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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

### POLL RESULT OF THE RESOLUTION PASSED AT THE 2014 SECOND EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of 2014 second extraordinary general meeting (the “**Second EGM**” and the “**EGM Notice**” respectively) and the circular (the “**Circular**”) both dated September 4, 2014 of China Machinery Engineering Corporation\* (the “**Company**”). Unless the context requires otherwise, terms used herein shall have the same respective meanings as those defined in the EGM Notice and Circular.

The Board announces that the Second EGM was duly held at the Meeting Room, 3/F, DoubleTree by HILTON, No.168 Guang’anmenwai Street, Beijing, the People’s Republic of China (the “**PRC**”) on October 20, 2014. The proposed resolution set out in the EGM Notice was duly passed as an ordinary resolution by way of poll at the Second EGM.

#### POLL RESULT OF THE SECOND EGM

As at the date of the Second EGM, there were a total of 4,125,700,000 issued shares of the Company, of which 3,217,430,000 shares were Domestic Shares and 908,270,000 shares were H Shares, being the total number of shares entitling the holders to attend and vote for or against the proposed resolution at the Second EGM. There were no shares entitling the holders to attend but abstain from voting in favour at the Second EGM as set out in Rule 13.40 of the Listing Rules.

There were no shares requiring the holders to abstain from voting on the proposed resolution at the Second EGM under the Listing Rules. No Shareholders have stated in the Circular their intention to vote against or abstain from voting of the proposed resolution at the Second EGM. The respective holders of Domestic Shares and H Shares in attendance either in person or by proxy at the Second EGM, held a total of 3,217,430,000 Domestic Shares and 251,439,227 H Shares, representing 100% of the total Domestic Shares and 27.68% of the total H Shares as of the date of the Second EGM. Accordingly, the Shareholders in attendance either in person or by proxy at the Second EGM held an aggregate of 3,468,869,227 shares, representing 84.08% of the total Shares as of the date of the Second EGM.

The Second EGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association. Mr. SUN Bai, the Chairman of the Company chaired the Second EGM.

The Company’s H share registrar, Computershare Hong Kong Investor Services Limited, was appointed as scrutineer for the vote-taking at the Second EGM.

The poll result is as follows:

Ordinary Resolution	Number of Votes (approximate %)		
	For	Against	Abstain
To appoint Ernst & Young as the international auditor of the Company in place of the existing international auditor, KPMG, and to appoint Ernst & Young Hua Ming LLP as the domestic auditor of the Company, which will hold office from the conclusion of the Second EGM until the conclusion of the next annual general meeting of the Company and fix their annual remuneration. <sup>△</sup>	3,468,598,227 (99.992245%)	269,000 (0.007755%)	2,000

<sup>△</sup> The full text of the proposed resolution was set out in the EGM Notice.

As the above resolution was voted favourably by more than half of the votes attaching to the Shares entitled to vote and held by the holders of the Shares present, in person or by proxy, at the Second EGM, this resolution was duly passed as an ordinary resolution.

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

Beijing, the PRC, October 20, 2014

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

\* For identification purposes only