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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 VOTING RESULTS OF
THE 2019 ANNUAL GENERAL MEETING HELD ON 19 JUNE 2020
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019 AND
PAYMENT OF FINAL DIVIDEND
APPOINTMENT, ELECTION AND RE-ELECTION OF MEMBERS OF THE
SIXTH SESSION OF THE BOARD
APPOINTMENT OF CHAIRMAN OF THE BOARD
APPOINTMENT OF CHAIRMAN AND MEMBERS OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE, NOMINATION COMMITTEE, STRATEGY
COMMITTEE AND RISK MANAGEMENT COMMITTEE
AND
APPOINTMENT AND RE-ELECTION OF CHAIRMAN AND MEMBERS OF
THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE**

The board of directors (the “**Board**”) of Shanghai Prime Machinery Company Limited (the “**Company**”) is pleased to announce that the 2019 annual general meeting of the Company (the “**AGM**”) was held on Friday, 19 June 2020 and all the resolutions proposed at the AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

The Board also wishes to notify the Shareholders of, among others, (i) the details of the payment of the final dividend; (ii) appointment, election and re-election of the Chairman of the Board and Directors; (iii) appointment of chairman and members of audit committee, remuneration committee, nomination committee, strategy committee and risk management committee; and (iv) the appointment and re-election of the Chairman of the supervisory committee and Supervisors.

Reference is made to the notice of the annual general meeting of the Company dated 16 April 2020 (the “**Notice**”), and the circular of the Company dated 16 April 2020 (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular unless otherwise indicated.

RESULTS OF THE AGM

The Board is pleased to announce that the AGM was held at 1:00 p.m. on Friday, 19 June 2020 at Meeting Center, North 6th Floor, 2747 Songhuajiang Road, Hongkou District, Shanghai, the PRC.

The AGM was 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. Zhou Zhiyan, the chairman of the Board, chaired the AGM.

The resolutions at the AGM were put to vote by way of a poll. The voting results in respect of the proposed resolutions at the AGM are as follows:

Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain*
1.	To consider and approve the report of the board of directors of the Company for the year ended 31 December 2019.	1,058,381,613 100.00%	0 0.00%	0
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019.	1,058,381,613 100.00%	0 0.00%	0
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the report of the independent auditors and the audited financial statements of the Company for the year ended 31 December 2019.	1,058,381,613 100.00%	0 0.00%	0
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the profit distribution plan of the Company for the year 2019 and the recommendation for dividend of the Company for the year ended 31 December 2019.	1,058,451,613 100.00%	0 0.00%	0
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain*
5.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the financial year of 2020 and to authorise the board of directors of the Company to fix the auditors' remunerations.	1,058,451,613 100.00%	0 0.00%	0
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and approve the policy on remunerations of the directors and supervisors (non-employee representatives) of the Company for the year ending 31 December 2020 and to ratify the remunerations paid to the directors and supervisors (non-employee representative) of the Company during the year 2019.	1,058,451,613 100.00%	0 0.00%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the resolutions in respect of the members of the sixth session of the Board:			
7.1	To consider and approve the re-election of Mr. Zhou Zhiyan as an executive director of the Company for a term of three years with immediate effect;	1,055,355,509 99.71%	3,096,104 0.29%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
7.2	To consider and approve the re-election of Mr. Zhang Mingjie as an executive director of the Company for a term of three years with immediate effect;	1,027,038,882 97.03%	31,412,731 2.97%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
7.3	To consider and approve the re-election of Mr. Si Wenpei as an executive director of the Company for a term of three years with immediate effect;	1,057,364,882 99.90%	1,086,731 0.10%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain*
7.4	To consider and approve the re-election of Mr. Xiao Yuman as an executive director of the Company for a term of three years with immediate effect;	1,027,670,882 97.09%	30,780,731 2.91%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
7.5	To consider and approve the election of Mr. Xia Sicheng as an executive director of the Company for a term of three years with immediate effect;	1,057,718,882 99.93%	732,731 0.07%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
7.6	To consider and approve the re-election of Mr. Dong Yeshun as a non-executive director of the Company for a term of three years with immediate effect;	1,057,718,882 99.93%	732,731 0.07%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
7.7	To consider and approve the re-election of Mr. Ling Hong as an independent non-executive director of the Company for a term of three years with immediate effect;	1,058,037,613 99.96%	414,000 0.04%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
7.8	To consider and approve the re-election of Mr. Chan Oi Fat as an independent non-executive director of the Company for a term of three years with immediate effect;	1,057,405,613 99.90%	1,046,000 0.10%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
7.9	To consider and approve the re-election of Mr. Sun Zechang as an independent non-executive director of the Company for a term of three years with immediate effect;	1,027,670,882 97.09%	30,780,731 2.91%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain*
8.	To consider and approve the resolutions in respect of the members of the sixth session of the Supervisory Committee:			
8.1	To consider and approve the re-election of Ms. Zhang Yan as a supervisor of the Company (non-employee representative) for a term of three years with immediate effect;	1,058,451,613 100.00%	0 0.00%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
8.2	To consider and approve the re-election of Ms. Lu Haixing as a supervisor of the Company (non-employee representative) for a term of three years with immediate effect;	1,057,663,613 99.93%	788,000 0.07%	0
As more than half of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				

