



CQME

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: 2722)

PROXY FORM

I/We, being the registered holder(s) in the share capital of the Company, hereby appoint the Chairman of the meeting ^(Note 2 and 3) or the proxy as specified below to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2020 annual general meeting (the "AGM") of the Company to be held at the Conference Room, 16/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City on Thursday, 24 June 2021 at 9:00 a.m. and at any adjournment thereof and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolution/resolutions to be proposed at the AGM (and at any adjournment thereof).

Please indicate how you wish your vote(s) to be cast by putting a "✓" in the appropriate box next to the following resolution. ^(Note 4)

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)	
Registered Name ^(Note 1)	
Registered Address ^(Note 5)	

Registered Shares	Contact No.	Date (DD-MM-YYYY)	Signature ^(Note 6)

Proxy (Complete in ENGLISH BLOCK CAPITALS.)	
Full Name	
Full Address	

No. of Shares ^(Note 7)	
Email Address	

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2020.		
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2020.		
3.	To consider and approve the audited financial statements and the auditor's report of the Company and its subsidiaries for the year ended 31 December 2020.		
4.	To consider and approve the profit appropriation proposal of the Company for the year ended 31 December 2020 and the declaration of the final dividend of RMB0.01 per share (tax inclusive).		
5.	To consider and approve the 2021 annual budget report of the Company.		
6.	To consider and approve the appointment of ShineWing Certified Public Accountants (Special General Partnership) as the auditor of the Company for the year 2021 to hold office until the conclusion of the next annual general meeting and the total review and audit fees of RMB2.60 million for the Company's 2021 interim financial report and 2021 annual financial report.		
7.	To consider and approve the change of two non-executive directors.		
8.	To consider and approve the provision of guarantee by the Company for comprehensive financing of Holroyd of GBP21.00 million (USD equivalent).		
9.	To consider and approve the provision of guarantee by the Company for comprehensive financing of PTG or PTG Hong Kong or Holroyd of USD97.00 million (GBP equivalent).		
10.	To consider and approve the provision of guarantee by the Company for loans of Chongqing General of RMB110.00 million.		
11.	To consider and approve the provision of guarantee by Chongqing General for comprehensive financing of Chongtong Chengfei of RMB880.00 million.		

* For identification purposes only

ORDINARY RESOLUTIONS		FOR	AGAINST
12	To consider and approve the provision of guarantee by Chongtong Chengfei for comprehensive financing of Chongtong Chengfei Jiangsu Company of RMB20.00 million.		
13	To consider and approve the provision of guarantee by the Company for comprehensive financing of Chongqing Water Company of RMB625.06 million.		
SPECIAL RESOLUTION		FOR	AGAINST
14	<p>To give a general mandate to the Board to allot, issue and deal with additional Domestic Shares and/or the H Shares and to make or grant offers, agreements and/or options in respect thereof (the “General Mandate”), subject to the following conditions:</p> <p>“THAT</p> <p>(A) (a) the General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;</p> <p>(b) the aggregate number of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, rights issue or any separate approval of the Shareholders of the Company) shall not exceed:</p> <p>(i) 20% of the aggregate number of the Domestic Shares in issue; and</p> <p>(ii) 20% of the aggregate number of the H Shares in issue, respectively, in each case as at the date of passing of this special resolution; and</p> <p>(c) the Board will only exercise its power under the General Mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as each of them may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities in the PRC are obtained;</p> <p>and, for the purposes of this resolution:</p> <p>“Domestic Share(s)” mean domestic ordinary share(s) in the share capital of the Company which are subscribed and/or paid for in Renminbi;</p> <p>“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;</p> <p>“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 laws to be held; or (c) the passing of a special resolution of the Company at a general meeting revoking or varying the authority set out in this resolution;</p> <p>“Rights Issue” means the allotment or issue of shares or other securities of the Company 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</p>		

SPECIAL RESOLUTION		FOR	AGAINST
(B)	contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (a) of this resolution, the Board be and is hereby 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.		

* The full text of the Resolutions is set out in the Notice of the Annual General Meeting which is included in the Circular despatched to Shareholders on 2 June 2021.

Notes:

- Please insert full name(s) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- If you are a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf provided that each proxy is appointed to represent the respective number of shares held by you as specified in the relevant proxy form. A proxy need not be a shareholder of the Company, but must attend the AGM in person in order to represent you.
- 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(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any alternation made to this proxy form should be initialed by the person who signs this proxy form.
- 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 other business (including amendments to resolutions) which may properly come before the AGM.
- Please insert full address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- This proxy form must be signed and dated by you or your attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In case of joint shareholding, any joint shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
- Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
- In order to be valid, this proxy form must be completed and delivered to the Company’s H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, at least 24 hours before the AGM (or the adjournment thereof). If this proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary public) must be deposited with the Company’s H share registrar with this proxy form.
- Completion and delivery of this proxy form will not preclude you from attending and voting in person at the AGM (and at any adjournment thereof) if you so wish.

10. PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (PDPO), which will include your and your appointed proxy’s name and mailing address and any another personal data required to be provided. By providing your appointed proxy’s Personal Data, you hereby confirm that you have obtained the consent of your appointed proxy to provide their Personal Data to the Company and its Registrars. The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company’s AGM and instructions. Your supply of the Personal Data to the Company and/or its Registrars is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will be transferred to the Registrars’ agents, contractors or third-party service providers who/which offer administrative, telecommunications, computer, payment or other data processing services to the Registrars in connection with the operation of their business for the above purposes. The Company and its Registrars may also transfer your Personal Data if it is required to do so by law or in response to requests from law enforcement agencies or regulatory authorities. The Personal Data collected in this proxy form will be retained for such period as may be necessary for any of the above purposes and its directly related purposes such as for the Company’s and its Registrar’s record, verification and notification purposes. You and your appointed proxy have the right to request access to, correction and/or erasure of the respective Personal Data in accordance with, where applicable, the provisions of the PDPO, and any other data protection law as applicable. Any such request for access to, correction and/or erasure of the Personal Data, as well as withdrawal of consent, where applicable, should be made in writing by either one of the following means: By mail to: Privacy Officer Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong By email to: PrivacyOfficer@computershare.com.hk

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.