



TONGDA GROUP HOLDINGS LIMITED

通達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 698)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") of Tongda Group Holdings Limited (the "Company") to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 29 September 2021 at 10:00 a.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 the chairman of the Meeting
or _____
of _____
to act as my/our proxy ^(note 3), to attend and vote for me/us and on my/our behalf at the Meeting to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, on Wednesday, 29 September 2021 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below. Capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated 8 September 2021 unless content requires otherwise.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note 4).

	ORDINARY RESOLUTION	FOR	AGAINST
(a)	To approve the proposed spin-off of 通達創智(廈門)股份有限公司 (Tongda Smart Tech (Xiamen) Co., Ltd.*) (the "Spin-off Co"), an indirect non-wholly owned subsidiary of the Company, and a separate listing of the ordinary shares of the Spin-off Co on the Shanghai Stock Exchange or the Shenzhen Stock Exchange in the People's Republic of China (the "Proposed Spin-off"); and		
(b)	to authorise any director of the Company on behalf of the Company to do all such acts and sign or execute all such documents and to enter into all such transactions and arrangements as such director may in his/her opinion consider necessary, appropriate or desirable for the purpose of implementing and giving effect to the Proposed Spin-off.		

Dated the _____ day of _____ 2021 Shareholder's signature _____ ^(notes 5, 6, 7 and 8)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- 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 registered in your name(s).
- A proxy need not be a shareholder of the Company. 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 the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against".** If this form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, any one of such joint holders may vote at the Meeting, either in person or by proxy, as if he/she were solely entitled thereto, but if more than one of such joint holder is present at the Meeting, whether in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, the instrument appointing a proxy together with the 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, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the Meeting (i.e. 10:00 a.m. on Monday, 27 September 2021 (Hong Kong Time)) or any adjournment thereof.
- Any alteration made to this form of proxy should be initialed by the person who signs the form.
- For the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 24 September 2021 to Wednesday, 29 September 2021, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Thursday, 23 September 2021.

* In this proxy form, the English translation/transliteration of the Chinese name(s) denoted is for illustration purposes only. In the event of any inconsistency, the Chinese name(s) shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this form of proxy (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its share registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Union Registrars Limited at the above address.