

HUAZHONG IN-VEHICLE HOLDINGS COMPANY LIMITED

華眾車載控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 6830)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 29 MAY 2015

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10
each in the share capital of Huazhong In-Vehicle Holdings Company Limited (the “Company”) hereby appoint the chairman of the annual general meeting of
the Company (the “Meeting”) ^(Note 3) or _____

of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the Meeting to be held at 中國浙江省寧波市象山縣西周鎮鎮安
路104號象山華翔國際酒店華翔山莊三樓詩蘭姆廳 (Shilanmuting, 3/F., Huaxiangshanzhuang, Xiangshan Huaxiang International Hotel, No.104, Zhen’ an
Road, Xizhou Town, Xiangshan County, Ningbo, Zhejiang, China *) on Friday, 29 May 2015 at 2:30 p.m. (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS	FOR	AGAINST
1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors of the Company (the “Director(s)”) and the auditors of the Company for the year ended 31 December 2014.		
2. To re-elect Mr. Chang Jingzhou as an executive Director.		
3. To re-elect Mr. Wang Yuming as a non-executive Director.		
4. To re-elect Mr. He Jifeng as a non-executive Director.		
5. To re-elect Mr. Guan Xin as a non-executive Director.		
6. To re-elect Mr. Wong Luen Cheung Andrew as an independent non-executive Director.		
7. To re-elect Mr. Xu Jiali as an independent non-executive Director.		
8. To authorise the board of Directors to fix the remuneration of the Directors.		
9. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of Directors to fix their remuneration.		
10. To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution.		
11. To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution.		
12. To extend the general mandate granted to the Directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.		

Date: _____ 2015

Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown on the register of members of the Company.
- Please insert the number of shares of the Company to which this form of proxy relates. 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).
- If any proxy other than the chairman of the Meeting is preferred, please strike out the words “the chairman of the annual general meeting of the Company (the “Meeting”) or” and insert the name and address of the proxy desired in the spaces provided. A member entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. If no name is inserted, the duly appointed chairman of the Meeting will act as your proxy. **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, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain 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 authorized in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of an officer or attorney so authorized.
- In 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 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 of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting and any adjournment thereof if you so wish.

* The English translation is for reference only