

Chongqing Machinery & Electric Co., Ltd.* 重慶機電股份有限公司

(a joint stock limited company incorporated in the People's Republic of China) (Stock Code: 02722)

Revised Proxy Form for the Annual General Meeting to be held on Tuesday, 28 June 2016 (or at any adjournment thereof)

I/We	,					
of _			(Note 1)			
being	g the registered holder of	Domestic Shares	/H Shares (Note 2) in			
		T (Note 3) the Cha	irman of the annual			
-	ral meeting or					
Roor	as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at the Conference Room, 13/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC on Tuesday, 28 June 2016 at 9:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.					
	ORDINARY RESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)			
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2015;					
2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2015;					
3.	To consider and approve the audited financial statement of the Company and its subsidiaries and the Auditor's Report for the year ended 31 December 2015;					
4.	To consider and approve the profit appropriation proposal of the Company for the year ended 31 December 2015 and the declaration of the final dividend of RMB0.025 per share (tax inclusive);					
5.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs (special general partnership) as the PRC auditor and PricewaterhouseCoopers as the international auditor of the Company in 2016 to hold office until the conclusion of the next annual general meeting and the total review and audit fees of RMB3.50 million for the Company's 2016 interim financial statements and annual financial statements;					
6.	To consider and approve the Master Sales Agreement entered into between the Company and Chongqing Machinery and Electric Holding (Group) Co., Ltd. on 7 April 2016 (the "2017-2019 Master Sales Agreement") and the proposed annual caps for such transactions for the three years ended 31 December 2019; and to authorize the directors of the Company to do all such further acts and thing and execute all such further documents and take all such steps that are ancillary to 2017-2019 Master Sales Agreement and of administrative nature which, in their absolute discretion, to implement and/or give effect to the matters contemplated under this resolution;					
7.	To consider and approve the transactions in respect of the deposit services under the financial services framework agreement entered into between the Company and Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd. on 7 April 2016 ("2017-2019 Group Financial Services Framework Agreement") and the proposed annual caps for such transactions for the three years ended 31 December 2019; and to authorize the directors of the Company to do all such further acts and things and execute all such further documents and take all such steps that are ancillary to the deposits services under 2017-2019 Group Financial Services Framework Agreement and of administrative nature which, in their absolute discretion, to implement and/or give effect to the matters contemplated under this resolution;					

	ORDINARY RESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)
8.	To consider and approve the transaction in respect of the loan services under the financial services framework agreement entered into between Chongqing Machinery and Electronic Holding (Group) Co., Ltd. and Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd. on 7 April 2016 ("2017-2019 Parent Group Financial Services Framework Agreement") and the proposed annual caps for such transactions for the three years ended 31 December 2019 and to authorize the directors of the Company to do all such further acts and things and execute all such further documents and take all such steps that are ancillary to the loan services under the 2017-2019 Parent Group Financial Services Framework Agreement and of administrative nature which, in their absolute direction, to implement and/or give effect to the matters contemplated under this resolutions;		
9.	(a) To consider and approve the appointment of Mr. Wang Yuxiang as an executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Wang Yuxiang pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
	(b) To consider and approve the appointment of Ms. Chen Ping as an executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Ms. Chen Ping pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with her on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
	(c) To consider and approve the appointment of Mr. Yang Quan as an executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Yang Quan pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
	(d) To consider and approve the appointment of Mr. Huang Yong as a non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Huang Yong pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
	(e) To consider and approve the appointment of Mr. Wei Fusheng as a non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Wei Fusheng pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
	(f) To consider and approve the appointment of Mr. Deng Yong as a non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Deng Yong pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		

	ORDINARY RESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)
(g)	To consider and approve the appointment of Ms. He Xiaoyan as a non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Ms. He Xiaoyan pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
(h)	To consider and approve the appointment of Mr. Lo Wah Wai as an independent non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Lo Wah Wai pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
(i)	To consider and approve the appointment of Mr. Ren Xiaochang as an independent non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Ren Xiaochang pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
(j)	To consider and approve the appointment of Mr. Jin Jingyu as an independent non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Jin Jingyu pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
(k)	To consider and approve the appointment of Mr. Liu Wei as an independent non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Liu Wei pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		

	ORDINARY RESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)
10.	(a) To consider and approve the appointment of Mr. Xiang Hu as a supervisor of the next session of the Board of Supervisors of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board of Supervisors and to authorize the Board to fix the remuneration of Mr. Xiang Hu pursuant to the remuneration standard for supervisors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
	(b) To consider and approve the appointment of Ms. Wu Yi as an independent supervisor of the next session of the Board of Supervisors of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board of Supervisors and to authorize the Board to fix the remuneration of Ms. Wu Yi pursuant to the remuneration standard for supervisors passed at the 2015 annual general meeting and to enter into a service agreement with her on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
	(c) To consider and approve the appointment of Mr. Huang Hui as an independent supervisor of the next session of the Board of Supervisors of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board of Supervisors and to authorize the Board to fix the remuneration of Mr. Huang Hui pursuant to the remuneration standard for supervisors passed at the 2015 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		
11.	To consider and approve the remuneration standards for the fourth session of the Board and the Supervisory Committee;		
12.	2. To consider and approve the provision of guarantee by the Company for PTG Loans of GBP4 million;		
13.	B. To consider and approve the provision of guarantee by the Company for loan of Holroyd of GBP17 million;		
14.	To consider and approve the provision of guarantee by the Company for loans of PTG Development of USD70 million.		
	SPECIAL RESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)
15.	To consider and approve the amendments to the Articles of Association of the Company by ways as stated in the circular dispatched to Shareholders by the Board of the Company and to authorize the Board to deal with all matters as required in respect of the amendments to the Articles of Association in accordance with any requirements under domestic or overseas laws (if any) and provisions of any stock exchange where the securities of the Company are listed;		

