



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

The number and class of Shares relating to this form of proxy^(Note 1)

I/We^(Note 2)

of _____

being the registered shareholder(s) of _____

Domestic Shares/H Shares^(Note 3) of Shanghai Prime Machinery Company Limited (the "Company"), hereby appoint the chairman of the meeting, or^(Note 4) _____

of _____

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 "SPM EGM") to be held at 9:00 a.m. on Monday, 11 January 2021 at Meeting Center, North 6th Floor, 2747 Songhuajiang Road, Hongkou District, Shanghai, PRC in respect of the resolution set out in the notice of SPM EGM. In the absence of any indication, the proxy may vote at his/her own discretion.

	Special Resolution	For ^(Note 5)	Against ^(Note 5)
(1)	(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 15 October 2020 entered into between SPM and the Offeror and the Merger and the transactions contemplated under the Merger Agreement. (b) To consider and, if thought fit, to approve that any SPM Director and/or Company Secretary be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of SPM to give effect to and in connection with any transactions contemplated under the Merger Agreement.		

Date: _____ 2020/2021

Signature^(Note 6): _____

Notes:

Important: You should first review the composite document jointly issued by Shanghai Electric Group Company Limited, the Company and Shanghai Prime Mingyu Machinery Technology Co., Ltd.* (上海集優銘宇機械科技有限公司) on 11 December 2020 (the "Composite Document") before appointing a proxy. Unless otherwise defined herein, the capitalised terms used shall have the same meanings as defined in the Composite Document.

- Please insert the number and class of Shares registered in your name(s) relating to this form of proxy. If the number and class are inserted, this form of proxy will be deemed to relate only to those Shares. If no number and class are inserted, the form of proxy will be deemed to relate to all Shares of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **BLOCK** letters.
- Please insert the number of Shares registered in your name(s) and select the class of Shares (delete as appropriate). If no number and class of Shares are inserted, this form of proxy will be deemed to relate to all Shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words "THE CHAIRMAN OF THE MEETING, or" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the "Shareholder") may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote at his/her own discretion.
- This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
- In case of any joint holders of Shares, only the joint holder whose name appears first in the register of members is entitled to receive the share certificates of relevant Shares and the Company's notices, and to attend and exercise all voting rights of such Shares at the SPM EGM. Any notice delivered to that person shall be deemed as having been delivered to all joint holders of the relevant Shares.
- If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The form of proxy and the notarised power of attorney or other authorisation documents must be lodged with the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the holders of H Shares), or the Board office of the Company at South 4th Floor, 2747 Songhuajiang Road, Hongkou District, Shanghai, PRC (for the holders of Domestic Shares) not less than 24 hours prior to the holding of the SPM EGM (i.e. before 9:00 a.m. on Sunday, 10 January 2021).
- The SPM EGM is expected to take less than half a day. Shareholders who attend the SPM EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the SPM EGM.

* for identification purpose only