



# 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)

### FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

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

I/We *(Note 2)* 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 *(Note 3)* 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 extraordinary general 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 9:30 a.m. and to vote at such meeting in respect of the resolutions setting out in the notice of the extraordinary general 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 fulfilment of the conditions by the Company in respect of the asset acquisition by way of share issuance and cash payment and raising of supporting funds.			
2.	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:			
	2.01. Counterparties of the transaction of the asset acquisition by way of share issuance and cash payment.			
	2.02. Target assets of the asset acquisition by way of share issuance and cash payment.			
	2.03. Transaction price and basis of pricing of the asset acquisition by way of share issuance and cash payment.			
	2.04. Payment methods of the asset acquisition by way of share issuance and cash payment.			
	2.05. Type and nominal value of the shares to be issued of the asset acquisition by way of share issuance and cash payment.			
	2.06. Method and target of issuance and method of subscription of the asset acquisition by way of share issuance and cash payment.			
	2.07. Issue price and basis of pricing of the asset acquisition by way of share issuance and cash payment.			
	2.08. Number of shares to be issued of the asset acquisition by way of share issuance and cash payment.			
	2.09. Place of listing of the asset acquisition by way of share issuance and cash payment.			
	2.10. Lock-up period arrangement of the asset acquisition by way of share issuance and cash payment.			
	2.11. Attribution of profit or loss during the transitional period of the asset acquisition by way of share issuance and cash payment.			
	2.12. Performance compensation and excess profit reward 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>
Special Resolutions				
2.13.	Accumulated undistributed profit arrangement of the asset acquisition by way of share issuance and cash payment.			
2.14.	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”.			
2.15.	Validity period of the resolution of the asset acquisition by way of share issuance and cash payment.			
2.16.	Type and nominal value of the shares to be issued of the raising of supporting funds.			
2.17.	Target and method of issuance of the raising of supporting funds.			
2.18.	Pricing benchmark date and basis for pricing of the raising of supporting funds.			
2.19.	Number of shares to be issued of the raising of supporting funds.			
2.20.	Place of listing of the raising of supporting funds.			
2.21.	Lock-up period arrangement of the raising of supporting funds.			
2.22.	Use of proceeds raised of the raising of supporting funds.			
2.23.	Accumulated undistributed profit arrangement of the raising of supporting funds.			
2.24.	Validity period of the resolution of the raising of supporting funds.			
3.	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.			
4.	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.			
5.	To consider and approve the resolution that the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company is not expected to constitute a major asset restructuring and listing by way of restructuring.			
6.	To consider and approve the resolution that the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company are in compliance with the requirements of Article 4 of the “Provisions on Issues Concerning Regulating the Material Asset Reorganisations of Listed Companies”.			
7.	To consider and approve the resolution that the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company are in compliance with the requirements of Articles 11 and 43 of the “Administrative Measures for the Material Asset Reorganisations of Listed Companies”.			
8.	To consider and approve the resolution that the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company are in compliance with the requirements of Article 44 of the “Administrative Measures for the Material Asset Reorganisations of Listed Companies”.			
9.	To consider and approve the resolution that the asset acquisition by way of share issuance and cash payment and raising of supporting funds are in compliance with the requirements of Article 39 of the “Administrative Measures for the Issuance of Securities by Listed Companies”.			
10.	To consider and approve the resolution on the statement that the Company’s share price movement has not reached the relevant benchmark set out in Article 5 of the “Notice on Regulating the Information Disclosure of Listed Companies and the Acts of All the Related Parties”.			

RESOLUTIONS		FOR <i>Note 4</i>	AGAINST <i>Note 4</i>	ABSTAIN <i>Note 4</i>
<b>Special Resolutions</b>				
11.	To consider and approve the resolution that the relevant entities involved in the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company are not prohibited from participating in any material assets restructuring of any listed companies in accordance with Article 13 of the “Interim Provisions on Strengthening Supervision over Abnormal Stock Trading Related to the Material Asset Reorganisations of Listed Companies”.			
12.	To consider and approve the description on the completeness and compliance of legal procedures and the validity of the legal documents submitted in relation to the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company.			
13.	To consider and approve the resolution that the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company do not constitute a related party transaction.			
14.	To consider and approve the resolution in relation to the effect of the asset acquisition by way of share issuance and cash payment and raising of supporting funds on the immediate returns and the remedial measures on recovering of immediate returns of the Company.			
15.	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.			
16.	To consider and approve the resolution in relation to opinions in relation to the independence of the valuation institution, reasonableness of the assumptions used in the valuation, relevance of the valuation methods and valuation purposes and fairness of the appraised value.			
17.	To consider and approve the resolution in relation to the approval of the audit report, valuation report and pro forma review report on the asset acquisition by way of share issuance and cash payment and raising of supporting funds.			
18.	To consider and approve the resolution in relation to the amendments to the “Articles of Association”.			
19.	To consider and approve the resolution in relation to the amendments to the “Rules of Procedure of the General Meeting of Shareholders”.			
20.	To consider and approve the resolution in relation to the amendments to the “Rules of Procedure for the Board of Directors”.			
21.	To consider and approve the resolution in relation to the amendments to the “Rules of Procedure for the Supervisory Committee”.			
<b>Ordinary Resolution</b>				
22.	To consider and approve the resolution in relation to the amendments to the “Fundraising Management Measures”.			

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

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

*Notes:*

1. 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).
2. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
3. 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.
4. 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.
5. 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.
6. 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.