



潤東汽車

China Rundong Auto Group Limited

中國潤東汽車集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1365)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD AT HUASHAN ROOM, 5/F, ISLAND SHANGRI-LA, PACIFIC PLACE, SUPREME COURT ROAD, CENTRAL, HONG KONG ON THURSDAY, JUNE 8, 2017 AT 10:00 A.M.

Number of Shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____ of _____ (address) being the registered holder(s) of ordinary shares of US\$0.0000005 each (the "Shares") in the capital of China Rundong Auto Group Limited (the "Company") hereby appoint the Chairman of the meeting ^(Note 3) or _____ of _____ (address) as my/our proxy

to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2017 to be held at Huashan Room, 5/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, June 8, 2017 at 10:00 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.

Please tick ("✓") 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 the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended December 31, 2016.		
2(a).	To re-elect Mr. Yang Peng an executive director of the Company.		
2(b).	To re-elect Mr. Liu Dongli as an executive director of the Company.		
2(c).	To re-elect Mr. Zhao Zhongjie as an executive director of the Company.		
2(d).	To re-elect Mr. Liu Jian as an executive director of the Company.		
2(e).	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
3(a).	To appoint Mr. Shen Mingming as an executive director of the Company.		
3(b).	To authorize the board of directors of the Company to fix the remuneration of Mr. Shen Mingming.		
3(c).	To authorize the chairman of the board of directors of the Company or any executive director of the Company to execute a director service contract or such other documents or supplemental agreements or deeds with Mr. Shen Mingming on behalf of the Company.		
4(a).	To appoint Mr. Li Xin as an independent non-executive director of the Company.		
4(b).	To authorize the board of directors of the Company to fix the remuneration of Mr. Li Xin.		
4(c).	To authorize the chairman of the board of directors of the Company or any executive director of the Company to execute a letter of appointment or such other documents or supplemental agreements or deeds with Mr. Li Xin on behalf of the Company.		
5.	To re-appoint Messrs. Ernst & Young as the Company's auditors and to authorize the board of directors of the Company to fix their remuneration.		
6.	To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of the Shares in issue as at the date of passing of this resolution.		
7.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of the shares of the Company in issue as at the date of passing of this resolution.		
8.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		

Date: _____ 2017

Signature(s) ^(Note 5): _____

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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- 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 AGM other than those referred to in the notice convening the AGM.
- 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 either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 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 10:00 a.m. (Hong Kong time) on Tuesday, June 6, 2017 or not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data provided in this form may be used in connection with processing your appointment of proxy at the AGM and instructions. Your supply of Personal Data to the Company is on a voluntary basis. However, the Company may not be able to process your appointment of proxy and instructions if your Personal Data is not provided in this form.
- Your Personal Data may be 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 Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.