



# 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)

### FORM OF PROXY FOR THE 2014 ANNUAL GENERAL MEETING

Number of shares to which this form relates (*Note 1*) \_\_\_\_\_

I/We (*Note 2*) of \_\_\_\_\_ 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/proxies to attend and act for me/us at the annual general meeting (the "AGM") of the Company to be held at the First Conference Room, 18/F, Jingcheng Machinery Electric Building, No. 59 Mansion, Dongsanhuan Road Central, Chaoyang District, Beijing, PRC on Tuesday, 9 June 2015 at 9:00 a.m. and to vote at such meeting in respect of the resolution setting out in the notice of AGM as hereunder indicated, or if no such indication is given, as my/our proxy/proxies think(s) fit.

RESOLUTIONS		FOR <i>Note 4</i>	AGAINST <i>Note 4</i>	ABSTAIN <i>Note 4</i>
<b>Ordinary Resolutions:</b>				
1	To consider and approve the 2014 annual report of the Company			
2	To consider and approve the 2014 work report of the board of directors of the Company			
3	To consider and approve the 2014 work report of the supervisory committee of the Company			
4	To consider and approve the 2014 Financial Reports of the Company audited by the auditor			
5	To consider and approve the 2014 internal control report of the Company audited by the auditor			
6	To consider and approve the report of the independent non-executive directors of the Company for 2014			
7	To consider and approve re-appointment of SHINEWING Certified Public Accountants LLP for the Company's 2015 Financial Reports, and to authorise the board of directors to enter into a service contract with it and determine its remuneration;			
8	To consider and approve re-appointment of Shu Lun Pan Certified Public Accountants LLP as the Company's 2015 internal control auditor, and to authorise the board of directors to enter into a service contract with it and determine its remuneration;			
9	To consider and approve the resolution of the Company not to distribute any profit for the year 2014			

RESOLUTIONS		FOR <i>Note 4</i>	AGAINST <i>Note 4</i>	ABSTAIN <i>Note 4</i>
<b>Ordinary Resolutions:</b>				
11	To authorise the board of directors to determine the remuneration of the directors and supervisors			
12	To consider and approve the continuing connected transactions in relation to finance lease cooperation framework agreement entered into between the subsidiary of the Company, namely 北京天海工業有限公司 (Beijing Tianhai Industry Co., Ltd.) and 北京京城國際融資租賃有限公司 (Beijing Jingcheng International Financial Leasing Co., Ltd.)			
13	To consider and approve the resolutions of electing the eighth session of the board of directors of the Company			
13.1	To elect Liu Zhe as the executive director of the eighth session of the board of directors of the Company			
13.2	To elect Jin Chunyu as the non-executive director of the eighth session of the board of directors of the Company			
13.3	To elect Fu Hongquan as the non-executive director of the eighth session of the board of directors of the Company			
14	To consider and approve the resolutions of electing the eighth session of the supervisory committee of the Company			
14.1	To elect Chang Yun as the supervisor of the eighth session of the supervisory committee of the Company			
14.2	To elect Wang Weijing as the supervisor of the eighth session of the supervisory committee of the Company			
<b>Special Resolution:</b>				
10	To consider and approve the resolution of the amendments to the Articles of Association			

Date: \_\_\_\_\_ 2015

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

*Notes:*

- Please insert the number of shares in the Company registered in your name(s) and to which the proxy/proxies relate(s). 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 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 registered address of the Company at No. 2 Nam San Street, Huo County, Tongzhou District, Beijing, not less than 24 hours before the time appointed for the commencement of the AGM.