



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 the Extraordinary General Meeting (the “General Meeting”)
to be held on Friday, 18 June 2021 (or any adjournment thereof)**

I/We¹, _____ of _____
_____, being a member of Cosmos Machinery Enterprises Limited (the “Company”),
hereby appoint² _____ of _____

_____, or failing him/her, the Chairman of the General Meeting,
as my/our proxy to attend and to act for me/us and on my/our behalf as directed below at the General Meeting (or any adjournment thereof) to be held at Ballroom A, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 18 June 2021 at 10:15 a.m. (Hong Kong time) or as soon thereafter as the court meeting, convened by direction of the High Court of the Hong Kong Special Administrative Region at the same place and on the same date, shall have been concluded or adjourned, for the purpose of considering and, if thought fit, passing the following resolutions in respect of the undermentioned matters as set out in the notice convening the General Meeting and, at the General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION ³		For ⁴	Against ⁴
1	Subject to the approval of the scheme of arrangement (the “Scheme”) between the Company and the holders of the Scheme Shares (as defined in the Notice), to approve (i) the reduction of the share capital of the Company by cancelling and extinguishing the Scheme Shares; (ii) the share capital of the Company be increased to its former amount by the creation of such number of new shares of the Company (the “Shares”) as is equal to the number of Scheme Shares cancelled and extinguished; and (iii) the application by the Company of the credit arising in its books of account as a result of the reduction of capital in paying up in full the Shares to be created as aforesaid, which new Shares shall be allotted and issued, credited as fully paid, to Cosmos Machinery (Holdings) Limited, and to approve the listing of the Shares on The Stock Exchange of Hong Kong Limited be withdrawn subject to the Scheme taking effect and to authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital.		

Member’s signature(s): _____ Proxy’s specimen signature: _____

Signed this _____ day of _____ 2021 No. of shares held⁵: _____

Notes:

- Full name(s) and address(es) of the member(s) completing this form should be inserted in **BLOCK CAPITALS** in the space provided. The names of all joint holders should be stated.
- Any member of the Company entitled to attend, speak and vote at the General Meeting is entitled to appoint another person to attend, speak and vote instead of him/her. A proxy need not be a member of the Company but must attend the General Meeting in person to represent you. Insert in **BLOCK CAPITALS** the name(s) and address(es) of the proxy or proxies desired in the space provided. **If no name is inserted, the Chairman of the General Meeting will act as your proxy.**
- The full text of the resolution is set out in the notice of the General Meeting dated 21 May 2021.
- IMPORTANT: if you wish to vote for the resolution, please put a tick (✓) in the box marked “FOR”. If you wish to vote against the resolution, please put a tick (✓) in the box marked “AGAINST”. Failure to put a tick (✓) in either box or putting a tick in both boxes will entitle your proxy to cast your vote or abstain at his/her discretion.**
- Insert the number of shares in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company that are registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the form of proxy.
- This form of proxy must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an agent or officer or other person duly authorised. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**
- In the case of joint holders of a share in the capital of the Company, the vote of the most senior holder who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
- To be valid, this form of proxy must be completed and lodged at the Company’s share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the General Meeting, or in any case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of such adjourned meeting. In calculating the 48 hours mentioned above, no account is to be taken of any public holiday(s) (including Sunday) or any part thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the General Meeting (or any adjournment thereof) if you so wish. In the event that you attend and vote at the General Meeting (or any adjournment thereof) after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
- Unless otherwise stated, capitalised terms used above shall have the meaning ascribed thereto in the scheme document dated 21 May 2021 jointly issued by the Company and Cosmos Machinery (Holdings) Limited.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Secretaries Limited at the address in Note 8.