



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 Wednesday, 30 December 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 extraordinary general meeting of the Company (the "EGM" or "Meeting") to be held at Meeting Center, North 6th Floor, 2747 Songhuajiang Road, Hongkou District, Shanghai, PRC on Wednesday, 30 December 2020 at 10:00 a.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 resolution to be proposed at the Meeting, and if no such indication is given, as my/our proxy thinks fit.

Table with 4 columns: Ordinary Resolution, For (Note 5), Against (Note 5), Abstain (Note 5). Row 1: To consider and approve the appointment of PricewaterhouseCoopers as the Company's auditors for the financial year of 2020 and the authorisation of the board of the directors of the Company to determine the auditors' remuneration.

Signature (Note 7): \_\_\_\_\_

Date: \_\_\_\_\_ 2020

Notes:

- 1. Please insert full name(s) in BLOCK CAPITALS.
2. Please insert full address(es) in BLOCK CAPITALS.
3. 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).
4. 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.
5. 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".
6. This proxy form must be signed and dated by the shareholder or his /her attorney duly authorized in writing.
7. 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the Meeting or any adjournment thereof.
8. Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting.
9. The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
10. All times refer to Hong Kong local time, except as otherwise stated.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this reply slip 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 slip 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.