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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 RESULTS OF THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING AND CLASS MEETINGS AND PAYMENT OF FINAL DIVIDEND

Reference is made to the notice of an annual general meeting (the “AGM” and the “AGM Notice”, respectively), the notices of 2017 first H shareholders’ class meeting and 2017 first domestic shareholders’ class meeting (collectively, the “Class Meetings”) and the circular (the “Circular”) all dated May 12, 2017 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 said documents.

The Board announces that the Company held the AGM and the Class Meetings at the Meeting Room, 3/F, DoubleTree by HILTON, No. 168 Guang’anmenwai Street, Beijing, the People’s Republic of China (the “PRC”) on Monday, June 26, 2017. All the proposed resolutions set out in the respective notices of the AGM and the Class Meetings dated May 12, 2017 were duly passed by way of poll at the AGM and the Class Meetings.

I. POLL RESULTS OF THE AGM

The Board announces that the AGM was duly held at the Meeting Room, 3/F, DoubleTree by HILTON, No. 168 Guang’anmenwai Street, Beijing, the PRC on Monday, June 26, 2017 at 9:00 a.m., at which all the proposed resolutions set out in the AGM Notice were duly passed by the Shareholders as ordinary and special resolutions (as applicable) by way of poll.

As at the date of the AGM, there were 4,125,700,000 issued Shares, 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 Shareholders to attend and vote on all resolutions proposed at the AGM. There were no shares entitling the Shareholders to attend but abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules.

No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. No person has indicated in the Circular containing the AGM Notice his/her/its intention to abstain from voting on or vote against any of the proposed resolutions at the AGM. The H Shareholders in attendance either in person, by authorised representative or by proxy at the AGM held a total of 395,613,584 H Shares, representing approximately 43.56% of the total issued H Shares of the Company as of the date of the AGM.

* For identification purposes only

The AGM was legally and validly convened in compliance with the laws and regulations of the PRC, including the Company Law of the PRC, and the requirements of the Articles of Association. Mr. SUN Bai, the chairman of the Company (the “**Chairman**”) chaired the AGM.

The Company’s H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed and acted as the scrutineer for the vote-taking at the AGM.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (approximate %)		
		For	Against	Abstain
1.	To consider and approve the work report of the board of directors of the Company (the “ Board ”) for the year ended December 31, 2016.	3,612,090,584 (100%)	0 (0%)	953,000
2.	To consider and approve the work report of the supervisory board of the Company for the year ended December 31, 2016.	3,612,090,584 (100%)	0 (0%)	953,000
3.	To consider and approve the audited consolidated financial statements and report of the independent auditor of the Company for the year ended December 31, 2016.	3,612,090,584 (100%)	0 (0%)	953,000
4.	To consider and approve the profits distribution plan of the Company for year of 2016, being the proposed distribution of final dividend of RMB0.2042 per Share (pre-tax) for 4,125,700,000 Shares for the year ended December 31, 2016, which amount to RMB842,467,940 (pre-tax) in aggregate.	3,613,043,584 (100%)	0 (0%)	0
5.	To re-appoint Ernst & Young and Ernst & Young Hua Ming LLP (Special General Partnership) as the international auditor and the domestic auditor of the Company for year of 2017, respectively, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remunerations for the year of 2017.	3,613,043,584 (100%)	0 (0%)	0

Special Resolutions*		Number of Votes (approximate %)		
		For	Against	Abstain
6.	To consider and approve the authorisation of a general mandate to the Board to repurchase H Shares of the Company.	3,613,043,584 (100%)	0 (0%)	0
7.	To consider and approve the authorisation of a general mandate to the Board to issue shares of the Company.	3,308,895,000 (92.779627%)	257,507,584 (7.220373%)	46,641,000
8.	To consider and approve the authorisation of a general mandate to the Board to issue H Shares convertible bonds.	3,311,180,000 (93.858849%)	216,649,328 (6.141151%)	85,214,256
9.	To consider and approve the authorisation of a general mandate to the Board to issue Corporate Bonds.	3,606,837,584 (99.828233%)	6,206,000 (0.171767%)	0
10.	To consider and approve the proposed amendments to the Articles of Association of the Company.	3,354,369,917 (94.054719%)	212,032,667 (5.945281%)	46,641,000
Ordinary Resolution				
11.	To consider and approve the proposals (if any) put forward at the general meeting by shareholder(s) of the Company holding 3% or more of the shares of the Company carrying the right to vote thereat.	N/A	N/A	N/A

* The full text of the proposed resolution was set out in the AGM Notice as contained in the Circular.

As the above resolutions numbered 1 to 5 were voted favourably by more than half of the votes attaching to the Shares entitled to vote and held by the Shareholders, present in person, by authorised representative or by proxy, at the AGM, these resolutions were duly passed as ordinary resolutions.

As the above resolutions numbered 6 to 10 were voted favourably by more than two-thirds of the votes attaching to the Shares entitled to vote and held by the Shareholders, present in person, by authorised representative or by proxy, at the AGM, these resolutions were duly passed as special resolutions.

PAYMENT OF FINAL DIVIDEND

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB0.2042 per Share (pre-tax) in respect of the year ended December 31, 2016 was duly passed.

