



# 北京京城机电股份有限公司

## Beijing Jingcheng Machinery Electric Company Limited

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

(Stock Code: 0187)

### REVISED FORM OF PROXY FOR THE 2013 ANNUAL GENERAL MEETING

Number of shares to which this form relates (Note 1) \_\_\_\_\_

I/We (Note 2) of \_\_\_\_\_ Identity Card number \_\_\_\_\_

being registered holder(s) of \_\_\_\_\_ A shares, \_\_\_\_\_ H shares

in Beijing Jingcheng Machinery Electric Company Limited (the "Company"), HEREBY APPOINT (Note 3) THE CHAIRMAN OF THE MEETING or \_\_\_\_\_ (name) of \_\_\_\_\_ (address),

Identity Card number \_\_\_\_\_, as my/our proxy/proxies to attend and act for me/us at the annual general meeting (the "AGM")

of the Company to be held at the First Conference Room, 18/F, Jingcheng Machinery Electric Building, No. 59 Mansion, Dongsanhuan Road Central, Chaoyang District, Beijing, PRC on Thursday, 26 June 2014 at 9:00 a.m. and to vote at such meeting in respect of the resolution setting out in the notice of AGM as hereunder indicated, or if no such indication is given, as my/our proxy/proxies think(s) fit.

RESOLUTIONS		FOR Note 4	AGAINST Note 4	ABSTAIN Note 4
<b>Ordinary Resolutions:</b>				
1.	To consider and approve the 2013 annual report of the Company			
2.	To consider and approve the 2013 work report of the board of directors of the Company			
3.	To consider and approve the 2013 work report of the supervisory committee of the Company			
4.	To consider and approve the 2013 financial reports of the Company audited by ShineWing Certified Public Accountants LLP			
5.	To consider and approve the 2013 internal control report of the Company audited by Shu Lun Pan Certified Public Accountants LLP			
6.	To consider and approve the resolution of the Company not to distribute any profit for the year 2013			
7.	To consider and approve re-appointment of SHINEWING Certified Public Accountants LLP for the Company's 2014 Financial Reports, and to authorise the Board of Directors to sign a service contract with it and determine its remuneration			
8.	To consider and approve the re-appointment of Shu Lun Pan Certified Public Accountants LLP as the Company's 2014 internal control auditor, and to authorise the Board of Directors to sign a service contract with it and determining its remuneration			
9.	To consider and approve the report of the independent non-executive Directors of the Company for 2013			
10.	To consider and approve the Management Measures on the Efficiency Assessment of Senior Management			
11.	To consider and approve the Fund Raising Management Measures			
12.	To consider and approve the continuing connected transactions in relation to Gas Cylinder Pipe Sale and Purchase Framework Agreement and the Supplemental Agreement			
13.	To consider and approve the resolution on the proposed disposal of the 100% equity interest in Beijing Jingcheng Compressor Co., Ltd. by the Company by way of public tender			
14.	To consider and approve the resolution on the proposed Asset Transaction Agreement to be entered into between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd., subject to terms and conditions, and the connected transaction contemplated thereunder			

RESOLUTIONS		FOR Note 4	AGAINST Note 4	ABSTAIN Note 4
15.	To elect Mr. Hu Chuanzhong, Mr. Li Junjie, Mr. Wu Yanzhang and Ms. Jiang Chi as the executive directors of the eighth board of directors of the Company; to elect Mr. Zhou Yongjun, Ms. Chang Yun and Mr. Xia Zhonghua as the non-executive directors of the eighth board of directors of the Company; to elect Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong as the independent non-executive directors of the eighth board of directors of the Company			
	(1) to elect Mr. Hu Chuanzhong as an executive director of the eighth board of directors of the Company			
	(2) to elect Mr. Li Junjie as an executive director of the eighth board of directors of the Company			
	(3) to elect Mr. Wu Yanzhang as an executive director of the eighth board of directors of the Company			
	(4) to elect Ms. Jiang Chi as an executive director of the eighth board of directors of the Company			
	(5) to elect Mr. Zhou Yongjun as a non-executive director of the eighth board of directors of the Company			
	(6) to elect Ms. Zhou Yun as a non-executive director of the eighth board of directors of the Company			
	(7) to elect Mr. Xia Zhonghua as a non-executive director of the eighth board of directors of the Company			
	(8) to elect Ms. Wu Yan as an independent non-executive director of the eighth board of directors of the Company			
	(9) to elect Mr. Liu Ning as an independent non-executive director of the eighth board of directors of the Company			
	(10) to elect Mr. Yang Xiaohui as an independent non-executive director of the eighth board of directors of the Company			
	(11) to elect Mr. Fan Yong as an independent non-executive director of the eighth board of directors of the Company			
16.	To consider and approve the resolution on the remuneration of and the service contracts to be entered into with directors of the eighth board of directors of the Company			
17.	To elect Ms. Liu Zhe and Mr. Han Bingkui as the supervisors of the eighth supervisory committee of the Company			
	(1) To elect Ms. Liu Zhe as a supervisor of the eighth supervisory committee of the Company			
	(2) To elect Mr. Han Bingkui as a supervisor of the eighth supervisory committee of the Company			
18.	To consider and approve the resolution on the remuneration of and the service contracts to be entered into with supervisors of the eighth supervisory committee of the Company			
<b>Special Resolution:</b>				
19.	To consider and approve the proposed amendments to the Articles of Association			

Date: \_\_\_\_\_ 2014

Signature(s) (Note 5): \_\_\_\_\_

**Notes:**

- Please insert the number of shares in the Company registered in your name(s) and to which the proxy/proxies relate(s). 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 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 discretion. The number of abstained votes will be counted as the required majority in favour of any given resolution proposed while the number of abstained votes will also be counted into 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 or signed by any director or attorney duly authorised.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of such power of attorney or other authority, must be delivered to the registered address of the Company at No. 9 North Tianying Road, Chaoyang District, Beijing, not less than 24 hours before the time appointed for the commencement of the AGM.