



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 H Shareholders' Class Meeting to be held on  
Wednesday, 28 July 2021 (or at its adjournment)

The number of H Shares  
relating to this form of proxy<sup>(Note 1)</sup>

I/We \_\_\_\_\_  
of \_\_\_\_\_<sup>(Note 2)</sup>

being the registered holder of \_\_\_\_\_ H Shares<sup>(Note 3)</sup> in China Machinery Engineering Corporation\*  
(the "Company"), HEREBY APPOINT<sup>(Note 4)</sup> the Chairman of the H shareholders' class meeting (the "H Shareholders' Class Meeting")  
or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the H Shareholders' Class Meeting to be held at Meeting Room, CMEC Building,  
No. 165 Jinze Road, Fengtai District, Beijing, the People's Republic of China on Wednesday, 28 July, 2021 at 9:30 a.m. or immediately following the  
conclusion of the extraordinary general meeting or its adjournment, and to vote on my/our behalf as directed below.

Special Resolutions <sup>(Note 5)</sup>		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>	Abstain <sup>(Note 6)</sup>
1.	(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 13 January 2021 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.  (b) To consider and, if thought fit, to approve that Mr. Fang Yanshui, an executive Director 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 the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.			

Signature(s) \_\_\_\_\_<sup>(Note 7)</sup> Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2021

Contact Phone Number: \_\_\_\_\_

Notes:

Important: You should first review the composite document jointly issued by the Company and China SUMEC Automotive Industry Consulting Development Co., Ltd.\* dated 6 July 2021 (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 of H Shares registered in your name(s) relating to this form of proxy. If the number is inserted, this form of proxy will be deemed to relate only to those H Shares. If no number is inserted, the form of proxy will be returned to you for correction and resubmission. Any corrected form of proxy must be resubmitted and received by 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 by not later than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or its adjournment.
- 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 H Shares registered in your name(s). If no number is inserted, the form of proxy will be returned to you for correction and resubmission. Any corrected form of proxy must be resubmitted and received by 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 by not later than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or its adjournment.
- If any proxy other than the chairman of the H Shareholders' Class Meeting is preferred, strike out the words "the Chairman of the H Shareholders' class meeting (the "H Shareholders' Class Meeting") or" and insert the name and address of the proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE H SHAREHOLDERS' CLASS MEETING WILL ACT AS YOUR 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 H Share, any one of such joint holders may vote at the H Shareholders' Class Meeting, either in person or by proxy, in respect of such H 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 H Share shall alone be entitled to vote in respect thereof.
- If you wish to vote for the resolution set out above, please tick ("✓") in the boxes marked "FOR". If you wish to vote against the resolution, please tick ("✓") in the boxes marked "AGAINST". If you wish to abstain for the resolution, 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 resolution, the proxy will vote or abstain at his/her discretion in respect of all resolutions. A proxy will also be entitled to vote at his/her discretion on resolution properly put to the H Shareholders' Class Meeting other than those set out in the notice of the H Shareholders' Class Meeting. 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.
- 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 H Shareholders' Class Meeting or its adjournment.
- In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends H Shareholders to exercise their voting rights by appointing the Chairman of the H Shareholders' Class Meeting as their proxy to vote on the relevant resolution at the H Shareholders' Class Meeting as an alternative to attending the H Shareholders' Class Meeting in person.**
- A proxy attending the H Shareholders' Class Meeting 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 initialed by the person who signs this form of proxy.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the H Shareholders' Class Meeting and its adjournment if you so wish. You must present your proof of identification when you attend and vote in person at the H Shareholders' Class Meeting.

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 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

\* For identification purposes only