



# 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 Strategic Financial Relations Limited, Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 26 November 2018 at 11:30 a.m. (or any adjournment thereof)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note 2)</sup> 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 <sup>(note 3)</sup>, to attend and vote for me/us and on my/our behalf at the Meeting to be held at Strategic Financial Relations Limited, Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 26 November 2018 at 11:30 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 9 November 2018 unless content requires otherwise.

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

ORDINARY RESOLUTION <sup>(note 9)</sup>	FOR	AGAINST
To approve, confirm and ratify the Acquisition Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares)		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2018

Shareholder's signature \_\_\_\_\_ <sup>(notes 5, 6, 7 and 8)</sup>

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
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 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 NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
4. **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.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one 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.
6. 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 or other person so authorised.
7. 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 deposited at the Company's branch share registrar in Hong Kong (the "Branch Share Registrar"), Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 48 hours before the time appointed for holding the Meeting (i.e. Saturday, 24 November 2018 at 11:30 a.m. (Hong Kong time)) or any adjournment thereof.
8. Any alteration made to this form of proxy should be initialled by the person who signs the form.
9. The description of the ordinary resolution is by way of summary. The full text of the ordinary resolution is set out in the notice convening the Meeting dated 9 November 2018.

#### 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 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 Branch Share Registrar at the above address.