

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**NOTICE OF THE ANNUAL GENERAL MEETING OF 2018**

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 truthfulness, accuracy and completeness of the content herein.

**I. CONVENING INFORMATION OF THE AGM**

1.Shareholders’ meeting assembly session times: the annual general meeting of 2018 (“AGM”);

2.Convener: the board of directors of the Company;

3.Legality and compliance of the AGM

The convening of the AGM and consideration procedures of the motions complied with relevant laws, administrative regulations, departmental regulations, regulatory documents and the Articles of Association of the Company. The voting results of the AGM will be true and legally valid.

4.Date and time of the AGM

Date and time of the AGM: 20 May 2019 at 9:30 a.m.;

The AGM is expected to last for half day.

5.Convener modalities of the AGM

Combination of on-site meeting and internet voting will be adopted for convening of the AGM

Online voting system: the holders' meeting online voting system by China Securities Depository and Clearing Co., Ltd. (the "CSDC" ) or concerned official WeChat public number of CSDC ("Business Hall of CSDC")

Commencing and ending date of online voting: from 18 May 2019  
to 20 May 2019

Voting time for adopted the holders' meeting online voting system by CSDC or follow official WeChat public number of CSDC ("Business Hall of CSDC"): from 15:00, 18 May 2019 to 15:00, 20 May 2019.

## 6. Qualified attendance

### (1) Shareholders who hold the Company's shares on the record date

The record date of the AGM will be 16 April 2019. Holders of shares of the Company whose names appear on the register of members of CSDC at the close of business on 16 April 2019 are entitled to attend the AGM (investors who buy securities on the share record date enjoy this right, and investors who sell securities on the share record date do not enjoy this right); shareholders may appoint proxy(ies) in writing to attend the AGM and vote, their appointed proxy(ies) need not be a shareholder of the Company.

Holders of H Shares of the Company whose names appear on the register of members of the Company at the close of business on 16 April 2019 (Tuesday) are entitled to attend the AGM; or their appointed proxy(ies) who need not be a shareholder of the Company are entitled to attend the AGM.

| <b>Class of shares</b> | <b>Stock code</b> | <b>Short name</b> | <b>Record date</b> |
|------------------------|-------------------|-------------------|--------------------|
| Domestic Shares        | 400806            | Kunji 3           | 2019/04/16         |
| H Shares               | 0300              | Kunming Machine   | 2019/04/16         |

- (2) Directors, supervisors, the senior management officers of the Company and the person in charge of information disclosure;
- (3) The lawyers appointed by the Company and relevant intermediary organizations

## 7. Venue of the AGM:

Conference Room of the Office Building of the Company, 23 Ciba Road, Kunming City, Yunnan Province, the PRC

## II. RESOLUTIONS FOR CONSIDERATION AND APPROVAL AT THE AGM

1. To consider and approve the report of the board of directors of the Company;
2. To consider and approve the annual report of the Company for the year 2018 (“Annual Report”) and the summary of the Annual Report;
3. To consider and approve the profit distribution of the Company for the year ended 31 December 2018;
4. To consider and approve the independent non-executive directors’ work report for the year 2018.

For details please refer to the announcements published by the Company on the following websites: [www.neeq.com.cn](http://www.neeq.com.cn), <http://www.hkex.com.hk>.

## III. REGISTRATION METHOD

### 1.Registration method

- 1.Holders of H Shares of the Company whose names appear on the register of members of the Company at the close of business on 16 April 2019 (Tuesday) are entitled to attend the AGM by presenting their identity cards or passports. The register of members of H Shares of the Company will be closed on 17 April 2019 (Wednesday) to 20 May 2019 (Monday) (both days inclusive). To be eligible to attend the AGM, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company’s H Share registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares) not later than 4:30 p.m. on Tuesday, 16 April 2019.
- 2.Each shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf at the AGM (A proxy need not be a member of the Company).
- 3.The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing, or in the case of a legal person, must either be executed under its seal or under the hand of a legal representative or other attorney duly authorised to sign the same. If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified. To be valid, for holders of A Shares, the notarially certified power of attorney, or other document of authorisation, and the form of proxy must be delivered to the registered address of the Company no later than 24 hours before the time appointed for the holding of the AGM. In order to be valid, for holders of H shares, the above documents must be delivered to Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong within the same period of time.
- 4.Proxies of Shareholders shall attend the AGM by presenting shareholder’s cards, proxy forms (if applicable) and identity cards of proxies. Proxies of H Shares shall attend the AGM by presenting instrument (if applicable) and their identity cards or passports.

#### **IV. OTHER MATTERS**

1. Contact information  
Facsimile: +86 871 66166623 or +86 871 66166288  
Telephone: +86 871 66119759 or +86 871 66166623  
Contact person: Mr. He Xi and Ms. Wang Bihui
2. Expenses of the AGM: none
3. According to the replies received before 20 days convening the AGM, the number of shares represented by the shareholders intending to attend the AGM carrying voting right will be calculated. If the calculated number is more than half of total number of shares of the Company carrying voting rights, the AGM will be held. Otherwise, the Company should announce another notice of AGM including the resolutions, the date and address of AGM within five days. Then the AGM will be convened as scheduled.
4. The AGM is expected to last for half day. Shareholders (or their proxies) attending the AGM are responsible for their own transportation and accommodation expenses.

#### **V. Documents available for inspection**

|   |
|---|
| <i>Board resolutions for proposing to convene the AGM</i> |
|---|

Board of Directors  
**Shenji Group Kunming Machine Tool Company Limited**

Kunming, the PRC, 29 March 2019

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