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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2020

NOTICE IS HEREBY GIVEN that the extraordinary general meeting for the year 2020 (the “EGM”) of Shanghai Prime Machinery Company Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 30 December 2020 at Meeting Center, North 6th Floor, 2747 Songhuajiang Road, Hongkou District, Shanghai, PRC to consider and, if thought fit, to pass the following resolutions:

AS ORDINARY RESOLUTION:

To consider and approve the appointment of PricewaterhouseCoopers as the Company’s auditors for the financial year of 2020 and the authorisation of the board of the directors of the Company to determine the auditors’ remuneration.

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

Shanghai, the PRC

4 December 2020

As at the date of this notice, 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.

Notes:

1. Holders of the Company's H shares ("**H Shares**") and domestic shares ("**Domestic Shares**") whose names appear on the register of members of the Company on Wednesday, 30 December 2020 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Thursday, 24 December 2020 to Wednesday, 30 December 2020 (both days inclusive), during which period no transfer of H Shares will be effected. In order to be eligible to attend and vote at the EGM, any holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, not later than 4:30 p.m. on Wednesday, 23 December 2020.
2. Holders of H Shares and Domestic Shares ("**Shareholders**") who intend to attend the EGM in person or by proxy should complete and sign the reply slip accompanying the notice of the EGM and return it to the Company's H Share registrar, applicable for the holders of H Shares on or before Thursday, 10 December 2020, or to the address of the company secretary of the Company (the "**Company Secretary**"), applicable for holders of Domestic Shares on or before Thursday, 10 December 2020 by hand, by post or by fax. Completion and return of the reply slip do not affect the right of a Shareholder to attend the EGM. However, the failure to return the reply slip may result in adjournment of the EGM, if the number of shares carrying right to vote represented by the Shareholders proposing to attend the EGM by reply slip does not reach more than half of total number of shares of the Company carrying right to vote at the EGM.
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a shareholder of the Company. Each Shareholder who wishes to appoint proxy should first review the circular of the Company, which are despatched to Shareholders on Friday, 4 December 2020.
4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar for holders of H Shares or at the address of the company secretary for holders of Domestic Shares not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar or the address of the company secretary (as may be applicable).
5. Shareholders or their proxies are required to produce their identification documents when attending the EGM.
6. All times refer to Hong Kong local time, except as otherwise stated.

7. Miscellaneous

i. It is expected that the EGM will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.

ii. The address of the Company Secretary:

Company Secretary
Shanghai Prime Machinery Company Limited
2747 Songhuajiang Road, Hongkou District
Shanghai, The People's Republic of China
Postal code: 200437

Tel: (8621) 6472 9900

Fax: (8621) 6472 9889

Contact Person: Mr. Ng Kwong, Alexander

iii. The address of the Company's H Share registrar:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Tel: (852) 2980 1333

Fax: (852) 2810 8185