



沈機集團昆明機床股份有限公司

SHENJI GROUP KUNMING MACHINE TOOL COMPANY LIMITED

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

(Stock Code: 0300)

PROXY FORM FOR USE AT THE THIRD EXTRAORDINARY GENERAL MEETING OF 2016

Shenji Group Kunming Machine Tool Company Limited:

Number of shares represented by this proxy form (note 1) _____

I/We (note 2) _____

with address being _____

_____, holder(s) of _____ A shares/ _____ H shares (note 3) of Shenji Group Kunming

Machine Tool Company Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**, or Mr. (Miss) _____

_____, (note 4) as my/our proxy to attend and act for me/us at the **third** extraordinary general meeting of

2016 ("EGM") of the Company to be held at Conference Room, 2nd Floor, Office Building, 23 Ciba Road, Kunming City, Yunnan

Province, the People's Republic of China ("PRC"), on **Wednesday, 16 November 2016** at 9:30 a.m., to vote for me/us at such meeting

in respect of the resolutions as hereunder indicated (for, against, abstain from voting, note 5), or if no such indication is given, as my/our

proxy thinks fit.

No.:	ORDINARY RESOLUTIONS	For	Against	Abstain From Voting
1.	To consider and approve the resolution of 2017 daily connected transactions between the Company and its related party Kunming TOS and the foreign shareholder of Kunming TOS;			

Signature(s) (note 6): _____

Date: _____ **2016**

Note 1: Please insert the total number of A shares and H shares in the capital of the Company registered in your name(s) to which this proxy form relates. If no such 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).

Note 2: Please insert the full name(s) (in Chinese or in English, as shown in the register of members) and registered address(es) of the shareholder(s) in BLOCK LETTERS. If the shareholder is a legal person, please fill in the whole name of the legal person and its registered address.

Note 3: Please insert the respective total numbers of A shares and H shares in the capital of the Company registered in your name(s) to which this proxy form relates and where appropriate, delete the class of shares that does not relate to this proxy form.

Note 4: If any proxy other than the Chairman of the meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING, or" and insert the name and address of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxies to attend and vote in his stead. The proxy needs not be a shareholder of the Company.

Note 5: If you wish to vote for any resolution, please tick in the box marked "FOR". If you wish to vote against any resolution, please tick in the box marked "AGAINST". If you wish to abstain from voting on any resolution, please tick the box marked "ABSTAIN FROM VOTING". If the proxy form is returned without any indication as to how the proxy shall vote on any particular resolution, your proxy is entitled to exercise his discretion as to whether he votes and if so how. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to vote at the EGM other than those referred to in the Notice.

Note 6: This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporate body, either under the common seal or signed by any legal representative thereof or attorney authorized in writing. All power of attorney stated in this note must be notorially certified. The Company will put the above clear and definite votes containing "for", "against" and "abstain from voting" in the denominator of calculating voting results. If there is no clear and definite votes, the vote will not involve in the denominator of calculating voting results.

Note 7: To be valid, this form of proxy, together with the notorially certified power of attorney stated in note 6, must be delivered to the registered address of the Company (in case of holders of A shares of the Company) or to the Hong Kong branch share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of holder of H shares of the Company) no later than 24 hours before the time appointed for the holding of the EGM (i.e. before 9:30 am, **15 November 2016**).

Note 8: The completed and signed form of proxy and the identification document of the proxy appointed must be produced when the proxy attends the EGM.

Note 9: This form of proxy should be completed in duplicate. One of them should be deposited to Company or Hong Kong Registrars Limited in accordance with the instructions stated in Note 7 while another one should be presented at the EGM in accordance with the instructions stated in Note 8.

Registered Address of the Company: 23 Ciba Road, Kunming City, Yunnan Province, the People's Republic of China

Post Code: 650203

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Contact Person: Mr. Luo Tao or Ms. Wang Bihui