		SPECIAL RI	ESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)
16.	Domestic S	general mandate to the hares and/or the H Shar	e Board to allot, issue and deal with additional es and to make or grant offers, agreements and/or "General Mandate"), subject to the following		
	"THAT	THAT			
	(A) (a)	that the Board may dagreements and/or op	shall not extend beyond the Relevant Period save during the Relevant Period make or grant offers, options which may require the exercise of such of the Relevant Period;		
	(b)	and issued or agreed of issued (whether purs) (otherwise than purs) arrangement providing the whole or part of a	of the Domestic Shares and the H Shares allotted conditionally or unconditionally to be allotted and uant to an option or otherwise) by the Board uant to any scrip dividend scheme (or similar g for the allotment and issue of shares in lieu of a dividend), any share option scheme, rights issue wal of the shareholders of the Company) shall not		
		(i) 20 per cent of issue; and	the aggregate number of the Domestic Shares in		
		-	the aggregate number of the H Shares in issue, n each case as at the date of passing of this		
	(c)	accordance with the c the Listing of Securiti (as each of them may necessary approvals for	exercise its power under the General Mandate in ompany law of the PRC and the Rules Governing es on The Stock Exchange of Hong Kong Limited to be amended from time to time) and only of all rom the China Securities Regulatory Commission government authorities in the PRC are obtained;		
		and, for the purposes	of this resolution:		
		"Domestic Share(s)"	mean domestic ordinary share(s) in the share capital of the Company which are subscribed and/or paid for in Renminbi;		
		"H Share(s)"	mean overseas listed foreign invested shares (being ordinary shares) in the share capital of the Company which are subscribed and/or paid for in Hong Kong dollars or foreign currency other than Renminbi;		
		"Relevant Period"	means the period from the date of passing this resolution until the earlier of: (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (b) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;		
		"Rights Issue"	means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place where such offer is not permitted under the law or regulation of that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares; and		

	SPECIAL RESOLUTIONS (Note 4)			AGAINST (Note 5)
(B)	issue	ingent on the Board resolving to exercise the General Mandate and/or shares pursuant to paragraph (a) of this resolution, the Board be and is by authorised:		
	(a)	to approve, execute and do, and/or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);		
	(b)	to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and		
	(c)	to increase the registered capital of the Company and make all necessary amendments to the Articles of Association to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) so as to reflect the new capital and/or share capital structure of the Company."		

Date	Date: 20	2016 Signature(s	(Note 6):
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Notes:

- 1. Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) are to be inserted in BLOCK CAPITALS.
- 2. Please insert the number of shares in the Company registered in your name(s) to which this revised form of proxy relates. If no number is inserted, this revised form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (Domestic Shares/H Shares) to which the proxy does not relate.
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- 4. The full text of these resolutions is set out in the supplemental notice of the meeting which is sent to the shareholders of the Company together with this revised form of proxy.
- 5. If you wish to vote for any of the resolutions set out above, please tick ("\sqrt{""}) in the boxes marked "FOR". If you wish to vote against any of the resolutions, please tick ("\sqrt{""}) in the boxes marked "AGAINST". If this revised form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice of the annual general meeting.
- 6. This revised form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. All powers of attorney referred to in this note must be notarially certified.
- 7. In the case of a joint holding, this revised form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- 8. As regards the holders of H Shares and in order to be valid, this revised 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 less than 24 hours before the time appointed for holding the annual general meeting or any adjournment thereof
- 9. As regards the holders of Domestic Shares and in order to be valid, this revised 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 registered office at No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC not less than 24 hours before the time appointed for holding the annual general meeting or any adjournment thereof.
- 10. A proxy attending the annual general meeting on behalf of a shareholder must present this revised form of proxy, duly completed and signed, and the proxy's proof of identity.
- 11. This revised form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note 8 or note 9 and the other shall be presented at the annual general meeting in accordance with the instruction under note 10.
- 12. Any alteration made to this revised form of proxy should be initialed by the person who signs this revised form of proxy.
- 13. Unless the context requires otherwise, terms defined in the notice of the annual general meeting shall bear the same meanings when used in this revised form of proxy.
- 14. IMPORTANT: If you have not yet lodged the former form of proxy which was sent to you together with the notice (the "Former Proxy Form") with the Company's H share registrar, you are requested to lodge this revised form of proxy if you wish to appoint proxies to attend the annual general meeting on your behalf. In this case, the Former Proxy Form should not be lodged with the Company's H Share registrar.
- 15. IMPORTANT: If you have already lodged the Former Proxy Form with the Company's H Share registrar, you should note that:
 - (i) If this revised form of proxy is not lodged with the Company's H share registrar before the closing time as mentioned in point 8 above or if it is incorrectly completed, the Former Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the annual general meeting other than those referred to in the notice and the Former Proxy Form, including the newly added resolutions as set out in the supplemental notice.
 - (ii) If you have lodged this revised form of proxy with the Company's H share registrar before the closing time as mentioned in point 8 above, this revised form of proxy will revoke and supersede the Former Proxy Form previously lodged by you provided that this revised form of proxy is correctly completed.