

# TEMPUS

## 騰邦控股

### TEMPUS HOLDINGS LIMITED

#### 騰邦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06880)

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 14 JULY 2017

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares (the "Shares") of US\$0.01 each  
in the share capital of Tempus Holdings Limited (the "Company"), HEREBY APPOINT, \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the chairman of the extraordinary general meeting (the "Meeting") <sup>(Note 3)</sup> as my/our proxy to attend and act for me/us and on  
my/our behalf at the Meeting to be held at 2/F, Tempus Group Building, No. 9 Taohua Road, Futian Free Trade Zone, Shenzhen, the PRC on Friday,  
14 July 2017 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in  
the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such  
resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter  
properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	(a) the conditional sale and purchase agreement dated 26 May 2017 (the " <b>Sale and Purchase Agreement</b> ") entered into between the Company, as purchaser, and 騰邦物流集團股份有限公司 (Tempus Logistics Group Holding Ltd.*) (the " <b>Vendor</b> "), as vendor, in relation to the acquisition of the 61.75% Equity Interest held by the Vendor in 深圳市騰邦價值鏈股份有限公司 (Shenzhen Tempus Value Chain Co., Ltd.*) for a cash consideration of RMB48,165,000, details of which have been set out in the circular of the Company dated 23 June 2017, the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and (b) any one or more of the directors of the Company (the " <b>Directors</b> ") be and is/are hereby authorized for and on behalf of the Company to sign, executive, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, appropriate or expedient to implement or give effect to or otherwise in connection with or incidental to the Sale and Purchase Agreement and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the Directors, in the interests of the Company and its shareholders.		

\* for identification purposes only

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING**" 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 WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her 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 executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
7. The proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
8. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
9. In case of joint registered holders of any share in the Company, any one of such persons may vote at the 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 of the Company in respect of such share shall alone be entitled to vote in respect thereof.
10. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
11. On a poll every member of the Company present in person or by proxy or, in the case of a member of the Company being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he/she is the holder.