



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 the shareholders of Tongda Group Holdings Limited (the "Company") at the extraordinary general meeting (the "Meeting") to be convened at Room 298, 2nd Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 3 July 2015 at 11:00 a.m. (or any adjournment thereof).

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) shares of HK\$0.01 each (the "Shares") of the Company hereby appoint the chairman of the Meeting, or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Room 298, 2nd Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 3 July 2015 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

ORDINARY RESOLUTION	For	Against
To approve, confirm and ratify the Acquisition Agreement and the transactions contemplated thereunder (including but not limited to the grant of a specific mandate to the Directors for the issue of the Consideration Shares), details of which are set out in the notice of the Meeting.		

Shareholder's signature _____ (notes e, f, g and h)

Dated the _____ day of _____ 2015

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you. 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 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 returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- 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.
- The form of proxy must be signed by a shareholder, or his 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.
- 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 must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned meeting. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.
- Any alteration made to this form should be initialled by the person who signs it.