



# 中國自動化集團有限公司

## China Automation Group Limited

(HK stock code 0569)

(Incorporated in the Cayman Islands with limited liability)

Proxy form for use at the Annual General Meeting of China Automation Group Limited (the "Company") convened at 3:00 p.m. on Thursday, the 28th day of May, 2015 and at any adjournment thereof.

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(note 2)</sup> of HK\$0.01 each in the capital of the Company,  
hereby appoint the Chairman of the meeting or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy at the Annual General Meeting of the Company to be held at Regus Hong Kong Central Plaza, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, the 28th day of May, 2015 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as indicated below <sup>(note 4)</sup>.

	Ordinary Resolutions	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and consider the audited Financial Statements and the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2014.		
2.	(a) To re-elect Mr. Xuan Rui Guo as an Executive Director of the Company.		
	(b) To re-elect Mr. Ng Wing Fai as an Independent Non-executive Director of the Company.		
	(c) To authorise the Board of Directors to fix the remuneration of all Directors of the Company.		
3.	To re-appoint Deloitte Touche Tohmatsu as Auditor of the Company and authorise the Board of Directors to fix the remuneration of the Auditor.		
4.	To give a general mandate to the Directors to repurchase shares of the Company (ordinary resolution in item No.4 of the Notice of Annual General Meeting).		
5.	To give a general mandate to the Directors to issue new shares of the Company (ordinary resolution in item No.5 of the Notice of Annual General Meeting).		
6.	To extend the general mandate to be given to the Directors to issue new shares (ordinary resolution in item No.6 of the Notice of Annual General Meeting).		
7.	To approve the refreshment of the Scheme Mandate Limit (ordinary Resolution in item No.7 of the Notice of Annual General Meeting)		

Dated this \_\_\_\_\_ 2015

Shareholder's signature: <sup>(note 5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each 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).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution 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.
- This proxy form 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.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited at the Company's principal place of business in Hong Kong at Suite 3205B-3206, 32nd Floor, Office Tower, Convention Plaza, No.1 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. 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 proxy form will not preclude you from attending and voting at the meeting if you so wish.

### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar, branch share registrar in Hong Kong and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Company.