Special resolutions		Total number of votes (%)		
		For	Against	Abstain*
9.	To grant a general mandate to the Directors to issue, allot and deal with additional Domestic Shares and additional H Shares respectively (including but not limited to ordinary share, preference shares, or other securities in compliance with applicable laws and regulations) not exceeding 20% of each of the total number of the Domestic Shares in issue and H Shares in issue of the Company as at the date of this resolution.	1,027,296,882 97.06%	31,154,731 2.94%	0
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
10.	To consider and, if thought fit, to approve the resolution on the proposed amendments to the Articles of Association of the Company.	1,057,881,613 99.95%	570,000 0.05%	0
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

* Pursuant to the Articles of Association, any abstaining vote or waiver to vote shall not be counted as votes for the purpose of calculating the results of that the relevant resolution.

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

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

Ordinary Resolutions

The total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions was 1,725,943,420 Shares, representing 100% of the total issued Shares. There were no restrictions on any Shareholder casting votes on the ordinary resolutions above at the AGM. Neither are there Shareholders entitled to vote only against or required to abstain from voting in respect of the ordinary resolutions proposed at the AGM under the Listing Rules, nor Shareholders have expressed in the Circular that they will vote against or abstain themselves from voting regarding any resolutions proposed at the AGM. The Shareholders, holding in aggregate 1,058,451,613 Shares, representing approximately 61.33% of the issued Shares, were present in person or by proxy at the AGM.

Special Resolutions

The total number of Shares entitling the Shareholders to attend and vote for or against the special resolution was 1,725,943,420 Shares, representing 100% of the total issued Shares. There were no restrictions on any Shareholder casting votes on the special resolutions above at the AGM. Neither are there Shareholders entitled to vote only against or required to abstain from voting in respect of the special resolutions proposed at the AGM under the Listing Rules, nor Shareholders have expressed in the Circular that they will vote against or abstain themselves from voting regarding the special resolutions proposed at the AGM. The Shareholders, holding in aggregate 1,058,451,613 Shares, representing approximately 61.33% of the issued Shares, were present in person or by proxy at the AGM.

PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019 AND PAYMENT OF FINAL DIVIDEND

The Board wishes to inform the Shareholders details of the payment of final dividend as follows:

The declaration and payment of a final dividend of RMB3.80 cents per Share (equivalent to HK\$4.16 cents per share) (inclusive of applicable tax) has been approved at the AGM.

The payment shall be made to shareholders whose names appeared on the register of members of the Company on Monday, 6 July 2020 (the "**Record Date**").

Pursuant to the provisions of the Enterprise Income Tax Law of the People's Republic of China which came into effect on 1 January 2008 and its implementing rules and "The Notice on the Issues Concerning Enterprise Income Tax Withholding of Dividends Paid to Overseas Non-resident Enterprise Shareholders of H Shares by Resident Enterprise in the PRC" (Guo Shui Han [2008] No. 897)(《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) issued by the State

Administration of Taxation on 6 November 2008, the Company shall be obligated to withhold 10% enterprise income tax before it distributes the cash dividends to non-resident enterprise shareholders of H Shares, including Hong Kong Securities Clearing Company Nominees Limited, as listed on the Company's Register of Members of H shares on the Record Date. Any H shares registered in the name of non-individual shareholders are deemed as held by the non-resident enterprise shareholders. After the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Company's confirmation of such opinion, the Company will not withhold any enterprise income tax when it distributes the cash dividends to resident enterprise shareholders of H shares as listed on the Company's register of holders of H shares on the Record Date.

