

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 held at Empire Room I, 1/F, Empire Hotel Hong Kong - Wanchai, 33 Hennessy Road, Wan Chai, Hong Kong on 5 December 2018 (Wednesday) at 3:00 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 capital of CIMC-Tianda Holdings Company Limited, hereby appoint _____
of _____ (Note 3) or the chairman (the “Chairman”) of the Meeting to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at Empire Room I, 1/F, Empire Hotel Hong Kong - Wanchai, 33 Hennessy Road, Wan Chai, Hong Kong on 5 December 2018 (Wednesday) at 3:00 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit:

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 15 November 2018 unless the context requires otherwise.

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1.	To approve the Master Sourcing Agreement and the transactions contemplated thereunder, and the annual caps in relation to the Master Sourcing Agreement for each of the three years ending 31 December 2020.		
2.	To approve the Master Transportation Service Agreement and the transactions contemplated thereunder, and the annual caps in relation to the Master Transportation Service Agreement for each of the three years ending 31 December 2020.		
3.	To approve the Master Installation Service Agreement and the transactions contemplated thereunder, and the annual caps in relation to the Master Installation Service Agreement for each of the three years ending 31 December 2020.		
4.	To approve the CIMC-Tianda Shenzhen Management Agreement and the transactions contemplated thereunder, and the annual caps in relation to the CIMC-Tianda Shenzhen Management Agreement for each of the three years ending 31 December 2020.		
5.	To approve the AZ Management Agreement and the transactions contemplated thereunder, and the annual caps in relation to the AZ Management Agreement for each of the three years ending 31 December 2020.		
6.	To approve the Master Sale and Purchase Agreement and the transactions contemplated thereunder, and the annual caps in relation to the Master Sale and Purchase Agreement for each of the three years ending 31 December 2020.		

Dated the _____ day of _____ 2018 Shareholder's signature (Note 5) _____

Notes:

- (1) Full name(s) and address(es) 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) 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) 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”. 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 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 before the time appointed for holding the Meeting or any adjourned Meeting.
- (8) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting or the adjourned Meeting if you so wish. In the event that you attend the Meeting or the adjourned Meeting, this form of proxy will be deemed to be revoked.