



中國自動化

中國自動化集團有限公司

China Automation Group Limited

(HK stock code 0569)

(Incorporated in the Cayman Islands with limited liability)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 23 SEPTEMBER 2019**

**Form of proxy for use by the shareholders of China Automation Group Limited (the “Company”) at the extraordinary general meeting of the Company to be held on Monday, 23 September 2019 (or any adjournment thereof).**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary  
shares of par value HK\$0.01 each in the share capital of the Company, hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
or failing him, the Chairman of the EGM (as defined below) to act as my/our proxy, to attend, act and vote on my/our behalf as directed below at the extraordinary general meeting of the Company to be held at Regus Hong Kong Central Plaza, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Monday, 23 September 2019 at 10:30 a.m. (or immediately after the conclusion of the meeting of the holders of Scheme Shares (as defined in the scheme document dated 31 August 2019 (the “Scheme Document”)) convened by the direction of the Grand Court of the Cayman Islands on the same day and place (the “Court Meeting”)) and at any adjournment thereof (the “EGM”) on the undermentioned resolution as indicated:

SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the scheme of arrangement dated 31 August 2019 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme) and the implementation of the Scheme, including the related reduction of the share capital of the Company and the issue of new shares in the Company as more particularly set out in the notice of EGM <sup>(Note 11)</sup> .		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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

Contact Phone Number: \_\_\_\_\_

**Notes:**

- Please insert the full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of par value HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the share capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the EGM is preferred, please insert the name and address of the proxy desired in the space provided; otherwise the proxy will be the Chairman of the EGM. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PUT A TICK IN THE BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PUT A TICK IN THE BOX BELOW THE BOX MARKED “AGAINST”.** Failure to either box will entitle your proxy to cast your vote or to abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the 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 authorized to sign the same.
- In order 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 certified copy of such power or authority, must be completed and deposited with the Hong Kong share registrar of the Company at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (the “Registration Office”), not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- In the case of joint registered holders of any share of the Company, any one of such joint registered holders may vote at the EGM, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- 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 Shares (as defined in the Scheme Document) in the appropriate boxes above.
- Completion and return of the proxy form will not preclude any member from attending and voting in person at the EGM. In the event that a member of the Company attends the meeting after having lodged his form of proxy, the form of proxy will be deemed to have been revoked. If you complete and deliver the form of proxy, but do not attend and vote in person at the EGM, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Registration Office at least two (2) hours before the commencement of the EGM or any adjourned meeting, or the taking of the poll, at which the proxy is used.
- In the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Monday, 23 September 2019, the EGM will be adjourned to Wednesday, 25 September 2019 at 10:30 a.m. (or immediately after the Court Meeting shall have been concluded or adjourned) or at a time on an alternative day to be announced that falls within fourteen days of the original date scheduled for the EGM. You may call the hotline at +852 2598 0050 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays or visit the website of the Company at [www.cag.com.hk](http://www.cag.com.hk) for details of alternative meeting arrangements. The EGM will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the EGM under bad weather conditions bearing in mind your own situation and if you should choose to do so, you are advised to exercise care and caution.
- The notice of EGM is set out in the Scheme Document.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the EGM. Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for verification and record purposes.
- You have the right to 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 and sent to the Company at its principal place of business in Hong Kong at Unit 3205B-3206, 32<sup>nd</sup> Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong.