

CIMC | TianDa

CIMC-TianDa Holdings Company Limited 中集天達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 445)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting of CIMC-TianDa Holdings Company Limited (the "Company") to be convened and held at Empire Room I, 1/F, Empire Hotel Hong Kong – Wanchai, 33 Hennessy Road, Wan Chai, Hong Kong on 14 June 2019 (Friday) at 3:00 p.m. (the "EGM").

I/We (Note 1) _____
of _____
being the holder(s) of _____ (Note 2) shares of HK\$0.01 each of the Company hereby appoint the Chairman of the EGM or (Note 3) _____
of _____

to act as my/our proxy (Note 3) at the EGM and at any adjournment thereof and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate box to indicate how you wish your vote to be cast on a poll (Note 4).

Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 24 May 2019 (the "Circular").

ORDINARY RESOLUTION*		For (Note 4)	Against (Note 4)
1.	To approve, confirm and ratify the Equity Transfer Agreement (as amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder		

Dated this _____ day of _____ 2019 Shareholder's signature _____ (Note 6)

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
2. 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 in the capital of the Company registered in your name(s).
3. A proxy needs not be a member of the Company but must attend the EGM in person to represent you. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words "the Chairman of the EGM or" and insert the name and address of the person appointed as proxy in the space provided.
4. If you wish to vote for a resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against a resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on any proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
5. In the 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 the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The form of proxy must be signed by a member of the Company, or his attorney duly authorized in writing, or if the member is a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorized.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time of the EGM or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the EGM in person to represent you
9. Any alteration made to this form of proxy should be initialled by the person who signs the form.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof if you so wish. In the event that you attend the EGM or any adjournment thereof, this form of proxy will be deemed to be revoked.

* The full text of the resolution is set out in the notice convening the EGM