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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

APPOINTMENT OF JOINT COMPANY SECRETARIES; WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES; AND CHANGE OF BOARD SECRETARY AND AUTHORISED REPRESENTATIVE

The board of directors (the “**Board**”) of China Machinery Engineering Corporation* (the “**Company**”) hereby announces that with effect from February 12, 2018, Ms. WANG Weiling (“**Ms. WANG**”) has been appointed by the Board to succeed Mr. ZHOU Yamin (“**Mr. ZHOU**”) 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 under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) following the appointment of Mr. ZHOU as the President of the Company on January 12, 2018. Mr. ZHOU has confirmed that he does 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.

The biographical details of Ms. WANG are set out as follows:

Ms. WANG is currently the chief financial officer, Board Secretary, a Joint Company Secretary and the general manager of the general department of finance of the Company. She joined the Company in July 1988 and successively held various positions including accountant of the storage and transportation department and accountant of the finance department. From April 1998 to July 2005, Ms. WANG served as the deputy general manager and the general manager of the finance department at CMEC International Engineering Co., Ltd. (中設國際工程有限責任公司), a subsidiary of the Company, and the chief of the finance department of the Company’s 1st complete plants division. Ms. WANG served as the deputy general manager of the general department of finance of the Company from July 2005 to September 2006. From September 2006 to June 2007, she served as the chief accountant of China Machine-Building International Corp. (中國機械對外經濟技術合作總公司). From June 2007 to present, she has been serving as the general manager of the general department of finance of the Company. From January 2016 to present, she has been concurrently serving as the chief financial officer of China National Electric Engineering Co., Ltd. (中國電力工程有限公司). From August 2016 to present, she has been serving as an assistant to the general manager and the general manager of the general department of finance of the Company. On February 12, 2018, Ms. WANG was appointed as the chief financial officer, Board Secretary and a Joint Company Secretary. She has about 30 years of experience in finance.

* For identification purposes only

Ms. WANG graduated with a bachelor's degree in economics from Beijing Institute of Business (北京商學院) in July 1988 where she majored in finance and accounting in the accounting department. She obtained a master's degree in economics from Renmin University of China (中國人民大學) in July 1999 where she majored in business economics in the trade department. Ms. WANG is a senior accountant in the People's Republic of China (the "PRC").

As Ms. WANG does not hold the professional qualifications or the relevant experience required by Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), the Company has appointed Mr. KWOK Siu Man ("**Mr. KWOK**") (who possesses the qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules as described below) as a Joint Company Secretary on February 12, 2018. He will also provide assistance to Ms. WANG to enable her to acquire the relevant experience (as required under Note 2 to Rule 3.28 of the Listing Rules) and discharge her functions as the company secretary of the Company.

The biographical details of Mr. KWOK are as follows:

Mr. KWOK is an executive director and head, corporate secretarial of Boardroom Corporate Services (HK) Limited ("**Boardroom**"). Prior to joining Boardroom, between 1 February 2011 and 14 March 2013, he was the company secretary of a number of companies of the same group listed on the Growth Enterprise Market of the Stock Exchange (the "**GEM**") and the Main Board of the Stock Exchange, respectively, and a company of a related group listed on Main Board of the Stock Exchange concurrently. He has over 30 years' extensive legal, corporate secretarial and management experience gained from working at company secretary and other senior positions for companies overseas and in Hong Kong (including the Hang Seng Index Constituent ("**HSIC**") and Hang Seng Mid-Cap 50 stock companies). He was the managing director of a top-notch financial printer in Hong Kong with international affiliation and an independent non-executive director (the "**INED**") of a company listed on the Main Board of the Stock Exchange from February 2015 to February 2016. In addition, he is an INED of a company listed on GEM.

Mr. KWOK is a fellow member of each of The Institute of Chartered Secretaries and Administrators and The Institute of Financial Accountants in England, the Institute of Public Accountants in Australia, The Hong Kong Institute of Chartered Secretaries (the "**HKICS**"), The Association of Hong Kong Accountants and The Hong Kong Institute of Directors and a member of the Hong Kong Securities and Investment Institute. He also possesses professional qualifications in arbitration, taxation, financial planning and human resources management. In addition, he matriculated from Queen's College, Hong Kong, holds a bachelor's degree of arts (with honours) and a post-graduate diploma in laws and has passed the Common Professional Examinations in England and Wales. In 1999, he received induction into the *International WHO's WHO of Professionals*, an international organisation which establishes a network of international elite professionals. He was one of the adjudicators for the "Best Annual Reports Awards" organised by the Hong Kong Management Association in the early 1990's and the late 2000's.

Having been the reviewer and the chief examiner of the "Hong Kong Company Secretarial Practice/Corporate Secretaryship" of the international qualifying examinations of the HKICS and participated in the review of the Hong Kong law variant modules thereof for about a decade, Mr. KWOK holds the record of being the HKICS's longest-serving council member and director (i.e. for 18 years). Further, he was a founding member of the Listed Company Secretaries Panel in 1994 and has been acting as an external examiner/adviser/member of the validation panel of corporate management courses organised by recognised academic and vocational institutions for tertiary education in Hong Kong since the mid-1990's. Mr. KWOK is currently serving as the company secretary and a joint company secretary of a number of companies listed on GEM and/or the Main Board of the Stock Exchange.

First appointed as the company secretary of a HSIC stock company in 1991 and thereafter served in the same capacity in other reputable listed companies for a vast majority of his working time, Mr. KWOK was not required to have at least 15 hours of relevant continuing professional development training for each of the five consecutive years from 2012 under 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 February 12, 2018, the date of the appointment of Ms. WANG as a Joint Company Secretary on the following conditions:

- (i) Ms. WANG will be assisted by Mr. KWOK, another Joint Company Secretary, who meets the above requirements, during the Wavier Period, and the Wavier will be revoked immediately when Mr. KWOK 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 expects that the Company will be able to demonstrate to their satisfaction that Ms. WANG can satisfy Rules 3.28 and 8.17 of the Listing Rules at the end of the Wavier Period, after having had the benefit of Mr. KWOK’s assistance, such that a further Wavier would not be necessary; and
- (iii) the Company will disclose the Waiver, 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 to Mr. ZHOU for his valuable contribution to the Company during his service as a Joint Company Secretary and Board Secretary and welcome Ms. WANG and Mr. KWOK on their new appointments.

By Order of the Board
China Machinery Engineering Corporation*
ZHANG Chun
Chairman

Beijing, the PRC, February 12, 2018

As at the date of this announcement, the Board comprises: Mr. ZHANG Chun as Executive Director; 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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