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沈機集團昆明機床股份有限公司
SHENJI GROUP KUNMING MACHINE TOOL COMPANY LIMITED
(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 0300)

Poll Results of the Third Extraordinary General Meeting of 2017

The board of directors (the “Board”) of Shenji Group Kunming Machine Tool Company Limited (the “Company”) and all members of the Board warrant that there are no false representations, misleading statements and material omissions in this announcement, and are severally and jointly responsible for the authenticity, accuracy and completeness of the content herein.

IMPORTANT INFORMATION:

- Whether the third extraordinary general meeting of 2017 of the Company (the “EGM”) has vetoed resolution: No

I. CONVENING AND ATTENDANCE OF THE EGM

1. Date of the EGM: 31 October 2017
2. Venue of the EGM: the Conference Room, 2nd Floor, Office Building of the Company, 23 Ciba Road, Kunming City, Yunnan Province, the PRC.
3. Information of ordinary shareholders and preferred shareholders of recovery voting rights who attended the EGM and their shareholdings

1. Number of shareholders attended the EGM in person or authorized proxies	20
of which:	
Number of holders of A Shares	19
Number of holders of overseas listed shares (H Shares)	1
2. Shares with voting rights at the EGM held by Shareholders attended the EGM	171,001,043
of which:	
Number of shares held by holders of A Shares	168,313,043
Number of shares held by holders of overseas listed shares (H Shares)	2,688,000
3. The number of voting shares held by shareholders attended the EGM	32.198668

representing the total voting shares of the Company (%)	
of which:	
Shares held by holders of A Shares representing the total issued shares of the Company (%)	31.692531
Shares held by holders of overseas listed shares representing the total issued shares of the Company (%)	0.506137

4. Whether the voting complied with the “Company Law of the People’s Republic of China” and the Articles of Association of the Company, information of presiding etc.

The convening of the EGM complied with the “Company Law of the People’s Republic of China”, “Listing Rules of Shanghai Stock Exchange”, “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and the Articles of Association of the Company. The convening of the EGM was legally valid.

The EGM was convened by the Board and chaired by the chairman of the Board of the Company. The shareholders, authorized proxies, some directors and supervisors, the secretary to the Board of the Company attended the EGM. The representative of Hong Kong Registrars Limited and the representative of Yun Zhi Nan Law Firm attended the site meeting, both Hong Kong Registrars Limited and Yun Zhi Nan Law Firm are the intermediaries of the Company relating to the considering resolutions at the EGM.

5. Attendance of directors, supervisors and the secretary to the board at the EGM
- (1) Four of 12 eligible directors of the Company attended the EGM, other directors of the Company could not attend the EGM due to official duties.
 - (2) One of four eligible supervisors attended the EGM, other supervisors of the Company could not attend the EGM due to official duties.
 - (3) Secretary to the Board attended the EGM, other senior management officers of the Company could not attend the EGM due to official duties.

6. Information of counting and scrutinizing votes at site meeting

The representative of holders of A Shares, Mr. Kang Jun and the representative of Yun Zhi Nan Law Firm, Mr. Zhang Yi were appointed as the persons to count the votes. The Company’s supervisor, Mr. Shao Li and Hong Kong Registrars Limited were appointed as the scrutineers for vote taking at the EGM.

II. CONSIDERATION AND VOTING RESULTS OF THE RESOLUTION

1. Resolutions for consideration at the EGM:

- (1) To consider and approve Mr. Na Chaohong as an independent non-executive director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	168,303,018	99.994044	10,025	0.005956	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,991,018	99.994137	10,025	0.005863	0	0.000000

- (2) To consider and approve Mr. Chi Yilin as an independent non-executive director of the 9th Board of Directors of the Company;
The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	168,303,018	99.994044	10,025	0.005956	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,991,018	99.994137	10,025	0.005863	0	0.000000

- (3) To consider and approve Ms. Jin Mei as an independent non-executive director of the 9th Board of Directors of the Company;
The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	168,303,018	99.994044	10,025	0.005956	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,991,018	99.994137	10,025	0.005863	0	0.000000

- (4) To consider and approve Ms. Tian Ruihua as an independent non-executive director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	168,303,018	99.994044	10,025	0.005956	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,991,018	99.994137	10,025	0.005863	0	0.000000

- (5) To consider and approve the remuneration standards for directors and supervisors of the 9th term of board of directors, supervisory committee of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	168,281,018	99.980973	32,025	0.019027	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,969,018	99.981272	32,025	0.018728	0	0.000000

- (6) To appoint Da Hua Certified Public Accountants (Special General Partnership) to conduct a re-audit to the annual report of the Company for 2016;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	168,281,018	99.980973	32,025	0.019027	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,969,018	99.981272	32,025	0.018728	0	0.000000

- (7) To appoint Da Hua Certified Public Accountants (Special General Partnership) as the auditor of the Company for the year 2017 and authorizing the Board to decide the audit fee.

