



中國機械設備工程股份有限公司
China Machinery Engineering Corporation*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1829)

**Form of Proxy for the 2016 First Extraordinary General Meeting to be held on
Tuesday, March 29, 2016 (or at any adjournment thereof)**

I/We _____
of _____ (Note 1)
being the registered holder of _____ Domestic Shares/H Shares (Note 2) in China Machinery Engineering Corporation* (the "Company"), **HEREBY APPOINT** (Note 3) the Chairman of the 2016 first extraordinary general meeting (the "First EGM") or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the First EGM to be held at the Meeting Room, 3/F, DoubleTree by HILTON, No. 168 Guang'anmenwai Street, Beijing, the People's Republic of China (the "PRC") on Tuesday, March 29, 2016 at 9:00 a.m., and at any adjournment thereof and to vote on my/our behalf as directed below.

Ordinary Resolutions (Note 4)		For (Note 6)	Against (Note 6)	Abstain (Note 6)
1.	To approve, confirm and ratify the Acquisition Agreement.			
2.	To authorise the directors of the Company ("Directors") to do all such acts and things, to sign and execute all other relevant documents and to take such steps which, in the opinion of the Directors, are necessary, appropriate, desirable or expedient to give effect to or implement the Acquisition and the terms of the Acquisition Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.			

Signature(s) _____ (Note 5) Dated this _____ day of _____, 2016

Notes:

- Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (Domestic Shares/H Shares) to which the proxy does not relate.
- If any proxy other than the chairman of the First EGM is preferred, strike out the words "the Chairman of the 2016 first extraordinary general meeting (the "First EGM") or" and insert the name and address of the proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE FIRST EGM WILL ACT AS YOUR PROXY.**
- The full text of these resolutions is set out in the notice of the First EGM which is sent to the shareholders of the Company together with this form of proxy.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- If you wish to vote for any of the resolutions set out above, please tick ("√") in the boxes marked "**FOR**". If you wish to vote against any of the resolutions, please tick ("√") in the boxes marked "**AGAINST**". If you wish to abstain for any of the resolutions, please tick ("√") in the boxes marked "**ABSTAIN**". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the First EGM other than those set out in the notice of the First EGM. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having been waived by you and the corresponding vote will be counted as "**ABSTAIN**".
- This form of proxy must be signed and dated by a shareholder, or his/her attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under its director or duly authorized person. All powers of attorney referred to in this note must be notarially certified.
- As regards the holders of the H Shares and in order to be valid, this form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with 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 holding the First EGM or any adjournment thereof.
- As regards the holders of the Domestic Shares and in order to be valid, this form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's registered office address at The Office of the Board of Directors, No. 178 Guang'anmenwai Street, Beijing, the PRC not less than 24 hours before the time appointed for holding the First EGM or any adjournment thereof.
- A proxy attending the First EGM on behalf of a shareholder must present the proxy's proof of identity together with any power of attorney or other authority (if any).
- Any alteration made to this form of proxy should be initialed by the person who signs this form of proxy.
- Unless the context requires otherwise, terms defined in the notice of the First EGM shall bear the same meanings when used in this form of proxy.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the First EGM and any adjournment thereof if you so wish. You must present your proof of identification when you attend and vote in person at the First EGM.

* For identification purposes only