The exchange rate applied by the Company for the calculation of the amount of final dividend for H Shares payable to the H Shareholders in Hong Kong dollar is the average benchmark exchange rate of Renminbi to Hong Kong dollar for the five calendar days immediately prior to June 26, 2017 (i.e. the date of the AGM) as announced by The People's Bank of China, which is RMB100 = HK\$114.47. Based on such exchange rate, the final dividend payable for each H Share is HK\$0.2337.

Such final dividend is expected to be paid on or before October 31, 2017 to those Shareholders whose names appear on the register of members of the Company on July 5, 2017.

The Company will withhold the enterprise income tax as well as the individual income tax for H Shareholders on the cash dividend as required by law on the basis of the Company's register of members of H Shares on Wednesday, July 5, 2017. Detailed arrangement for the enterprise income tax withholding of non-resident enterprises and individual income tax withholding of individual H Shareholders has been set out in pages 100 to 104 of the Annual Report which has been dispatched to the Shareholders on Friday, April 28, 2017.

All investors are reminded to review the Annual Report carefully. Shareholders are recommended to consult their tax advisers regarding the PRC, Hong Kong and other tax implications arising from or in connection with their holding and disposal of the H Shares.

II. POLL RESULTS OF THE 2017 FIRST H SHAREHOLDERS' CLASS MEETING (THE "H SHAREHOLDERS' CLASS MEETING")

The Board announces that the H Shareholders' Class Meeting was duly held at the Meeting Room, 3/F, DoubleTree by HILTON, No. 168 Guang'anmenwai Street, Beijing, the PRC, immediately following the conclusion of the AGM held on Monday, June 26, 2017, at which the proposed resolution as set out in the notice of the H Shareholders' Class Meeting dated May 12, 2017 (the "**H Shareholders' Class Meeting Notice**") was duly passed by the H Shareholders by way of poll.

As at June 26, 2017, there were 908,270,000 issued H Shares entitling the H Shareholders to attend and vote for or against the resolution proposed at the H Shareholders' Class Meeting. There were no H Shares entitling the H Shareholders to attend and vote only against the resolution proposed at the H Shareholders' Class Meeting. There were also no H Shares obliging any abstention from voting on the resolution proposed at the H Shareholders' Class Meeting.

The H Shareholders' Class Meeting was legally and validly convened in compliance with the laws and regulations of the PRC, including the Company Law of the PRC, and the requirement of the Articles of Association. Mr. SUN Bai, the Chairman chaired the H Shareholders' Class Meeting.

The Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed and acted as the scrutineer for the vote-taking at the H Shareholders' Class Meeting.

The poll results of the H Shareholders' Class Meeting are as follows:

Special Resolution		Number of Votes (approximate %)		
		For	Against	Abstain
1.	To consider and approve the authorisation of a general mandate to the Board to repurchase H Shares of the Company.*	396,717,206 (100%)	0 (0%)	0

* The full text of the proposed resolution was set out in the H Shareholders' Class Meeting Notice as contained in the Circular.

As the above resolution numbered 1 was voted favourably by more than two-thirds of the votes attaching to the H Shares entitled to vote and held by the H Shareholders, present in person, by authorised representative or by proxy, at the H Shareholders' Class Meeting, this resolution was duly passed as a special resolution.

III. POLL RESULTS OF THE 2017 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING (THE "DOMESTIC SHAREHOLDERS' CLASS MEETING")

The Board announces that the Domestic Shareholders' Class Meeting was duly held at the Meeting Room, 3/F, DoubleTree by HILTON, No. 168 Guang'anmenwai Street, Beijing, the PRC, immediately following the conclusion of the AGM and the H Shareholders' Class Meeting held on Monday, June 26, 2017, at which the proposed resolution as set out in the notice of the Domestic Shareholders' Class Meeting dated May 12, 2017 (the "**Domestic Shareholders' Class Meeting Notice**") was duly passed by the Domestic Shareholders by way of poll.

As at June 26, 2017, there were 3,217,430,000 issued Domestic Shares entitling the Domestic Shareholders to attend and vote for or against the resolution proposed at the Domestic Shareholders' Class Meeting. There were no Domestic Shares entitling the Domestic Shareholders to attend and vote only against the resolution proposed at the Domestic Shareholders' Class Meeting. There were also no Domestic Shares obliging any abstention from voting on the resolution proposed at the Domestic Shareholders' Class Meeting.

The Domestic Shareholders' Class Meeting was legally and validly convened in compliance with the laws and regulations of the PRC, including the Company Law of the PRC, and the requirements of the Articles of Association. Mr. SUN Bai, the Chairman chaired the Domestic Shareholders' Class Meeting.

The Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed and acted as the scrutineer for the vote-taking at the Domestic Shareholders' Class Meeting.

The poll results of the Domestic Shareholders' Class Meeting are as follows:

Special Resolution		Number of Votes (approximate %)		
		For	Against	Abstain
1.	To consider and approve the authorisation of a general mandate to the Board to repurchase H Shares of the Company.*	3,217,430,000 (100%)	0 (0%)	0

* The full text of the proposed resolution was set out in the Domestic Shareholders' Class Meeting Notice as contained in the Circular.

As the above resolution numbered 1 was voted favourably by more than two-thirds of the votes attaching to the Domestic Shares entitled to vote and held by the Domestic Shareholders, present in person, by authorised representative or by proxy, at the Domestic Shareholders' Class Meeting, this resolution was duly passed as a special resolution.

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

Beijing, the PRC, June 26, 2017

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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