



中國自動化

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 Extraordinary General Meeting of China Automation Group Limited (the “Company”) to be held at Admiralty Conference Centre, Room 1804A, 18th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 15 May 2015 at 10:00 a.m. and at any adjournment thereof

I/We ^(note 1) _____ of _____

being the registered holder(s) of _____ shares ^(note 2) of HK\$0.01 each in the capital of the Company, hereby appoint the Chairman of the meeting or ^(note 3) _____

of _____

or failing him _____ of _____

to act as my/our proxy at the Extraordinary General Meeting of the Company to be held at Admiralty Conference Centre, Room 1804A, 18th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 15 May 2015 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^(note 4)	Against ^(note 4)
To approve, ratify and confirm the agreement dated 23 March 2015 entered into between 西藏康吉森電子科技有限公司 (transliterated as Tibet Consen Electronic Technology Company Limited) (“ Tibet Consen ”), 深圳前海瑞聯二號投資中心(有限合夥)(transliterated as Shenzhen Qian Hai Rui Lian No. 2 Investment Centre (Limited Partnership)) (the “ Purchaser ”) and 華泰瑞聯基金管理有限公司 (transliterated as Wah Tai Rui Lian Fund Management Company Limited) in respect of the disposal by Tibet Consen to the Purchaser of the entire 76.7% equity interest in 北京交大微聯科技有限公司 (transliterated as Beijing Jiada Microunion Technology Company Limited) held by it and the transactions contemplated thereunder.		

Dated _____ 2015 Shareholder’s signature ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his 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 those referred to in the notice convening the meeting.

5. This form of proxy 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.
6. 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 the 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.
7. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notorially certified copy thereof must be deposited to the Company's principal place of business in Hong Kong at Unit 3205B-3206, 32nd Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
8. Any member of the Company entitled to attend and vote at the meeting shall be 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.
9. 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

- i. "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").
- ii. 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.
- iii. Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, share registrar 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.
- iv. 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.