All investors are requested to read this announcement carefully. Should you wish to change your shareholder status, please consult your agent or trust institution over the relevant procedure. The Company will withhold the enterprise income tax for the non-resident enterprise shareholders as required by laws on the basis of the Company's register of holders of H shares on the Record Date.

The Company assumes no liability and will not deal with any dispute over enterprise income tax withholding triggered by failure to submit proof materials within the stipulated time frame.

In addition, "The Notice on the Issues Concerning Tax on the Earnings from Transfer of Stocks (Stock Rights) and on the Income Tax from Dividends Received by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners" (Guo Shui Fa [1993]No. 045)(《關於外商投資企業、外國企業和外籍個人取得股票(股權)轉讓收益和股息所得稅收問題的通知》(國稅發[1993]045號)) (the "**93 Notice**") issued by the State Administration of Taxation of the PRC, where individual foreigners holding H Shares are exempted from paying individual income tax for dividends (bonuses) obtained from companies incorporated in the PRC that issue H Shares, was repealed under "The Announcement on the List of Fully and Partially Invalidated and Repealed Tax Regulatory Documents"(《關於公佈全文失效廢止、部分條款失效廢止的稅收規範性文件目錄的公告》) issued by the State Administration of Taxation of the PRC on 4 January 2011. On 28 June 2011, the State Administration of Taxation of the PRC issued "The Notice on the Issues Concerning the Collection and Administration of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045" (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993] 045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) (the "**2011 Notice**"). The 2011 Notice has clarified the issues concerning the collection of individual income tax arising from H share dividends received by individual foreigners following the repeal of the 93 Notice. Due to the recent change in the tax regulations of the PRC as mentioned above, a company, as the withholding agents, should withhold and pay the individual income tax for the overseas resident individual shareholders on the dividends income (bonus) of the shares issued in Hong Kong by the mainland enterprises with non-foreign investment under the item of "interests, dividend and bonus income" in accordance with the laws. After the Company's repeated consultation with competent tax authorities, they confirmed that the Company should withhold and pay the individual income tax for the dividends or bonus income received by the overseas resident individual shareholders of the Company. However, the overseas resident individual shareholders holding the shares of the Company may be entitled to the relevant favourable tax treatments pursuant to the provisions in the tax treaties between the country(ies) in which they are domiciled and the PRC, and the tax

arrangements between the mainland China and Hong Kong (Macau). As such, the Company will withhold and pay individual income tax for H share individual shareholders in accordance with the following rules:

- for the H share individual shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such shareholders in the distribution of final dividend;
- for the H share individual shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of such shareholders in the distribution of final dividend, while such shareholders may apply for rebate of the additional payment to the tax authorities in accordance with the actual tax rate under such tax treaties;
- for the H share individual shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of final dividend;
- for the H share individual shareholders whose country (region) of domicile is a country (region) which has not entered into any tax treaties with the PRC, or a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such shareholders in the distribution of final dividend.

If a H share individual shareholder considers that his/her individual income tax withheld by the Company does not comply with the tax rate stipulated by the tax treaties between country(ies) or region(s) in which he/she is domiciled and the PRC, he/she should file an authorisation letter together with the reporting materials relating to him/her being a resident of the related country or region, to Tricor Investor Services Limited, the Company's H Share Registrar in Hong Kong by no later than 4:30 p.m. on Wednesday, 1 July 2020. The materials will be submitted to the competent tax authority by the Company, for subsequent taxation handling. Non-resident enterprise shareholders and overseas resident individual shareholders of the Company may seek advice from their tax advisor in relation to the tax impact of the mainland China, Hong Kong and other countries (regions) involved in owning and disposing of H shares of the Company if they have any doubts on the above arrangements.

All dividends to be distributed will be denominated and declared in Renminbi and will be paid to H Share Shareholders in Hong Kong dollars. The value of dividends payable in Hong Kong dollars shall be based on the average exchange rate of Renminbi and Hong Kong dollars announced by the People's Bank of China in the five business days before Friday, 19 June 2020, being the date of dividend declaration (RMB0.914 equivalent to HK\$1.00).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent of H shares in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent final dividend declared for payment to holders of H shares. Final dividend will be paid by the Receiving Agent and relevant cheques will be dispatched on or about Monday, 10 August 2020 to holders of H shares entitled to receive such dividend by ordinary post at their own risk.

