



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, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
the abovenamed Company, HEREBY APPOINT ^(Note 3) _____
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 Ballroom A, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, June 2018 at 10:15 a.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later, 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 ^(Note 4)	AGAINST ^(Note 4)
<p>1. “THAT:</p> <p>(a) the subscription agreement dated 30 April 2018 (the “Subscription Agreement”), a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification, and entered into between the Company as issuer and Cosmos Machinery (Holdings) Limited (the “First Subscriber”) and Saniwell Holding Inc. (the “Second Subscriber”) as subscribers pursuant to which the Company has conditionally agreed to allot and issue and the First Subscriber and Second Subscriber has conditionally agreed to subscribe for 108,750,000 and 36,250,000 new ordinary shares of the Company respectively (each a “Subscription Share”) at the subscription price of HK\$0.55 per Subscription Share and all the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;</p> <p>(b) the board (the “Board”) of directors (the “Directors”) of the Company be and is hereby granted with a specific mandate to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement;</p>		

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>(c) any Director be and is hereby authorized to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith; and</p> <p>(d) subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the “Whitewash Waiver”) of the obligation on the part of the Subscribers and parties acting in concert with them to make a mandatory general offer to the shareholders of the Company (the “Shareholder(s)”) for all the issued ordinary shares of the Company (other than those already owned or agreed to be acquired by the Subscribers and parties acting in concert with them) which might otherwise arise as a result of the Subscribers subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of The Code on Takeovers and Mergers, the Whitewash Waiver be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents under seal where applicable as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.</p>		

Dated: _____

Signature^(Note 5): _____

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.