



# 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 the Dynasty II of Dynasty Club at 7th Floor of South West Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Friday, 6th June, 2014 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  
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 Dynasty II of Dynasty Club at 7th Floor of South West Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong, on Friday, 6th June, 2014, 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 resolutions 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. Unless otherwise stated, terms used herein shall have the same meaning as those defined in the circular dated 11th April, 2014 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 and consider the audited accounts and the reports of the directors and auditors for the year ended 31st December, 2013.		
2.	(a) To re-elect Mr. Wang Ya Nan as an executive director of the Company;		
	(b) To re-elect Mr. Wang Ming Che as an executive director of the Company;		
	(c) To re-elect Mr. Ting Leung Huel Stephen as an independent non-executive director of the Company;		
	(d) 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.	To declare and approve a final dividend of HK1.6 cents per share for the year ended 31st December, 2013.		
5.	(A) To grant an unconditional mandate to the directors to issue and allot additional shares not exceeding 20% of the issued share capital 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 share capital of the Company.		
	(C) To extend the mandate granted under resolution No. 5(A) by including the number of shares repurchased by the Company pursuant to resolution No. 5(B).		

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_ (notes 5-10)

**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 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.
- 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 18/F, 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.
- 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.
- 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.
- 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 at the meeting if you so wish.
- For the purpose of ascertaining entitlement to the final dividend, the register of members of the Company will be closed from 13th June, 2014 to 17th June, 2014 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend for the year ended 31st December, 2013, all share transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on 12th June, 2014.