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中國機械設備工程股份有限公司
China Machinery Engineering Corporation*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1829)

ANNOUNCEMENT

CHANGE OF JOINT COMPANY SECRETARY, BOARD SECRETARY AND AUTHORISED REPRESENTATIVE

The board of directors (the “**Board**”) of China Machinery Engineering Corporation* (the “**Company**”) is pleased to announce that with effect from June 26, 2014, Mr. ZHOU Yamin (“**Mr. ZHOU**”) has been appointed by the Board to succeed Mr. CHEN Minjian (“**Mr. CHEN**”) as a joint company secretary of the Company (the “**Joint Company Secretary**”), the secretary to the Board (the “**Board Secretary**”) and an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange Hong Kong Limited (the “**Stock Exchange**”) due to a change of Mr. CHEN’s work re-arrangement upon expiring of his term of office, while Mr. CHEN will be appointed as a commissioner of the Company. Mr. CHEN has confirmed that he did not have any disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Mr. ZHOU, aged 51, is currently the chief financial officer of the Company. Mr. ZHOU took various positions in China Machinery Industry Installation Company (中國機械工業安裝總公司) from October 1983 to June 2001, including bookkeeper of the finance department, accountant, vice departmental director of the finance department and manager of the finance department. From June 2001 to February 2002, Mr. ZHOU served as deputy chief accountant and manager of the department of financial assets for China CMIIC Engineering & Construction Corporation (中國機械工業建設總公司). From February 2002 to December 2004, Mr. ZHOU was appointed as the chief accountant of China CMIIC Engineering & Construction Corporation and from December 2004 to July 2011, he served as vice general manager and chief financial officer for China CMIIC Engineering & Construction Corporation. In July 2011, Mr. ZHOU joined the Company and was appointed as the chief financial officer on July 29, 2011. Mr. ZHOU graduated from Beijing Technology and Business University and the Open University of China (北京工商大學和中央廣播電視大學) with a bachelor’s degree in management in July 2004, majoring in accounting. Mr. ZHOU is a senior accountant, a member of the Chinese Institute of Certified Public Accountants (non-practising), an international certified practising accountant and a senior international finance manager.

* *For identification purposes only*

As Mr. ZHOU does not hold the professional qualifications or the relevant experience required by Rule 3.28 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the Company has applied to the Stock Exchange for a waiver (the “**Waiver**”) from strict compliance with Rules 3.28 and 8.17 of the Listing Rules; and the Stock Exchange has granted the Waiver for a period of three years (the “**Wavier Period**”), commencing on June 26 2014, the date of the appointment of Mr. ZHOU as a Joint Company Secretary of the Company on the following conditions:

- (i) Mr. ZHOU will be assisted by Ms. TSANG Fung Chu (“**Ms. TSANG**”), another Joint Company Secretary, who meets the above requirements, during the Wavier Period, and the Wavier will be revoked immediately when Ms. TSANG ceases to be a Joint Company Secretary;
- (ii) the Company should notify the Stock Exchange at the end of the Wavier Period for the Stock Exchange to re-visit the situation. The Stock Exchange expect that the Company will be able to demonstrate to their satisfaction that Mr. ZHOU can satisfy Rules 3.28 and 8.17 at the end of the Wavier Period, after having had the benefit of Ms. TSANG’s assistance, such that a further Wavier would not be necessary; and
- (iii) the Company will disclose the Wavier, including the reasons therefor and the conditions thereof, by way of an announcement.

The Board would like to take this opportunity to express its sincere appreciation of Mr. CHEN for his valuable contribution to the Company and welcome Mr. ZHOU on his new appointment.

By Order of the Board
China Machinery Engineering Corporation*
SUN Bai
Chairman

Beijing, the People’s Republic of China, June 26, 2014

As at the date of this announcement, the Board comprises: Mr. SUN Bai and Mr. ZHANG Chun as Executive Directors; Mr. WANG Zhian, Mr. YU Benli and Mr. ZHANG Fusheng as Non-executive Directors; and Mr. LIU Li, Ms. LIU Hongyu, Mr. FANG Yongzhong and Mr. WU Tak Lung as Independent Non-executive Directors.

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