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上海集優機械股份有限公司

**Shanghai Prime Machinery Company Limited**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 02345)**

**POLL RESULTS OF  
THE EXTRAORDINARY GENERAL MEETING HELD ON  
6 DECEMBER 2019**

The board of directors of the Company is pleased to announce that the extraordinary general meeting of the Company was held on Friday, 6 December 2019 and the resolution proposed at the EGM was duly passed by the shareholders of the Company by way of poll.

Reference is made to the notice of extraordinary general meeting (the “**Notice of EGM**”) and the circular (the “**Circular**”) issued by Shanghai Prime Machinery Company Limited (the “**Company**”) on 18 October 2019 and 21 November 2019, respectively. Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice of EGM and the Circular unless otherwise indicated.

**RESULTS OF THE EGM**

The Board is pleased to announce that the EGM was held at Meeting Center, North 6th Floor, 2747 Songhuajiang Road, Hongkou District, Shanghai, PRC on Friday, 6 December 2019 at 1:00 p.m..

The EGM was convened in compliance with the laws and regulations of the PRC, including the Company Law of the PRC, the requirements of the Articles of Association and the Listing Rules. Mr. Zhou Zhiyan, the chairman of the Board, chaired the EGM.

The resolution proposed at the EGM was voted by way of a poll. The voting results in respect of the resolution proposed at the EGM is as follows:

Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain*
1.	To consider, approve and confirm the Framework Sales Agreement dated 18 October 2019 entered into between the Company and Shanghai Electric (Group) Corporation, and the transactions contemplated thereunder and the proposed annual cap amounts be and are hereby approved, confirmed and ratified; and any one director of the Company is authorized to sign or execute such other document(s) or supplemental agreement(s) or deed(s), including under seal where appropriate, on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Framework Sales Agreement with such changes as he may consider necessary, desirable or expedient.	37,266,731 100%	0 0%	0 0%

\* Pursuant to the Articles of Association, if shareholder or his proxy abstains from voting or gives up his/her/its voting rights, such abstention shall not be included in the number of valid votes when the Company counts the voting results.

As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.

Tricor Investor Services Limited, the Company's H share registrar, acted as the scrutineer in respect of the voting at the EGM and performed the calculation to determine the above poll voting results based on the completed and signed poll voting forms collected by the Company.

As at the date of the EGM, the total number of issued Shares was 1,725,943,420 Shares.

In accordance with the Articles and the Listing Rules, SEG and its associates (who are collectively interested in 814,291,420 Domestic Shares and 212,747,462 H shares, holding 1,027,038,882 issued Shares in aggregate, as at the date of the EGM) were required to abstain and did abstain from voting on the above ordinary resolution. The total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution proposed at the EGM was 698,904,538 Shares. Save as disclosed above, there was no Shares entitling the Shareholders to attend the EGM and abstain from voting in favour of any of the resolutions in accordance with Rule 13.40 of the Listing Rules; none of the Shareholders were required under the Listing Rules to abstain from voting the EGM.

By order of the Board of  
**Shanghai Prime Machinery Company Limited**  
**Zhou Zhiyan**  
*Chairman*

Shanghai, the PRC  
6 December 2019

*As at the date of this announcement, the Board consists of Executive Directors, namely Mr. Zhou Zhiyan, Mr. Xiao Yuman, Dr.-Ing. Gou Jianhui, Mr. Zhang Mingjie and Mr. Si Wenpei, Non-executive Director, namely Mr. Dong Yeshun, and Independent Non-executive Directors, namely Mr. Ling Hong, Mr. Chan Oi Fat and Mr. Sun Zechang.*