



# 北京京城機電股份有限公司

## Beijing Jingcheng Machinery Electric Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0187)

### FORM OF PROXY FOR THE FIRST H SHARES CLASS MEETING OF 2021

Number of shares to which this form relates <sup>(Note 1)</sup> \_\_\_\_\_  
 I/We <sup>(Note 2)</sup> of \_\_\_\_\_ (name) of \_\_\_\_\_ (address),  
 Identity Card number \_\_\_\_\_ being registered holder(s) of \_\_\_\_\_ A shares,  
 \_\_\_\_\_ H shares in Beijing Jingcheng Machinery Electric Company Limited  
 (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> THE CHAIRMAN OF THE MEETING or \_\_\_\_\_ (name)  
 of \_\_\_\_\_ (address), Identity Card number \_\_\_\_\_,  
 as my/our proxy to attend and act for me/us at the first H shares class meeting of 2021 of the Company to be held at the Conference Room of Jingcheng Machinery Electric Mansion, No. 59 Dongsanhuan Road Central, Chaoyang District, Beijing, the PRC on Tuesday, 9 February 2021 at 11:00 a.m. and to vote at such meeting in respect of the resolutions setting out in the notice of the H shares class meeting as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR <i>Note 4</i>	AGAINST <i>Note 4</i>	ABSTAIN <i>Note 4</i>
	<b>Special Resolutions</b>			
1.	To consider and approve the resolution in relation to the proposal of the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company.			
	1.01. Counterparties of the transaction of the asset acquisition by way of share issuance and cash payment.			
	1.02. Target assets of the asset acquisition by way of share issuance and cash payment.			
	1.03. Transaction price and basis of pricing of the asset acquisition by way of share issuance and cash payment.			
	1.04. Payment methods of the asset acquisition by way of share issuance and cash payment.			
	1.05. Type and nominal value of the shares to be issued of the asset acquisition by way of share issuance and cash payment.			
	1.06. Method and target of issuance and method of subscription of the asset acquisition by way of share issuance and cash payment.			
	1.07. Issue price and basis of pricing of the asset acquisition by way of share issuance and cash payment.			
	1.08. Number of shares to be issued of the asset acquisition by way of share issuance and cash payment.			
	1.09. Place of listing of the asset acquisition by way of share issuance and cash payment.			
	1.10. Lock-up period arrangement of the asset acquisition by way of share issuance and cash payment.			
	1.11. Attribution of profit or loss during the transitional period of the asset acquisition by way of share issuance and cash payment.			
	1.12. Performance compensation and excess profit reward of the asset acquisition by way of share issuance and cash payment.			
	1.13. Accumulated undistributed profit arrangement of the asset acquisition by way of share issuance and cash payment.			
	1.14. Contractual obligations in relation to the transfer of ownership of the relevant assets of the asset acquisition by way of share issuance and cash payment and liability for breach of the "Asset Acquisition Agreement by way of Share Issuance and Cash Payment".			
	1.15. Validity period of the resolution of the asset acquisition by way of share issuance and cash payment.			

RESOLUTIONS		FOR <i>Note 4</i>	AGAINST <i>Note 4</i>	ABSTAIN <i>Note 4</i>
<b>Special Resolutions</b>				
1.16.	Type and nominal value of the shares to be issued of the raising of supporting funds.			
1.17.	Target and method of issuance of the raising of supporting funds.			
1.18.	Pricing benchmark date and basis for pricing of the raising of supporting funds.			
1.19.	Number of shares to be issued of the raising of supporting funds.			
1.20.	Place of listing of the raising of supporting funds.			
1.21.	Lock-up period arrangement of the raising of supporting funds.			
1.22.	Use of proceeds raised of the raising of supporting funds.			
1.23.	Accumulated undistributed profit arrangement of the raising of supporting funds.			
1.24.	Validity period of the resolution of the raising of supporting funds.			
2.	To consider and approve the resolution in relation to the “Report (draft) (revised edition) on the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of Beijing Jingcheng Machinery Electric Company Limited” and its summary.			
3.	To consider and approve the resolution in relation to the conditional “Asset Acquisition Agreement by way of Share Issuance and Cash Payment” and “Performance Compensation Agreement” executed by the Company.			
4.	To consider and approve the resolution in relation to the specific mandate granted to the Board at the EGM and class meetings to deal with matters pertaining to the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company.			

Date: \_\_\_\_\_, 2021

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

- Please insert the number of shares in the Company registered in your name(s) and to which this form of proxy relates. If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- If any proxy/proxies other than the Chairman of the meeting is preferred, strike out “THE CHAIRMAN OF THE MEETING or” and insert the name, address and Identity Card number of the proxy/proxies desired in the spaces provided. Each shareholder is entitled to appoint one or more proxy/proxies to attend and vote at the meeting. The proxy/proxies need not be a shareholder of the Company. Any alteration made to this form of proxy must be signed by the person who signs it.
- Important: If you wish to vote for any resolution, tick in the box marked “FOR”; If you wish to vote against any resolution, tick in the box marked “AGAINST”; If you wish to abstain from voting on any resolution, tick in the box marked “ABSTAIN”; Failure to tick either box will entitle your proxy to cast your vote at his or her discretion. The number of abstained votes will be counted as the required majority in favour of any given resolution proposed as well as the denominator for the purpose of percentage calculation of the voting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under the common seal of the corporation or signed by any director or attorney duly authorised.
- To be valid, this proxy form together with the power of attorney of signatories or other authorisation documents (if any), or copies of such power of attorney or authorisation documents as notarised by the notary public, must be delivered to the business address of the Company at No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, or the Company’s H share registrar, Computershare Hong Kong Investors Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the commencement of the meeting.