

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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

Form of proxy for use by the shareholders at the extraordinary general meeting of CIMC-TianDa Holdings Company Limited (the "Company") to be convened and held at 3:00 p.m. on 23 April 2019 (Tuesday) at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong.

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares of HK\$0.01 each of the Company hereby appoint
the Chairman of the meeting or (note c) _____
of _____

to act as my/our proxy at the extraordinary general meeting of the Company to be held at 3:00 p.m. on 23 April 2019 (Tuesday) at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below.

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

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 25 March 2019 unless the context requires otherwise.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	"THAT: (a) the form and substance of the Equity Transfer Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; (b) any one of the directors of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may, in his or her opinion or discretion, consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Equity Transfer Agreement, and all the transactions contemplated thereunder with any changes as such director may consider reasonable, necessary desirable or expedient."		
2.	"THAT conditional upon the passing of resolution 1, the grant of the Specific Mandate for the Board to issue, pursuant to the Equity Transfer Agreement, up to 551,564,448 Consideration Shares be and hereby approved."		

Dated the _____ day of _____ 2019 Shareholder's signature _____ (notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
- 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 meeting other than those set out in the notice convening the meeting.
- The form of proxy must be signed by a member of the Company, or his attorney duly authorised 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 authorised.
- Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
- 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 meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish. In the event that you attend the meeting or any adjourned meeting, this form will be deemed to be revoked.