



**中國汽車內飾集團有限公司**  
**CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0048)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON  
 5 JUNE 2017 (OR ANY ADJOURNMENT THEREOF)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the  
 share capital of China Automotive Interior Decoration Holdings Limited (the "Company"), **HEREBY APPOINT** <sup>(Note 3)</sup> the chairman of the meeting, or  
 of \_\_\_\_\_  
 as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at Portion 2,  
 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong at 11:30 a.m. on 5 June 2017, Monday (or at any adjournment thereof) for the purpose  
 of considering and, if thought fit, passing the resolutions as set out in the notice of the AGM and at the AGM (or at any adjournment thereof) as  
 indicated below and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To consider and approve the audited consolidated financial statements of the Company together with its subsidiaries and the reports of the Directors and the auditors of the Company for the year ended 31 December 2016.		
2.	(A) To re-elect Mr. Wong Ho Yin as an executive Director;		
	(B) To re-elect Ms. Xiao Suni as an executive Director;		
	(C) To re-elect Ms. Zhu Chunyan as an independent non-executive Director; and		
	(D) To authorise the Board to fix the remuneration of the Directors.		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the Company's auditors and to authorise the Board to fix their remuneration for the year ending 31 December 2017.		
4.	(A) To grant the Issue Mandate to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with the new shares of the Company.		
	(B) To grant the Repurchase Mandate to the Directors to repurchase shares of the Company.		
	(C) To extend the Issue Mandate by a number representing the total number of any shares of the Company repurchased under the Repurchase Mandate.		
5.	To refresh the 10% limit of the Share Option Scheme.		

Date: \_\_\_\_\_ 2017 Signature <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert your full name and address in **BLOCK CAPITALS** in the space provided.
- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
- If any proxy other than the chairman of the AGM is preferred, strike out the words "the chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the AGM in person to represent you. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf.
- The full descriptions of the resolutions proposed to be considered and approved at the AGM are set out in the notice of AGM dated 28 April 2017, which is also available at the Company's website.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain in respect of such resolution at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than those referred to in the notice of AGM.
- 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, attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share of the Company, any one of such holders may vote at the AGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders is present at the AGM, in person or by proxy, the joint holder whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- 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 notarially certified copy thereof, must be deposited with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the AGM or any adjournment thereof. Delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**