



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: 8321)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON
 10 AUGUST 2012 (OR ANY ADJOURNMENT THEREOF)**

I/We ^(Note 1) _____
 of _____
 being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10
 each in the share capital of China Automotive Interior Decoration Holdings Limited (the "Company"), **HEREBY
 APPOINT** ^(Note 3) 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 extraordinary general meeting of the
 Company (the "EGM") to be held at Ramada Hong Kong Hotel (Jasmine Room on 3/F) 308 Des Voeux Road West,
 Hong Kong at 11:30 a.m. on 10 August 2012, Friday (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 EGM and at the EGM (or at any
 adjournment thereof) as indicated below and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve Open Offer of 720,000,000 shares at Offer Price of HK\$0.10 and the Underwriting Agreement.		
2.	To refresh the 10% limit of the Share Option Scheme.		

Date: _____ 2012 Signature ^(Note 5): _____

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 EGM 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 EGM in person to represent you. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, 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 EGM other than those referred to in the notice of EGM.
- 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 EGM, 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 EGM, 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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the EGM or any adjournment thereof. Delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the EGM 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.**