ELECTION, RE-ELECTION AND APPOINTMENT OF MEMBERS OF THE SIXTH SESSION OF THE BOARD

As the resolutions in respect of the election of Mr. Xia Sicheng as an Executive Director, re-election of Mr. Zhou Zhiyan, Mr. Zhang Mingjie, Mr. Si Wenpei and Mr. Xiao Yuman as Executive Directors, re-election of Mr. Dong Yeshun as a non-executive Director and re-election of Mr. Ling Hong, Mr. Chan Oi Fat and Mr. Sun Zechang as independent non-executive Directors, and re-election of Ms. Zhang Yan and Ms. Lu Haixing as Supervisors (non-employee representative) were duly passed by Shareholders at the AGM, the Board is pleased to announce that (i) Mr. Xia Sicheng has been appointed as an Executive Director for a term of three years with immediate effect; (ii) Mr. Zhou Zhiyan, Mr. Zhang Mingjie, Mr. Si Wenpei and Mr. Xiao Yuman have been re-elected as Executive Directors for a term of three years with immediate effect; (iii) Mr. Dong Yeshun has been re-elected as a Non-executive Director for a term of three years with immediate effect; (iv) Mr. Ling Hong, Mr. Chan Oi Fat and Mr. Sun Zechang have been re-elected as Independent Non-executive Directors for a term of three years with immediate effect; and (v) Ms. Zhang Yan and Ms. Lu Haixing have been re-elected as Supervisors (non-employee representative) for a term of three years with immediate effect. Details of the Directors which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix I to this announcement.

The independent non-executive Directors have confirmed that they have fulfilled the independent factors as stipulated in Rule 3.13 of the Listing Rules. The Company considered that the independent non-executive Directors are independent pursuant to the guidelines on independence under the Listing Rules. The biography of the re-elected independent non-executive Directors set out in Appendix I to this announcement indicates how they contribute to the diversity of the Board and the perspectives, skills and experience they can bring to the Board.

The remuneration of the Directors will be determined with reference to the remuneration plan for directors and supervisors of the Company for the year ending 31 December 2020. It was approved to authorise any of the executive Directors to enter into service contracts with the Directors as well as to handle all other relevant matters on behalf of the Company upon the candidate being approved by the Shareholders at the AGM. Upon due appointment, each of the Directors has entered into a service contract with the Company for a term of three years commencing from the date of the AGM. Pursuant to the Articles of Association, the Directors will be subject to re-election upon the expiry of term of the sixth session of the Board.

Save as disclosed in this announcement and as far as the Board is aware, there is no other matter in relation to the election and re-election of the Directors and Supervisors that needs to be brought to the attention of the Shareholders, nor any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2) (h) to (v) of the Listing Rules.

APPOINTMENT OF CHAIRMAN OF THE BOARD

The Board is pleased to announce that Mr. Zhou Zhiyan has been appointed as the chairman of the sixth session of the Board. His term of office will take effect immediately, and his tenure as the chairman of the Board will end upon the expiration of term of the sixth session of the Board.

Please refer to Appendix I to this announcement for his biographical information.

APPOINTMENT OF CHAIRMAN AND MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE, NOMINATION COMMITTEE, STRATEGY COMMITTEE AND RISK MANAGEMENT COMMITTEE

