

For the month ended

Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :	_31/	03/2020						
To : Hong Kong Exchanges	To : Hong Kong Exchanges and Clearing Limited							
Shanghai Prime Machinery Company Ltd (A joint stock limited company incorporated in the People's Name of Issuer Republic of China)								
Date Submitted	01/04/2020	•						
I. Movements in Authorised	Share Capital							
1. Ordinary Shares								
(1) Stock code :2345	Description:	Shanghai	Prime – H SI	hares of RMB1.00@				
	No. o	f H shares	Par value (RMB)	Authorised share capital (RMB)				
Balance at close of precedi	ng month 911	,652,000	1.00	911,652,000.00				
Increase/(decrease)		Nil		Nil				
Balance at close of the mor	nth 911	,652,000	1.00	911,652,000.00				
Balance at close of the file		,002,000	1.00	011,002,000.00				
(2) Stock code : N/A	Description :	Dom	nestic Shares	of RMB1.00@				
		f Domestic hares	Par value (RMB)	Authorised share capital (RMB)				
Balance at close of precedi	ng month 814	,291,420	1.00	814,291,420.00				
Increase/(decrease)		Nil		Nil				
Ralance at close of the mor	oth 91 <i>1</i>	201 //20	1.00	81/ 201 /20 00				

2. Preference Shares			
Stock code : N/A Descrip	tion :		
	No. of preference shares	Par value (State currency)	capital
Balance at close of preceding month _			
Increase/(decrease)		_	
Balance at close of the month			
3. Other Classes of Shares			
Stock code : N/A Descrip	tion :		
	No. of other classes of shares	Par value (State currency)	capital
Balance at close of preceding month _			
Increase/(decrease)		-	
Balance at close of the month			
Total authorised share capital at the e (RMB):	nd of the month	1,7	25,943,420.00

II. Movements in Issued Share Capital

No. of ordi	nary shares		
(1) (2)		No of preference shares	No. of other classes of shares
	Domestic		
RMB 1.00@	1.00@		
911 652 000	814 201 420	N/Δ	N/A
911,032,000	014,291,420	IN/A	
Nil	Nil	N/A	N/A
911,652,000	814,291,420	N/A	N/A
	(1) H Shares of RMB 1.00@ 911,652,000 Nil	Domestic H Shares of RMB 1.00@ 911,652,000 Nil Nil Nil Domestic Shares of RMB 1.00@ 814,291,420	(1) (2) No of preference shares Domestic Shares of RMB RMB 1.00@ Shares of RMB 1.00@ 911,652,000 814,291,420 N/A Nil Nil N/A

III. Details of Movements in Issued Share Capital

Share Options (unde	er Share Opt	ion Schemes d	of the Issuer)			
Particulars of						No. of new shares of
share option scheme					the month pursuant	issuer which may be issued pursuant
including EGM	N	Novement duri	na the month		thereto	thereto as at close of
approval date		novement dam	ng the month		=	the month
(dd/mm/yyyy) and						
class of shares	Crantad	Eversional	Canaallad	Lancad		
issuable 1. N/A	Granted	Exercised	Cancelled	Lapsed		
1. IN/A						
(/ /)						
shares (Note 1)						
(Note 1)						
2.						
(/ /)						
shares (Note 1)						
(14010-1)						
3.						
shares						
(Note 1)						
, ,		To	otal A. (Ordina		N/A	
				ce shares)	N/A	
			•	ther class)	N/A	
Total funds raised du		nth from exerci	se	N/A		
of options (State cui	rency)			IN/A		

Warrants to Issue Shares of the	e Issuer which	are to be	Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal at close preced mont	e of Ex ing du	ercised ring the nonth	Nominal value at close of the month		No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A							
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price							
EGM approval date							
(if applicable)	(/ /)					
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)					
Subscription price EGM approval date (if applicable)	(/ /						
Subscription price EGM approval date (if applicable)	(/ /						
			Total D	(Onali-	on, oboro-\	NI/A	
			Total B.	(Preferer	ary shares) nce shares) Other class)	N/A N/A N/A	- - -

Convertibles (i.e. Convertible	into Shares of t	<u>he Issue</u> r whi	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	<u></u>					
<u> </u>	_					
	<u> </u>					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2.	(/ /) - -					
-	<u>—</u>					
Stock code (if listed)	(/ /)					
						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /) _					
	<u> </u>					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
(GG/111111/yyyy)	(' ')		Total C. (Ordina	ary shares)	N/A	
			(Preferen	ice shares)	N/A	- -
			(O	ther class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Joiner than dider Ghare Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
11 <u>14/1</u>		
-		
(
shares (Note 1)		
		•
2		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
	N/A	
(Other class)	IN/A	

Ot	her Movements	in Issued Sha	are Capital					
	T						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as a close of the month
	Type of Issue							monun
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				, , , , , , , , , , , , , , , , , , , ,			N/A	N/A
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(3333,			<u>N/A</u>	N/A
				Class of shares				
				issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							IN/A	<u>IN/A</u>

Тур	oe of Issue							No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)					
5.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/	′ /)		
				EGM approval date: (dd/mm/yyyy)	(/	' /)	N/A	N/A
				Class of shares repurchased (Note 1)					
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/	' /)		
				EGM approval date: (dd/mm/yyyy)	()	' /)	N/A	N/A
				Class of shares redeemed (Note 1)					
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/	' /)		
				EGM approval date: (dd/mm/yyyy)	(/	' /)	N/A	N/A
				Class of shares issuable (Note 1)					
8.	Consideratio n issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/	' /)		
				EGM approval date: (dd/mm/yyyy)	(/	′ /)	.	NI/A
								<u>N/A</u>	N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Class of shares issuable (Note 1)		
9. Capital reorganisatio n	Issue and allotment (/ / date : (dd/mm/yyyy))	
"	EGM approval date: (/ / (dd/mm/yyyy)	,	
		N/A	N/A
10. Other	Class of shares issuable (Note 1)		
(Please At price : State currency	— Issue and allotment (/ / date : (dd/mm/yyyy))	
	EGM approval date: (/ / (dd/mm/yyyy)) <u>N/A</u>	N/A
	Total E. (Ordinary sha (Preference sha (Other cl	res) N/A	
Total increase / (decrease) in ordinary shares	s during the month (i.e. Total of A to E):	(1)	N/A
		(2)	N/A
Total increase / (decrease) in preference shall	,		N/A
Total increase / (decrease) in other classes of E):	f shares during the month (i.e. Total of A	A to	N/A

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled:
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):	
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Submitted by:	Ng Kwong, Alexander
Title:	
(Director, Sec	retary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.