



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”) to be convened at the Board Room of Dynasty Club, at 7th Floor of South West Tower, Convention Plaza, No.1 Harbour Road, Wanchai, Hong Kong on Thursday, 8 October, 2009 at 11:00 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 failing him _____

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 the Board Room of Dynasty Club, at 7th Floor of South West Tower, Convention Plaza, No.1 Harbour Road, Wanchai, Hong Kong on Thursday, 8 October, 2009 at 11:00 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 resolution set out in the notice convening the Meeting as in such manner indicated below, or, if no such indication is given, as my/our proxy thinks fit.

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

ORDINARY RESOLUTION	For	Against
To approve the Agreement and the transaction contemplated thereunder including but not limited to the allotment and issue of the Consideration Shares.		

Dated: _____

Signature: _____ (notes 5-9)

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
2. Please insert the number of shares of 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).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words the Chairman of the Meeting 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.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) IN THE BOX MARKED “FOR” ALONGSIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK (✓) IN THE BOX MARKED “AGAINST” THE RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. 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 registrars in Hong Kong, Union Registrars Limited, at Room 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
6. 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 common seal or under the hand of an officer or attorney or other person duly authorised.
7. 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, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only