The Board also announces that (i) Mr. Chan Oi Fat, Mr. Ling Hong and Mr. Sun Zechang have been appointed as members of the sixth session of the audit committee; (ii) Mr. Chan Oi Fat has been appointed as the chairman of the sixth session of the audit committee; (iii) Mr. Ng Kwong, Alexander has been appointed as the secretary of the sixth session of the audit committee; (iv) Mr. Ling Hong, Mr. Dong Yeshun and Mr. Chan Oi Fat have been appointed as members of the sixth session of the remuneration committee; (v) Mr. Ling Hong has been appointed as the chairman of the sixth session of the remuneration committee; (vi) Mr. Ng Kwong, Alexander has been appointed as the secretary of the sixth session of the remuneration committee; (vii) Mr. Zhou Zhiyan, Mr. Xiao Yuman, Mr. Ling Hong, Mr. Chan Oi Fat and Mr. Sun Zechang have been appointed as members of the sixth session of the nomination committee; (viii) Mr. Zhou Zhiyan has been appointed as the chairman of the sixth session of the nomination committee; (ix) Mr. Ng Kwong, Alexander has been appointed as the secretary of the sixth session of the nomination committee; (x) Mr. Zhou Zhiyan, Mr. Zhang Mingjie, Mr. Xia Sicheng, Mr. Dong Yeshun and Mr. Sun Zechang have been appointed as members of the sixth session of the strategy committee; (xi) Mr. Zhou Zhiyan has been appointed as the chairman of the sixth session of the strategy committee; (xii) Mr. Ng Kwong, Alexander has been appointed as the secretary of the sixth session of the strategy committee; (xiii) Mr. Zhou Zhiyan, Mr. Si Wenpei, Mr. Xiao Yuman, Mr. Xia Sicheng, Mr. Ling Hong and Mr. Chan Oi Fat have been appointed as members of the sixth session of the risk management committee; (xiv) Mr. Zhou Zhiyan has been appointed as the chairman of the sixth session of the risk management committee; and (xv) Mr. Ng Kwong, Alexander has been appointed as the secretary of the sixth session of the risk management committee. Their terms of office will take effect immediately and will end upon the expiration of term of the sixth session of the Board.

Please refer to Appendix I to this announcement for biographical information of the members of the audit committee, the remuneration committee, the nomination committee, the strategy committee and the risk management committee.

APPOINTMENT OF CHAIRMAN AND MEMBERS OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE

The Board further announces that, (i) Ms. Zhang Yan (non-employee representative Supervisor), Ms. Lu Haixing (non-employee representative Supervisor) and Mr. Yu Yun (employee representative Supervisor) have been appointed as the supervisors of the Company; and (ii) Ms. Zhang Yan has also been appointed as the chairman of the Supervisory Committee. The terms of office of the chairman and members of the sixth session of the Supervisory Committee will take effect immediately for a term of three years. Details of the Supervisors which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix I to this announcement.

The remuneration of the Supervisors will be determined with reference to the remuneration plan for directors and supervisors of the Company for the year ending 31 December 2020. It was approved to authorise any of the executive Directors to enter into service contracts with the Supervisors as well as to handle all other relevant matters on behalf of the Company upon the non-employee representative candidates being approved by the Shareholders at the AGM. Upon due appointment, each of the Supervisors has entered into a service contract with the Company for a term of three years with effect from the date of the AGM. Pursuant to the Articles of Association, the Supervisors will be subject to re-election upon the expiry of term of the sixth session of the Supervisory Committee.

Save as disclosed in this announcement, as far as the Board is aware, there is no any other matter in relation to the re-election and appointment of the Supervisors that need to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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

Shanghai, the PRC
19 June 2020

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

APPENDIX I

INFORMATION OF DIRECTORS AND SUPERVISORS ELECTED AND RE-ELECTED

The biographies of the Directors and Supervisors elected and re-elected at the AGM are set out as follows:

Directors

Executive Directors

Mr. Zhou Zhiyan, aged 56, is the chairman and an executive director of the Company and services as the President of the Company since 1 April 2020. Mr. Zhou joined the Company in 2005. From 2005 to 2007, he served as the chairman and executive director of the Company. He has served as the vice chairman, executive director and president of the Company since 2013 as well as the chairman, executive director and president of the Company since 2015. Mr. Zhou joined Shanghai Electric (Group) Corporation in August 1983. He served as chief financial officer for the business department of Shanghai Electric (Group) Corporation, deputy chief accountant of Shanghai Electric (Group) Corporation, president of Shanghai Electric Industrial Corporation, head of investment management department, investment director and chief financial officer of Shanghai Electric Assets Management Company Limited, executive deputy head of overseas business department and head of financial budget department of Shanghai Electric (Group) Corporation. Mr. Zhou graduated from the School of Accounting of Shanghai Industry and Commerce Institute in 1988 majoring in finance and accounting and obtained a MBA degree from Shanghai Jiao Tong University in 1992. He is a senior accountant.

