

# 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 THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 25 AUGUST 2014 (OR AT ANY ADJOURNMENT THEREOF)

I/We, <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary shares of HKD0.01 each in the  
capital of CIMC Enric Holdings Limited (the "Company"), HEREBY APPOINT <sup>(3)</sup> \_\_\_\_\_  
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 United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 25 August 2014 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 RESOLUTION <sup>(4)</sup>	FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
To approve, confirm and ratify the Agreement and the transactions contemplated thereunder and to approve the allotment and issue to the Vendor of 39,740,566 Consideration Shares credited as fully paid-up at the issue price of HK\$10.60 per Consideration Share, as consideration for the Acquisition.		

# Capitalised terms have the meanings ascribed to them in the circular of the Company dated 30 July 2014 (the "Circular") and full text of the Ordinary Resolution is set out in the Notice of Extraordinary General Meeting.

Date: \_\_\_\_\_

Signature <sup>(6)</sup>: \_\_\_\_\_

#### 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 be related 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 resolution is set out in the Notice of Extraordinary General Meeting contained in the circular of the Company dated 30 July 2014 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".** If you wish to vote only part of the number of shares registered in your name(s) to which this proxy form relates, please state the exact number of shares in lieu of a tick in the relevant box. 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 or to abstain 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 common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s).
7. Where there are joint holders of any share in the Company, anyone of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
8. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such 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 meeting (or any adjourned meeting thereof).
9. Any member of the Company entitled to attend and vote at the meeting (or any adjourned meeting thereof) is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company.
10. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should 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.

#### 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 you 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 form of proxy will be retained for such period as may be necessary for our record, verification and notification purposes, and this form of proxy 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.