



Number of Shares to which this second form of proxy relates <i>(Note 1)</i>	
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润东汽车

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)

**SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD AT NO. 1 MEETING ROOM, 9F, SHENZHOU WISDOM PLAZA,
NO. 567, WEST TIANSHAN ROAD, CHANGNING DISTRICT, SHANGHAI,
THE PEOPLE'S REPUBLIC OF CHINA ON FRIDAY, 31 JULY 2020 AT 10:00 A.M.**

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 2020 to be held at No. 1 Meeting Room, 9F, Shenzhou Wisdom Plaza, No. 567, West Tianshan Road, Changning District, Shanghai, the People's Republic of China on Friday, 31 July 2020 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 auditor of the Company for the year ended 31 December 2019.		
2(a).	To re-elect Mr. Lee Conway Kong Wai as an independent non-executive director of the Company.		
2(b).	To re-elect Mr. Xiao Zhengsan as an independent non-executive director of the Company.		
2(c).	To re-elect Mr. Li Xin as an independent non-executive director of the Company.		
2(d).	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
3.	To appoint BDO Limited as the auditor of the Company following the retirement of Ernst & Young and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing of this resolution.		
5.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing of this resolution.		
6.	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 adding the total number of the Shares repurchased by the Company.		

Date: _____ 2020

Signature(s) ^(Note 5): _____

Notes:

1. Please insert the number of shares registered in your name(s). If no number is inserted, this second 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.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
3. 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.
4. **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.
5. This second 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 SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. 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.
7. In order to be valid, this second 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 Wednesday, 29 July 2020 or not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).
8. Completion and delivery of this Second Form of Proxy will not preclude you from attending and voting at the AGM if you so wish.
9. In light of the epidemic situation of COVID-19, shareholders may consider appointing the Chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.
10. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE ORIGINAL FORM OF PROXY (the “FIRST FORM OF PROXY”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 19 JUNE 2020 CONTAINING THE NOTICE OF THE AGM, SHOULD NOTE THAT:**
 - (a) if no Second Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. on Wednesday, 29 July 2020, Hong Kong time) or any adjournment thereof (the “Closing Time”), the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, other than those referred to in the notice convening the AGM and the First Form of Proxy, including the resolution for the proposed appointment of BDO Limited as the auditor of the Company following the retirement of Ernst & Young set out in the supplemental circular dated 16 July 2020;
 - (b) if the Second Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if correctly completed; and
 - (c) if the Second Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong after the Closing Time or if lodged before the Closing Time but is incorrectly completed, the Second Form of Proxy will be deemed invalid. The First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, other than those referred to in the notice convening the AGM and the First Form of Proxy, including the resolution for the proposed appointment of BDO Limited as the auditor of the Company following the retirement of Ernst & Young set out in the supplemental circular dated 16 July 2020. Accordingly, shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this second 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**”).
- (ii) Your Personal Data provided in this second form of proxy 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.
- (iii) Your Personal Data may be retained for such period as may be necessary for our verification and record purposes.
- (iv) 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.