As at the date of this announcement, Mr. Zhou is interested in 156,800 ordinary shares of the Company, representing in aggregate 0.02% of the issued voting shares of the Company, within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Mr. Zhang Mingjie, aged 57, is an executive director of the Company, director of department of industry development of Shanghai Electric Group Company Limited, the vice-chairman of Shanghai Highly (Group) Co., Ltd. (listed on the Shanghai Stock Exchange with a stock code of 600619, 900910 (B share)) and dean of central research institute of Shanghai Electric Group Company Limited and party secretary. Mr. Zhang joined Shanghai Electric in September 1985, and worked at Shanghai Transformer Factory (上海變壓器廠), Shanghai Voltage Regulator Factory (上海電壓調整器廠), Shanghai Electric Co., Ltd. (上海電器股份有限公司), Shanghai Huatong Switch Factory (上海華通開關廠), Shanghai Power Transmission and Distribution Co., Ltd. (上海輸配電股份有限公司), Shanghai Electric Group Company Limited, Shanghai Electric (Group) Corporation, Shanghai Mechanical & Electrical Industry Co., Ltd. (上海機電股份有限公司) and the central research institute of Shanghai Electric Group Company Limited respectively. He used to be party secretary and deputy general manager of Shanghai Power Transmission and Distribution Co., Ltd. from June 2007 to July 2008, director of wind power department of Shanghai Electric (Group) Corporation from December 2008 to March 2014 and director of Shanghai Mechanical & Electrical Industry Co., Ltd. from October 2010 to March 2012. Mr. Zhang graduated from

Shanghai Jiao Tong University in July 1985 with a bachelor degree of high voltage technology, and obtained MBA from Shanghai Jiao Tong University in July 2002. He was awarded the title of senior engineer with professorship in December 2008.

Mr. Si Wenpei, aged 56, is an executive director of the Company, and has been the head of the assets and finance department of Shanghai Electric Group Company Limited since November 2017. Since July 1986, Mr. Si has served at the Shanghai Electric (Group) Corporation and/or its subsidiaries in various positions, including the secretary to the board, financial director and chief accountant of Shanghai Mechanical & Electrical Industry Co., Ltd. (上海機電股份有限公司) from August 2003 to August 2016 and the deputy head of the assets and finance department of Shanghai Electric Group Company Limited from August 2016 to November 2017. He served as a supervisor of the Company from June 2017 to June 2019. Mr. Si has served as a supervisor of Shanghai Mechanical & Electrical Industry Co., Ltd. since April 2017 and the chairman of the board of the director in Suzhou Thvow Technology Co., Ltd. (listed on Shenzhen Stock Exchange, stock code: 002564) since February 2019. Mr. Si graduated from the Communist Party of China Party School Correspondence College (中共中央黨校函授學院) in December 1997 with an undergraduate degree in economics and management by correspondence. Mr. Si subsequently obtained an executive master's degree in business administration from China Europe International Business School in April 2006. He is an accountant.

Mr. Xiao Yuman, aged 48, is an executive director, the secretary of Party Committee, the secretary of Disciplinary Committee and the leader of Trade Union of the Company. Mr. Xiao joined Shanghai Electric in 1995, and worked at Shanghai No. 1 Nut Factory (上海螺帽一廠), Shanghai Shang Biao (Group) Co., Ltd., Shanghai Electric (Group) Corporation and Shanghai Electric Group Company Limited. He served as the deputy director of the General Office and deputy director, executive deputy director, director of the Research Office of Shanghai Electric (Group) Corporation and office manager of Shanghai Electric Group Company Limited. Mr. Xiao obtained a Master's degree in Business Administration from Antai College of Economics & Management, Shanghai Jiao Tong University in 2007. He is also an engineer and a senior economist.

Mr. Xia Sicheng, aged 56, currently serves as a Party Committee Member of the Company and the executive director of Wuxi Turbine Blade Company Limited. Mr. Xia joined Shanghai Electric (Group) Corporation in 1982. He served as the executive director of Shanghai Tool Works Company Limited from 2003 to 2010, an Executive Director of the Company from 2005 to 2007, a Vice President of the Company from 2005 to 2010, the president and deputy secretary of the C.P.C. branch of Pacific Mechatronic (Group) Co., Ltd. as well as the chairman of Shanghai Erfangji Co., Ltd. from 2010 to 2012, the deputy director of the strategic planning department of Shanghai Electric (Group) Corporation from 2012 to 2014 and a Vice President of the Company in 2014. From 2014 to 2019, he successively served as an executive director, secretary of C.P.C. branch and the general manager of Wuxi Turbine Blade Company Limited. Mr. Xia graduated from the Central Party School of the C.P.C. in 2002 with a bachelor's degree in economic management.

