Issue of RMB Shares.		
7.	To consider and approve the impact of dilution on immediate return by the Proposed Issue of RMB Shares and relevant recovery measures.		
8.	To consider and approve the undertakings and the corresponding binding measures in connection with the Proposed Issue of RMB Shares.		
9.	To consider and approve the adoption of policy governing the procedures for the holding of general meetings.		
10.	To consider and approve the adoption of policy governing the procedures for the holding of board meetings.		
11.	To consider and approve the authorisation to the Board to review and confirm related party transactions during the period from 1 January 2017 to 30 September 2020.		
SPECIAL RESOLUTION (Note 5)		FOR (Note 4)	AGAINST (Note 4)
12.	<p>To consider and approve the amendments to the Articles of Association:  “THAT subject to and conditional upon the passing of ordinary resolution numbered “1” above:</p> <p>(1) the amendments to the Articles of Association as set forth in Appendix IV to the Circular be and are hereby approved;</p> <p>(2) the amended articles of association of the Company reflecting the amendments referred to in sub-paragraph (1) above and initialed by the Chairman of the General Meeting for the purpose of identification, be approved and the same be adopted in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of listing of the RMB Shares on the Sci-Tech Board; and</p> <p>(3) any one director of the Company be and is hereby authorised to do all such acts, deeds, and things and execute all documents as he or she considers necessary or desirable to give effect and implement the above amendments to the Articles of Association.”</p>		

*Notes:*

- 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 in the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy. If no name is inserted, the chairman of the General Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the General Meeting other than those referred to in the Notice of General Meeting.
- The full text of the resolutions are set out in the Notice of General Meeting dated 26 September 2020.
- 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 common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company’s share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for the holding of the General Meeting and any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the General Meeting.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “**Personal Data**” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- Your supply of Personal Data to the Company is on a voluntary basis. The Company may not be able to process your appointment of proxy and instructions if you fail to provide sufficient information.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of the Company’s Share Registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.