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	168,281,018	99.980973	32,025	0.019027	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,969,018	99.981272	32,025	0.018728	0	0.000000

- (8) To consider and approve Mr. Wang He as a director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	167,738,918	99.658895	574,125	0.341105	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,426,918	99.664256	574,125	0.335744	0	0.000000

- (9) To consider and approve Mr. Zhang Xiaoyi as a director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	167,791,018	99.689849	522,025	0.310151	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,479,018	99.694724	522,025	0.305276	0	0.000000

(10) To consider and approve Mr. Peng Liangfeng as a director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	167,791,018	99.689849	522,025	0.310151	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,479,018	99.694724	522,025	0.305276	0	0.000000

(11) To consider and approve Mr. Jin Xiaofeng as a director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	168,279,218	99.979904	33,825	0.020096	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,967,218	99.980219	33,825	0.019781	0	0.000000

(12) To consider and approve Mr. Liu Chunshi as a director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	167,791,018	99.689849	522,025	0.310151	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,479,018	99.694724	522,025	0.305276	0	0.000000

(13) To consider and approve Mr. Xia Changtao as a director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
 Holders of A Shares 	167,762,718	99.673035	550,325	0.326965	0	0.000000
 Holders of H Shares 	2,688,000	100.000000	0	0.000000	0	0.000000
 Total 	170,450,718	99.678174	550,325	0.321826	0	0.000000

(14) To consider and approve Mr. Kang Jun as a director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
 Holders of A Shares 	167,762,718	99.673035	550,325	0.326965	0	0.000000
 Holders of H Shares 	2,688,000	100.000000	0	0.000000	0	0.000000
 Total 	170,450,718	99.678174	550,325	0.321826	0	0.000000

(15) To consider and approve Ms. Wu Yu as a director of the 9th Board of Directors of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
 Holders of A Shares 	167,762,718	99.673035	550,325	0.326965	0	0.000000
 Holders of H Shares 	2,688,000	100.000000	0	0.000000	0	0.000000
 Total 	170,450,718	99.678174	550,325	0.321826	0	0.000000

(16) To consider and approve Mr. Cai Zhemin as a supervisor of the 9th supervisory committee of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	167,762,718	99.673035	550,325	0.326965	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,450,718	99.678174	550,325	0.321826	0	0.000000

(17) To consider and approve Ms. Su Jiao as a supervisor of the 9th supervisory committee of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	167,762,718	99.673035	550,325	0.326965	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,450,718	99.678174	550,325	0.321826	0	0.000000

(18) To consider and approve Ms. Wei Aixue as a supervisor of the 9th supervisory committee of the Company;

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	167,762,718	99.673035	550,325	0.326965	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,450,718	99.678174	550,325	0.321826	0	0.000000

(19) To consider and approve Mr. Lv Jianbo as a supervisor of the 9th supervisory committee of the Company.

The resolution was passed at the EGM.

Voting information:

Type of shareholders	Affirmative votes		Dissenting votes		Abstaining votes	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	167,762,718	99.673035	550,325	0.326965	0	0.000000
Holders of H Shares	2,688,000	100.000000	0	0.000000	0	0.000000
Total	170,450,718	99.678174	550,325	0.321826	0	0.000000

As at the date of this announcement:

A. Members of the ninth board of directors and supervisory committee of the Company are newly appointed except Mr. Wang He, Mr. Zhang Xiaoyi, Mr. Peng Liangfeng, Mr. Jin Xiaofeng and Mr. Cai Zhemin. (i) Other than intended as directors or supervisors of the Company, the newly appointed directors and supervisors do not hold any other positions in the Company or any of its associated companies. (ii) the newly appointed directors or supervisors did not hold directorship or supervisor positions in other public listed companies in the past three years. (iii) the newly appointed directors or supervisors do not have any interest or short position in the shares of the Company or any of its associated companies within the meaning of Part XV of the Securities and Futures Ordinance of laws of Hong Kong.

