

# 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)

#### PINK FORM OF PROXY FOR THE COURT MEETING TO BE HELD ON THURSDAY, 24 DECEMBER 2020 (OR ANY ADJOURNMENT THEREOF)

Pink form of proxy for use at the court meeting (or any adjournment thereof) (the "Court Meeting") of the Scheme Shareholders (as defined in the scheme of arrangement referred to in the notice of the Court Meeting dated 30 November 2020) holding the shares of HK\$0.01 each in the issued share capital of CIMC-TianDa Holdings Company Limited (the "Company") convened at the direction of the Grand Court of the Cayman Islands.

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 268 of 2020

IN THE MATTER of Sections 14 to 16 and 86 of the Companies Law (2020 Revision) of the Cayman Islands

AND IN THE MATTER of CIMC-TianDa Holdings Company Limited

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ ordinary share(s) <sup>(Note 2)</sup> of HK\$0.01 each in the share capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend the Court Meeting convened at the direction of the Grand Court of the Cayman Islands (and any adjournment thereof) of the Scheme Shareholders of the Company to be held at Units A-B, 16/F, China Overseas Building, 139 Hennessy Road, Wan Chai, Hong Kong on Thursday, 24 December 2020 at 12:30 p.m. (Hong Kong time) for the purposes of considering, and if thought fit, approving (with or without modifications) the scheme of arrangement referred to in the notice of the Court Meeting dated 30 November 2020 convening the Court Meeting (the "Scheme"), and at the Court Meeting (and any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modifications, as my/our proxy may approve) or against the Scheme, as indicated below <sup>(Note 4)</sup>, or if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme	AGAINST the Scheme

Dated this \_\_\_\_\_ day of, \_\_\_\_\_ 2020

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Contact telephone number \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Scheme Shares (as defined in the Scheme) registered in your name(s) to which the proxy relates. A Scheme Shareholder may appoint a proxy in respect of part only of his holding of shares in the Company. If no number is inserted, this form of proxy will be deemed to relate to all the Scheme Shares registered in your name(s).
3. Any Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE COURT MEETING or" and insert the name and address of the proxy desired in the space provided. A Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to attend and vote on his behalf at the Court Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE PUT A "✓" IN THE APPROPRIATE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE PUT A "✓" IN THE APPROPRIATE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Court Meeting (or any adjournment thereof) other than those referred to in the notice of the Court Meeting.
5. 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 executed either under seal or under the hand of an officer or attorney duly authorised.
6. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way and in such case, please state the relevant number of Scheme Shares in the appropriate boxes above.
7. In the case of joint holders, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such Scheme Share as if he/she was solely entitled thereto; if more than one of such joint registered holders be present, personally or by proxy, the vote of the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 respect of such joint holding.
8. 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 thereof must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time fixed for holding of the Court Meeting (i.e. not later than 12:30 p.m. on Tuesday, 22 December 2020 (Hong Kong time)) or any adjournment thereof. If this form is not so deposited, it may, however, be handed to the Chairman of the Court Meeting at the Court Meeting prior to the relevant vote, who shall have absolute discretion as to whether or not to accept it.
9. A proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Court Meeting or any adjourned Court Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.
11. The full text of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme appear in the composite scheme document dated 30 November 2020.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting (or any adjournment thereof) (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.