



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 2018 Second Extraordinary General Meeting to be held on Monday, March 5, 2018 (or at its adjournment)

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 2018 second extraordinary general meeting (the "Second EGM") or _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Second 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 Monday, March 5, 2018 at 9:00 a.m., or at its adjournment and to vote on my/our behalf as directed below.

	Special Resolution (Note 4)	For (Note 6)	Against (Note 6)	Abstain (Note 6)
1.	To consider and approve the proposed amendments to the articles of association of the Company.			
Ordinary Resolutions (Note 4)				
2.	To consider and approve the proposed amendments to the procedural rules of the Board meetings.			
3.	To consider and approve the proposed re-appointments or appointments of nine Directors for the third session of the Board for a term of office of three years commencing from the conclusion of the Second EGM.			
a.	Re-appointment of Mr. ZHANG Chun as an executive Director.			
b.	Appointment of Mr. HAN Xiaojun as an executive Director.			
c.	Appointment of Mr. ZHOU Yamin as an executive Director.			
d.	Re-appointment of Mr. YU Benli as a non-executive Director ("NED").			
e.	Re-appointment of Mr. ZHANG Fusheng as a NED.			
f.	Re-appointment of Mr. LIU Li as an independent non-executive Director ("INED").			
g.	Re-appointment of Ms. LIU Hongyu as an INED.			
h.	Re-appointment of Mr. FANG Yongzhong as an INED.			
i.	Re-appointment of Mr. WU Tak Lung as an INED.			
4.	To consider and approve the proposed re-appointments of two supervisors of the Company (the "Supervisors") for the third session of the supervisory board of the Company (the "Supervisory Board") for a term of office of three years commencing from the conclusion of the Second EGM.			
a.	Re-appointment of Mr. QUAN Huaqiang as a Supervisor.			
b.	Re-appointment of Mr. QIAN Xiangdong as a Supervisor.			
5.	To approve and authorise the Board to determine the remuneration proposal of each of the Directors of the third session of Board in accordance to the remuneration policy set by the remuneration committee of the Board and to authorise the Board to enter into service contracts and/or appointment letters with each of the re-elected or elected Directors subject to such terms and conditions as the Board shall think fit and to do all such acts and things and handle all other related matters as necessary.			

Signature(s) _____ (Note 5) Dated this _____ day of _____, 2018

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 Second EGM is preferred, strike out the words "the Chairman of the 2018 second extraordinary general meeting (the "Second EGM") or" and insert the name and address of the proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SECOND EGM WILL ACT AS YOUR PROXY.**
- The full text of these resolutions are set out in the notice of the Second 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 Second EGM other than those set out in the notice of the Second EGM. Any vote which is not filled or filled wrongly or with unrecognisable 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 authorised in writing, or if the shareholder is a corporation, either under its common seal or under its director or duly authorised 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 later than 24 hours before the time appointed for holding the Second EGM or its adjournment.
- 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 later than 24 hours before the time appointed for holding the Second EGM or its adjournment.
- A proxy attending the Second 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 initiated by the person who signs this form of proxy.
- Unless the context requires otherwise, terms defined in the notice of the Second 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 Second EGM and its adjournment if you so wish. You must present your proof of identification when you attend and vote in person at the Second EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO") which includes your and your proxy's names and addresses.
- Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy (the "Purpose").
- Your Personal Data will not be transferred to other third parties (other than the share registrar of the Company) and third party service provider who provides administrative, computer and other services in connection with the Purpose. Unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- 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 should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

* For identification purposes only