



大同機械企業有限公司

**COSMOS MACHINERY ENTERPRISES LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 118)

**Form of Proxy for use at the Extraordinary General Meeting to be held on 29th May, 2013  
(or at any adjournment thereof)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.40 each in the capital  
of the abovenamed Company, HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at Unit 1217-1223A, 12th Floor, Trade Square, No. 681 Cheung Sha Wan Road, Kowloon, Hong Kong on Wednesday, the 29th day of May, 2013 at 9:30 a.m. and on a poll to vote on my/our behalf as directed below or if no such direction is given, as my/our proxy thinks fit.

Ordinary Resolution	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<p><b>“THAT</b></p> <p>(a) the Sale and Purchase Agreement A in relation to sale and purchase of 4,700 ordinary shares of Hon Kiu Machinery Factory Limited and the transactions contemplated thereunder be approved, confirmed and ratified;</p> <p>(b) the Sale and Purchase Agreement B in relation to sale and purchase of 121 ordinary shares of Hon Kiu Machinery Factory Limited and the transactions contemplated thereunder be approved, confirmed and ratified; and</p> <p>(c) the Directors of the Company be authorised to take such actions and execute further documents as necessary to implement or to give effect to Sale and Purchase Agreement A and Sale and Purchase Agreement B and the transactions contemplated thereunder.”</p>		

Dated: \_\_\_\_\_

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$0.40 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. 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. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
6. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.
7. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the registered office of the Company at Units 1217–1223A, 12/F, Trade Square, No. 681 Cheung Sha Wan Road, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.
10. Any alteration made in this form should be initialled by the person who signs it.