B. Save as the disclosed above, as at the date of this announcement, there are no other matters related to the newly appointed directors or supervisors that need to be brought to the attention of the Shareholders, and disclosed pursuant to any of requirements under paragraphs 13.51(2)(h)-(v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

C. The tenure of the ninth board of directors and supervisory committee of the Company will expire on 31 October 2020.

2. Involving major matters, voting information of shareholders held less than 5% of the total issued shares of the Company

No.:	Ordinary Resolutions	Affirmative votes		Dissenting votes		Abstaining votes	
		Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
1	To consider and approve Mr. Na Chaohong as an independent non-executive director of the 9th Board of Directors of the Company;	926,800	98.929896	10,025	1.070104	0	0.000000

2	To consider and approve Mr. Chi Yilin as an independent non-executive director of the 9th Board of Directors of the Company;	926,800	98.929896	10,025	1.070104	0	0.000000
3	To consider and approve Ms. Jin Mei as an independent non-executive director of the 9th Board of Directors of the Company;	926,800	98.929896	10,025	1.070104	0	0.000000
4	To consider and approve Ms. Tian Ruihua as an independent non-executive director of the 9th Board of Directors of the Company;	926,800	98.929896	10,025	1.070104	0	0.000000
5	To consider and approve the remuneration standards for directors and supervisors of the 9th term of board of directors, supervisory committee of the Company;	904,800	96.581539	32,025	3.418461	0	0.000000
6	To appoint Da Hua Certified Public Accountants (Special General Partnership) to conduct a re-audit to the annual report of the Company for 2016;	904,800	96.581539	32,025	3.418461	0	0.000000
7	To appoint Da Hua Certified Public Accountants (Special General Partnership) as the auditor of the Company for the year 2017 and authorizing the Board to decide the audit fee.	904,800	96.581539	32,025	3.418461	0	0.000000
8	To consider and approve Mr. Wang He as a director of the 9th Board of Directors of the Company;	362,700	38.715875	574,125	61.284125	0	0.000000
9	To consider and approve Mr. Zhang Xiaoyi as a director of the 9th Board of Directors of the Company;	414,800	44.277213	522,025	55.722787	0	0.000000
10	To consider and approve Mr. Peng Liangfeng as a director of the 9th Board of Directors of the Company;	414,800	44.277213	522,025	55.722787	0	0.000000
11	To consider and approve Mr. Jin Xiaofeng as a director of the 9th Board of Directors of the Company;	903,000	96.389400	33,825	3.610600	0	0.000000
12	To consider and approve Mr. Liu Chunshi as a director of the 9th Board of Directors of the Company;	414,800	44.277213	522,025	55.722787	0	0.000000
13	To consider and approve Mr. Xia Changtao as a director of the 9th Board of Directors of the Company;	386,500	41.256371	550,325	58.743629	0	0.000000
14	To consider and approve Mr. Kang Jun as a director of the 9th Board of Directors of the Company;	386,500	41.256371	550,325	58.743629	0	0.000000

15	To consider and approve Ms. Wu Yu as a director of the 9th Board of Directors of the Company;	386,500	41.256371	550,325	58.743629	0	0.000000
16	To consider and approve Mr. Cai Zhemin as a supervisor of the 9th supervisory committee of the Company;	386,500	41.256371	550,325	58.743629	0	0.000000
17	To consider and approve Ms. Su Jiao as a supervisor of the 9th supervisory committee of the Company;	386,500	41.256371	550,325	58.743629	0	0.000000
18	To consider and approve Ms. Wei Aixue as a supervisor of the 9th supervisory committee of the Company;	386,500	41.256371	550,325	58.743629	0	0.000000
19	To consider and approve Mr. Lv Jianbo as a supervisor of the 9th supervisory committee of the Company.	386,500	41.256371	550,325	58.743629	0	0.000000

III. PRESENCE OF THE LAWYER

1. The law firm which identified the EGM: Yun Zhi Nan Law Firm

Lawyer: Zhang Yi, Du Sha

2. Conclusive opinions provided by the lawyers:

The convening and process of the third extraordinary general meeting of 2017 of Shenji Group Kunming Machine Tool Company Limited (the “EGM”), the eligibility of persons attended the EGM, and voting procedures of the EGM complied with relevant laws and regulations of the PRC and the Articles of Association of the Company, were legally valid.

IV. DOCUMENTS AVAILABLE FOR INSPECTION

1. EGM results signed and confirmed by participating directors and recording person and stamped with the seal of the board of directors;

2. Legal opinions signed by the director of the law firm and stamped with official seal.

Board of Directors

Shenji Group Kunming Machine Tool Company Limited

Kunming, PRC, 1 November 2017

As at the date of this announcement, the Company’s executive directors are Mr. Wang He, Mr. Zhang Xiaoyi, Mr. Peng Liangfeng and Mr. Jin Xiaofeng; non-executive directors are Mr. Liu Chunshi, Mr. Xia Changtao, Mr. Kang Jun and Ms. Wu Yu; and the independent non-executive directors are Mr. Na Chaohong, Mr. Chi Yilin, Ms. Jin Mei and Ms. Tian Ruihua.