



Number of shares to which this form of proxy relates (Note 1)	
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BAOXIN AUTO GROUP LIMITED

寶信汽車集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1293)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD AT NO. 3998 HONGXIN ROAD, MINHANG DISTRICT,
SHANGHAI, THE PEOPLE'S REPUBLIC OF CHINA
ON THURSDAY, JUNE 16, 2016 AT 10:30 A.M.**

I/We (Note 2) _____

of _____

being the registered holder(s) in the share capital of Baoxin Auto Group Limited (the "Company") **HEREBY APPOINT** (Note 3) _____

_____ of _____

_____ or failing him/her, the Chairman of the Annual General Meeting as my/our proxy to attend, act and vote on my/our behalf at the Annual General Meeting of the Company to be held at No. 3998 Hongxin Road, Minhang District, Shanghai, the People's Republic of China on Thursday, June 16, 2016 at 10:30 a.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, at my/our proxy's own discretion.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended December 31, 2015.		
2(a).	To re-elect the retiring directors:		
	(i) Mr. DIAO Jianshen as an independent non-executive director.		
	(ii) Mr. WANG Keyi as an independent non-executive director.		
	(iii) Mr. CHAN Wan Tsun Adrian Alan as an independent non-executive director.		
2(b).	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
3.	To re-appoint Ernst & Young as the Company's auditors and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing this resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.		
6.	Conditional upon the passing of resolutions numbered 4 and numbered 5 set out in the notice convening this meeting, the total number of shares in the Company which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 5 shall be added to the aggregate number of shares which may be issued pursuant to resolution numbered 4.		

Date: _____ day of _____ 2016

Signature(s) (Note 5) _____

Notes:

1. 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). If more than one proxy is appointed, the number and class of shares in respect of which each proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Annual General Meeting will act as your proxy. Any shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
4. **Important: If you wish to vote for the resolution, tick in the appropriate box marked “FOR”. If you wish to vote against the resolution, tick in the appropriate box marked “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than referred to above.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares of the Company as if he/she were solely entitled thereto; but if more than one of such joint registered holders are present at the meeting personally or by proxy, then the registered holder so present whose name stands first on the register of members of the Company in respect of such shares of the Company will alone be entitled to vote in respect thereof.
7. In order to be valid, this form of proxy along with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of such power or authority, must be completed and lodged at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less 48 hours before the time fixed for holding the meeting or any adjournment meeting thereof. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person at the meeting or any adjournment thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.
8. **Any alteration made to this form of proxy must be initialled by the person who signs it.**

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
 Computershare Hong Kong Investor Services Limited
 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By email to: hkinfo@computershare.com.hk

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.