



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 with limited liability)

(Stock Code: 02722)

Second Proxy Form for the Extraordinary General Meeting to be held on Wednesday, 10 April 2013 (or at any adjournment thereof)

I/We, _____ of _____ (Note 1)

being the registered holder of _____ Domestic Shares/H Shares (Note 2) in Chongqing Machinery & Electric Co., Ltd. * (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the extraordinary general meeting or _____ of _____

_____ as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at Report Hall, 2/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing, the PRC on Wednesday, 10 April 2013 at 10:00 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 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 17 February 2013 (as amended by the financial services framework supplemental agreement entered into between the Company and Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd.* on 13 March 2013) (the " Group Financial Services Framework Agreement ") and the proposed annual caps for such transactions for the year ended 31 December 2013;		
2.	To approve the transactions in respect of the loan services under the financial services framework agreement entered into between the Company and Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd.* on 17 February 2013 (as amended by the financial services framework supplemental agreement entered into between the Company and Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd.* on 13 March 2013) (the " Group Financial Services Framework Agreement ") and the proposed annual caps for such transactions for the year ended 31 December 2013;		
3.	To approve the transactions in respect of the loan services under the financial services framework agreement entered into between Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd.* and Chongqing Machinery and Electronic Holding (Group) Co., Ltd.* on 17 February 2013 (as amended by the financial services framework supplemental agreement entered into between Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd.* and Chongqing Machinery and Electronic Holding (Group) Co., Ltd.* on 13 March 2013) (the " Parent Group Financial Services Framework Agreement ") and the proposed annual caps for such transactions for the year ended 31 December 2013;		
4.	To approve the transactions in respect of the guarantee services under the financial services framework agreement entered into between Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd.* and Chongqing Machinery and Electronic Holding (Group) Co., Ltd.* on 17 February 2013 (as amended by the financial services framework supplemental agreement entered into between Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd.* and Chongqing Machinery and Electronic Holding (Group) Co., Ltd.* on 13 March 2013) (the " Parent Group Financial Services Framework Agreement ") and the proposed annual caps for such transactions for the year ended 31 December 2013;		
5.	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 which, in their absolute discretion, to implement and/or give effect to the matters contemplated under the abovementioned resolutions;		
6.	To approve resignation of Mr. Liao Shaohua as an executive Director;		

	ORDINARY RESOLUTIONS <i>(Note 4)</i>	FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
7.	To approve the appointment of Mr. Ren Yong as an executive Director and his remuneration to be determined in accordance with the remuneration programs as approved at the 2009 annual general meeting;		
8.	To approve the resignation of Mr. Liu Liangcai as a non-executive Director;		
9.	To approve the appointment of Mr. Deng Yong as a non-executive Director and his remuneration to be determined in accordance with the remuneration programs as approved at the 2009 annual general meeting;		
10.	To approve resignation of Mr. Duan Rongsheng as a Supervisor;		
11.	To approve the appointment of Mr. Yang Mingquan as a Supervisor and his remuneration to be determined in accordance with the remuneration programs as approved at the 2009 annual general meeting;		
12.	To approve the resignation of Mr. Zhang Xinzhi as a Supervisor;		
13.	To approve the appointment of Mr. Wang Pengcheng as a Supervisor and his remuneration to be determined in accordance with the remuneration programs as approved at the 2009 annual general meeting;		
	SPECIAL RESOLUTION <i>(Note 4)</i>	FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
14.	The proposal by the board of directors of the Company (the “ Board ”) to amend the Articles of the Company in the manner as set out in the announcement of the Company dated 17 February 2013 to the shareholders of the Company, be and is hereby approved, and the Board be and is hereby authorised to do all such things as necessary in respect of the amendments to the Articles pursuant to the requirements (if any) under domestic or overseas laws and under the rules of any stock exchange on which securities of the Company are listed.		

Dated this _____ date of _____ 2013 Signature(s)^{*(Note 6)*}: _____

* For identification purposes only

Notes:

- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this 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.**
- The full text of these resolutions is set out in the notice of the meeting which is sent to the shareholders of the Company together with this form of proxy.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) in the boxes marked “FOR”. If you wish to vote against any of the resolutions, please tick (“✓”) in the boxes marked “AGAINST”. If this 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 extraordinary general meeting.
- This 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.
- In the case of a joint holding, this 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.
- As regards to the holders of H Shares and 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 less than 24 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.
- As regards to the holders of Domestic Shares and 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 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 extraordinary general meeting or any adjournment thereof.
- A proxy attending the extraordinary general meeting on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy’s proof of identity.
- This 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 extraordinary general meeting in accordance with the instruction under note 10.
- Any alteration made to this form of proxy should be initialed by the person who signs this form of proxy.
- Unless the context requires otherwise, terms defined in the notice of the extraordinary general meeting shall bear the same meanings when used in this form of proxy.