



上海集優機械股份有限公司

Shanghai Prime Machinery Company Limited

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

(Stock Code: 02345)

PROXY FORM

For the Extraordinary General Meeting to be held on Friday, 8 December 2017 and at any adjournment thereof

I/ We ^(Note 1) _____
of ^(Note 2) _____
being the registered holder(s) of ^(Note 3) _____ domestic shares/H shares of RMB1.00 each in the share capital of Shanghai Prime Machinery Company Limited (the "Company"), hereby appoint the Chairman of the meeting ^(Notes 4) or _____
of _____ and/or _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Meeting Center, North 6th Floor, 2747 Songhuajiang Road, Hongkou District, Shanghai, PRC on Friday, 8 December 2017 at 1:00 p.m. and at any adjournment thereof and to exercise all rights conferred on proxies under laws, regulations and the articles of association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1	To consider, approve and confirm the Amended Framework Sales Agreement dated 26 September 2017 (a copy of which will be produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification) entered into between the Company and SEG, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified (and accordingly the SEC Framework Sales Agreement will be terminated upon the Amended Framework Sales Agreement becoming effective); and any one director of the Company is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Amended Framework Sales Agreement with such changes as he may consider necessary, desirable or expedient.			
2	To consider, approve and confirm the Amended Framework Purchase Agreement dated 26 September 2017 (a copy of which will be produced to the meeting marked "B" and signed by the chairman of the meeting for the purpose of identification) entered into between the Company and SEG, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and any one director of the Company is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Amended Framework Purchase Agreement with such changes as he may consider necessary, desirable or expedient.			
3	To consider, approve and confirm the deposit services under the Framework Financial Services Agreement dated 26 September 2017 (a copy of which will be produced to the meeting marked "C" and signed by the chairman of the meeting for the purpose of identification) entered into between the Company and SEG, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and any one director of the Company is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the deposit services under the Framework Financial Services Agreement with such changes as he may consider necessary, desirable or expedient.			

Signature ^(Note 7): _____ Date: _____ 2017

Notes:

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy form relates and delete the non-applicable category of shares (domestic shares or H shares). If no number is inserted, this proxy form will be deemed to relate to all shares in the Company registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name and address of the proxy (or proxies) desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN"**. Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any resolution properly put to the meeting other than those referred to in the Notice of Extraordinary General Meeting.
- This proxy form must be signed and dated by the shareholder or his /her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorized to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the meeting, either in person or by proxy.
- To be valid, this proxy form, together with the 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 completed and deposited at, for holders of domestic shares, the Company Secretary at 2747 Songhuajiang Road, Hongkou District, Shanghai, PRC and for holders of H shares, at the office of the H Share registrar of the Company, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the meeting or any adjournment thereof.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the meeting.
- The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this reply form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap. 486 ("PDPO"), which includes your name, contact number, email address and address. Your Personal Data provided in this reply form will be used in connection with processing your request for the corporate communication of the Company. The supply of your Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your Personal Data.

Your Personal Data will be disclosed or transferred to the Company, the Company's H Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, and will be retained for such period as may be necessary for our verification and record purpose.

You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Company at its principal place of business in PRC.