



# 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)

### REVISED FORM OF PROXY FOR THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

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 second extraordinary general meeting of 2019 of the Company ("EGM") to be held at the Company's  
 Conference Room, No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing on Monday, 15 July 2019 at 9:30 a.m. and to vote at such meeting  
 in respect of the resolutions setting out in the notice of EGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR Note 4	AGAINST Note 4	ABSTAIN Note 4
<b>Special Resolutions</b>				
2.	To consider and approve the resolution in relation to the plan for the Proposed A Shares Issue			
	(i) target subscriber			
	(ii) class and par value of shares to be issued			
	(iii) method and time of issue			
	(iv) target subscriber and subscription method			
	(v) Pricing Benchmark Date, issue price and pricing principles			
	(vi) number of A Shares to be issued			
	(vii) lock-up period			
	(viii) arrangement of accumulated profits before the issue			
	(ix) place of listing			
	(x) validity period of the resolution			
3.	To consider and approve the resolution in relation to the proposal for the Proposed A Shares Issue			
4.	To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds from the Proposed A Shares Issue			
5.	To consider and approve the resolution in relation to the subscription of A Shares under the Proposed A Shares Issue which constitutes connected transaction of the Company			
6.	To consider and approve the resolution in relation to the conditional A Share Subscription Agreement entered into between the Company and Jingcheng Machinery Electricity on 6 May 2019			
7.	To consider and approve the resolution in relation to the Specific Mandate of the Board to deal with matters related to the Proposed A Shares Issue.			
10.	To consider and approve the resolution in relation to the application for the Whitewash Waiver			
12.	To consider and approve the resolution in relation to the proposed amendments to the Articles of Association			
<b>Ordinary Resolutions</b>				
1.	To consider and approve the resolution in relation to the Company's compliance with the conditions of the Proposed A Shares Issue			
8.	To consider and approve the resolution in relation to the dilution of current return as a result of the Proposed A Shares Issue and the adoption of remedial measures			
9.	To consider and approve the resolution in relation to undertakings by the controlling shareholder, directors and senior management of the Company to the implementation of the remedial measures			
11.	To consider and approve the resolution in relation to the shareholders' return plan for the next three years of the Company			

Date: \_\_\_\_\_ 2019

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

**Notes:**

- Please insert the number of shares in the Company registered in your name(s) and to which the 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 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 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 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 Investor 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 EGM.