

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 the shareholders of CIMC-TianDa Holdings Company Limited (the “Company”) at the extraordinary general meeting (the “Meeting”) to be convened and held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 11 December 2019 (Wednesday) at 2:00 p.m. (or any adjournment thereof).

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ (Note 2) shares of HK\$0.01 each in the share capital
of the Company hereby appoint _____ or failing him,
_____ the chairman (the “Chairman”)
of the Meeting as my/our proxy (Note 3) to attend and vote for me/us and on my/our behalf at the Meeting and at any adjournment
thereof on the undermentioned resolution as indicated 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 casted on a poll (Note 4).

	ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
1.	To approve, confirm and ratify the Sale and Purchase Agreement (as defined in the circular dated 19 November 2019 (the “Circular”)) and the transactions contemplated thereunder and to authorise any one director of the Company to do all such acts and things as he/she may consider necessary, appropriate, desirable or expedient to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2019 Shareholder’s signature (Note 5) _____

Notes:

- (1) Full name(s) and address(es) are to be inserted in **BLOCK** letters.
- (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 Company registered in your name(s).
- (3) A proxy needs not be a member of the Company but must attend the Meeting in person to represent you. Please insert the name of the proxy desired. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any alteration made to this form of proxy must be initialled by the person(s) who signs it.
- (4) Please indicate with an (X) in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the 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 either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) 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.
- (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 shall be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours (i.e. 9 December 2019 at 2:00 p.m.) before the time appointed for holding the Meeting or any adjourned thereof.
- (8) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting or the adjourned thereof if you so wish. In the event that you attend the Meeting or the adjourned thereof, this form of proxy will be deemed to be revoked.
- (9) The complete version of the resolutions and further details in relation thereto as set out in the Circular and notice of the Meeting both dated 19 November 2019, copies of which may be found on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and on the website of the Company at www.chinafire.com.cn.

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 Meeting of the Company (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 and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.