



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 Annual General Meeting for the year 2019 to be held on Friday, 19 June 2020
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 annual general meeting for the year 2019 of the Company to be held at Meeting Center, North 6th Floor, 2747 Songhuajiang Road, Hongkou District, Shanghai, PRC on Friday, 19 June 2020 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 and approve the report of the board of directors of the Company for the year ended 31 December 2019.			
2	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019.			
3	To consider and approve the report of the independent auditors and the audited financial statements of the Company for the year ended 31 December 2019.			
4	To consider and approve the profit distribution plan of the Company for the year 2019 and the recommendation for dividend of the Company for the year ended 31 December 2019.			
5	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the financial year of 2020 and to authorise the board of directors of the Company to fix the auditors' remunerations.			
6	To consider and approve the policy on remunerations of the directors and supervisors (non-employee representatives) of the Company for the year ending 31 December 2020 and to ratify the remunerations paid to the directors and supervisors (non-employee representative) of the Company during the year 2019.			
7	to consider and approve the resolutions in respect of the members of the sixth session of the Board:			
7.1	to consider and approve the re-election of Mr. Zhou Zhiyan as an executive director of the Company for a term of three years with immediate effect;			
7.2	to consider and approve the re-election of Mr. Zhang Mingjie as an executive director of the Company for a term of three years with immediate effect;			
7.3	to consider and approve the re-election of Mr. Si Wenpei as an executive director of the Company for a term of three years with immediate effect;			
7.4	to consider and approve the re-election of Mr. Xiao Yuman as an executive director of the Company for a term of three years with immediate effect;			
7.5	to consider and approve the election of Mr. Xia Sicheng as an executive director of the Company for a term of three years with immediate effect;			
7.6	to consider and approve the election of Mr. Dong Yeshun as a non-executive director of the Company for a term of three years with immediate effect;			
7.7	to consider and approve the election of Mr. Ling Hong as an independent non-executive director of the Company for a term of three years with immediate effect;			
7.8	to consider and approve the election of Mr. Chan Oi Fat as an independent non-executive director of the Company for a term of three years with immediate effect;			

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
7.9	to consider and approve the election of Mr. Sun Zechang as an independent non-executive director of the Company for a term of three years with immediate effect.			
8	to consider and approve the resolutions in respect of the members of the sixth session of the Supervisory Committee:			
8.1	to consider and approve the re-election of Ms. Zhang Yan as a supervisor of the Company (non-employee representative) for a term of three years with immediate effect;			
8.2	to consider and approve the re-election of Ms. Lu Haixing as a supervisor of the Company (non-employee representative) for a term of three years with immediate effect.			
Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
9	To grant a general mandate to the directors to issue, allot and deal with additional Domestic Shares and additional H Shares respectively (including but not limited to ordinary share, preference shares, or other securities in compliance with applicable laws and regulations) not exceeding 20% of each of the total number of Domestic Shares in issue and H Shares in issue of the Company as at the date of passing this resolution.			
10	To consider and, if thought fit, to approve the resolution on the proposed amendments to the Articles of Association of the Company.			

Signature ^(Note 7): _____

Date: _____ 2020

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 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 Annual 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 Nonghuajiang Road, Hongkou District, Shanghai, PRC and for holders of H shares, at the office of the H Share registrar of the Company, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the meeting or any adjournment thereof.
- Completion and delivery 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.
- All times refer to Hong Kong local time, except as otherwise stated.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“**PDPO**”), which includes your and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the annual general meeting of the Company. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s 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.

By providing your proxy’s Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing to the Company at the above address.