



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 Extraordinary General Meeting (or at any adjournment thereof)**

I/We, <sup>(Note1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note2)</sup> \_\_\_\_\_  
the abovenamed Company, HEREBY APPOINT <sup>(Note3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
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 10/F, Billion Plaza 2, No.10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 11 October 2017 at 10:00 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.

<b>ORDINARY RESOLUTION</b>	<b>FOR</b> <sup>(Note4)</sup>	<b>AGAINST</b> <sup>(Note4)</sup>
<b>THAT</b> the Sale and Purchase Agreement (as defined in the circular to shareholders of the Company dated 20 September 2017) (the “Circular”) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and that any one or more directors of the Company be and is/are hereby authorised for and on behalf of the Company to execute (including affixing the seal of the Company in accordance with the articles of association of the Company to) all such documents and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Disposal and the transactions contemplated under the Sale and Purchase Agreement and all matters incidental or ancillary thereto.		

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

Signature<sup>(Note5)</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares 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 10/F, Billion Plaza 2, No. 10 Cheung Yue Street, Cheung Sha Wan, 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.