Non-executive Directors

Mr. Dong Yeshun, aged 58, is a non-executive director of the Company. Mr. Dong currently acts as an independent director of AXA SPDB Investment Managers Co., Ltd. (浦銀安盛基金管理有限公司), the chairman of IMS Automotive Electronic System Co., Ltd. (上海艾銘思汽車電子系統有限公司), an independent director of Shanghai Xintonglian Packing Co., Ltd. (上海新通聯包裝股份有限公司) (listed on Shanghai Stock Exchange, stock code: 603022) and the co-founder of Shanghai Volcanic Stone Investment Management Co., Ltd. (上海火山石投資管理有限公司). Mr. Dong served as a partner of IDG Capital, the general manager of Shanghai Shenya Seal Components Co., Ltd. (上海申雅密封件系統有限公司), the general manager of United Automobile Electronic Systems Co., Ltd. (聯合汽車電子有限公司), the deputy general manager of Shanghai Alliance Investment Ltd. (上海聯和投資有限公司), the chairman and chief executive officer of Shanghai Grace Semiconductor Manufacturing Corporation (上海宏力半導體製造有限公司), the chairman of Shanghai Lianchuang Investment Fund Management Corporation (上海聯創投資基金管理公司), the chairman of MSN China Co., Ltd. (MSN (中國)有限公司) and the chairman of Nantong Nanya Lianke Pharmaceutical Co., Ltd. (南通南亞聯科藥業有限公司) and the secretary of CPC Party Committee of Yanfeng Visteon Automotive Trim Systems Co., Ltd. (延鋒偉世通汽車飾件系統有限公司). He obtained a bachelor's degree from Shanghai Institute of Mechanics in 1988 and an EMBA degree from China Europe International Business School in 2001. He is a senior engineer.

Independent Non-executive Directors

Mr. Ling Hong, aged 59, is an independent non-executive director of the Company as well as an independent director of Goldcard Smart Group Co., Ltd. (listed on Shenzhen Stock Exchange, stock code: 300349) since December 2018, the head, professor and tutor of doctoral students of information management and information system department of the School of Management in Fudan University, honourable guest professor of the Faculty of Business and Economics in the University of Hong Kong, an executive member of the council of China Information Economics Society (CIES) and a council member of the China Association for Information Systems, ISWorld (CNA IS). He has been appointed as an independent non-executive director of the Company since 2010. Mr. Ling is currently a tutor at the School of Management in Fudan University since 1984. From August 2001 to December 2001, he was a visiting scholar at the MIT Sloan School of Management in the United States. From August 1998 to February 1999, he was an associate researcher of information systems at the City University of Hong Kong. Mr. Ling graduated from the Department of Computer Science and Engineering of Tsinghua University in Beijing and obtained a bachelor's degree in Computer Applications in 1984 and graduated from the Department of Management Science and Engineering of Fudan University and obtained a doctoral degree in Management in 2000.

Mr. Chan Oi Fat, aged 41, is an independent non-executive director of the Company, the company secretary of China Leon Inspection Holding Limited (listed on Hong Kong Stock Exchange, stock code: 01586) and the chief financial officer of an international enterprise. He has been appointed as an independent non-executive director of the Company since 2014. Mr. Chan has held position in Deloitte Touche Tohmatsu for over eight years. He graduated from the City University of Hong Kong with a bachelor's degree in accounting. He is a

member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has extensive experience in professional accounting, auditing and corporate financial services.

