

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 FOR ANNUAL GENERAL MEETING

Form of proxy for use at the Annual General Meeting (the “Meeting”) to be held at Room 101, 1/F, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC, on 12 June 2020 (Friday) at 2:30 p.m..

I/We, (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares
of HK\$0.01 each in capital of CIMC-TianDa Holdings Company Limited (the “Company”), hereby appoint
(Note 3) _____
or failing him, _____

the Chairman of the Meeting 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 Room 101, 1/F, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC, on 12 June 2020 (Friday) at 2:30 p.m. at any adjournment thereof on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1.	To receive, consider and adopt the audited financial statements of the Company and the report of the Directors and auditor of the Company for the year ended 31 December 2019		
2.	To approve the recommended final dividend of HK0.42 cent per Share for the year ended 31 December 2019		
3.	(a) to re-elect Mr. Tao Kuan as a non-executive Director		
	(b) to re-elect Mr. Zeng Han as a non-executive Director		
	(c) to re-elect Mr. Heng Ja Wei, who has served the Company for more than nine years, as an independent non-executive director		
	(d) to authorise the Board of Directors to fix the Directors’ remuneration		
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board of Directors to fix their remuneration		
5.	To grant a general mandate to the Directors to issue securities		
6.	To grant a general mandate to the Directors to repurchase shares		
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased		

Dated this _____ day of 2020. 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) 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 of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the “Share Registrar”) 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 (i.e. at or before 2:30 p.m. on 10 June 2020 (Wednesday) or any adjourned Meeting).
- (8) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 9 June 2020 to Friday, 12 June 2020, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Monday, 8 June 2020.
- (9) For determining the entitlement of the final dividend, the register of members of the Company will be closed from Monday, 29 June 2020 to Thursday, 2 July 2020, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Friday, 26 June 2020. The final dividend is expected to be distributed on Friday, 31 July 2020.
- (10) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (11) 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.

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 authorised 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.