



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 annual general meeting (the "Meeting") to be convened at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 29 May 2023 at 10:00 a.m.

I/We (note 1) _____
of _____
being the registered holder(s) of _____ (note 2)
shares of HK\$0.01 each in the capital of Tongda Group Holdings Limited (the "Company") HEREBY APPOINT the Chairman of the Meeting, or

of _____
to act as my/our proxy (note 3) to act for me/us at the Meeting (or at any adjournment thereof) of the Company to be held at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, on Monday, 29 May 2023, at 10:00 a.m. and in particular (but without limitation) at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the Meeting or on any resolution or motion which is proposed thereat as in such manner indicated below, or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise stated, terms used herein shall have the same meaning as those defined in the circular dated 17 April 2023 in relation to the Meeting.

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

ORDINARY RESOLUTIONS		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Wang Ya Nan as executive Director of the Company;		
	(b) To re-elect Dr. Yu Sun Say as independent non-executive Director of the Company;		
	(c) To re-elect Mr. Ting Leung Huel Stephen as independent non-executive Director of the Company;		
	(d) To appoint Mr. Sze Irons as independent non-executive Director of the Company;		
	(e) To authorise the board of directors of the Company to determine the remuneration of the directors of the Company.		
3.	To re-appoint the Company's auditors and to authorise the board of directors of the Company to determine their remuneration.		
4.	(A) To grant an unconditional mandate to the directors to issue and allot additional shares not exceeding 20% of the issued shares of the Company.		
	(B) To grant an unconditional mandate to the directors to repurchase the shares of the Company not exceeding 10% of the issued shares of the Company.		
	(C) To extend the mandate granted under resolution No. 4(A) by including the number of shares repurchased by the Company pursuant to resolution No. 4(B).		
SPECIAL RESOLUTION		For	Against
5.	To approve the adoption of the amended and restated articles of association of the Company and to authorize any one director of the Company to do all things necessary to effect the same.		

Dated: _____

Signature: _____ (notes 5 & 6)

Notes:

- Full name(s) and address(es) are 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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting, or" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR" ALONGSIDE THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your votes 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 Meeting other than those referred to in the notice convening the Meeting.
- In order to be valid, this form of 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 lodged with 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 Saturday, 27 May 2023 (Hong Kong Time)) or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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, 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 the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.
- 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 Tuesday, 23 May 2023 to Monday, 29 May 2023, 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 share transfers accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:00 p.m. on Monday, 22 May 2023.
- The description of each resolution herein is by way of summary only. The full text of the resolution is set out in the notice of the Meeting.

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, the Company's branch 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 the Company's branch share registrar at the above address.