Mr. Sun Zechang, aged 66, is an independent non-executive director of the Company as well as the professor and the doctoral tutor of the School of Automotive Studies of Tongji University and the vice chairman of the Automotive Electronics Committee of China Society of Automotive Engineers. Mr. Sun has over twenty years of experience in the automobile engineering industry, who is a well-known expert in the field of automobile and automotive electronics in China. He served as the head of the automotive engineering teaching and research section, the vice dean of the School of Automotive Studies of Tongji University, the deputy head of the new energy automobile engineering center, the chief professor of automotive electronics of the School of Automotive Studies, the head of the institute of automotive electronics of Tongji University, the chair professor for automotive electronics of the Sino-German School of Tongji University and the chair professor for new energy automobile of the Sino-German School of Tongji University. Mr. Sun graduated from Harbin Institute of Technology in 1976, and obtained a master's degree in engineering majoring in industrial automation from Harbin Institute of Technology in 1981 and a doctor's degree in engineering majoring in control theory and control engineering from Tongji University in 1999.

Supervisors (Including Employee Representative Supervisor)

Ms. Zhang Yan, aged 44, is the chairman of the supervisory committee of the Company and the chief of the risk management department, the chief of audit department and the officer of the office of supervisory committee of Shanghai Electric Group Company Limited. Ms. Zhang joined Shanghai Electric (Group) Corporation in July 1997, and has served at Shanghai Electric (Group) Corporation and/or its subsidiaries, including Shanghai Mechanical & Electrical Industry Company Limited (上海機電股份有限公司) (formerly known as Shanghai Shangling Electric Appliances Co., Ltd. (上海上菱電器股份有限公司), Shanghai Electric Development Co., Ltd. (上海電氣企業發展有限公司) and Shanghai Electric Assets Management Company Limited (上海電氣資產管理有限公司). From June 2008 to November 2009, she served as the deputy chief of financial budget department of Shanghai Electric (Group) Corporation. From December 2009 to May 2018, she served as the deputy chief of secretariat office of Shanghai Electric Group Company Limited. She has been a non-executive director of Shanghai Mechanical & Electrical Industry Company Limited since June 2014; from December 2018 to now, she serves as the chief of the risk management department of Shanghai Electric Group Company Limited; from February 2019 to now, she serves as the chairman of the supervisory committee of Suzhou Thvow Technology. Co., Ltd. (listed on Shenzhen Stock Exchange, stock code: 002564); and from May 2019 to now, she serves as employee representative supervisor of Shanghai Electric Group Company Limited (listed on Shanghai Stock Exchange, stock code: 601727; and The Stock Exchange of Hong Kong Limited, stock code: 02727). She graduated from the Law Department of East China University of Political Science and Law in June 1997, majoring in law. In June 2012, she graduated from Shanghai National Accounting Institute and Arizona State University in the United States with EMBA degrees.

Ms. Lu Haixing, aged 53, is a supervisor of the Company and the secretary of CPC General Branch of Shanghai High Strength Bolt Factory Company Limited (上海高強度螺栓廠有限公司). Ms. Lu joined Shanghai Electric (Group) Corporation in October 1985, and has served at Shanghai No.3 Standard Parts Plant Company Limited (上海標準件三廠), Shanghai High Strength Bolt Factory Company Limited (上海高強度螺栓廠) and Shanghai Electric Hydraulics and Pneumatics Co., Ltd. (上海液壓氣動總公司). From December 2015 to March 2018, she served as the general manager and secretary of CPC General Branch of Shanghai High Strength Bolt Factory Company Limited (上海高強度螺栓廠有限公司), and served as the director and general manager of Shanghai Premier Tension Control Bolts Co., Ltd. (上海集優張力控制螺栓有限公司) from February 2016 to September 2016. She graduated from the School of Continuing Education of Fudan University in June 2005, majoring in accounting. She is a senior political engineer (高級政工師).

Mr. Yu Yun, aged 51, is a supervisor of the Company as well as the deputy secretary of Communist Party, secretary of the disciplinary committee of the Party and chairman of the labour union of Shanghai Tian An Bearing Company Limited. He has been appointed as a supervisor of the Company since 2012. From 1986 to 2001, he worked as deputy head of the training division, deputy secretary of the Youth League and vice chairman of the labour union of Shanghai Huatong Switch Factory. From 2003 to 2005, he worked as director of the GM office, vice chairman of the labour union and manager of the human resources department of Shanghai Huatong Switch Co., Ltd. He has been deputy secretary of Communist Party, secretary of the disciplinary committee of the Party and chairman of the labour union of Shanghai Tian An Bearing Company Limited since 2005. Mr. Yu obtained a master degree in Business Administration from Asia International Open University (Macau) in 2007. He is a political engineer.