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中國機械設備工程股份有限公司  
China Machinery Engineering Corporation\*

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1829)**

## **NOTICE OF 2021 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2021 annual general meeting (the “**AGM**”) of China Machinery Engineering Corporation\* (the “**Company**”) will be held at the Meeting Room, CMEC Building, No. 165 Jinze Road, Fengtai District, Beijing, the People’s Republic of China (the “**PRC**”) on Tuesday, June 29, 2021 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year ended December 31, 2020.
2. To consider and approve the work report of the supervisory board of the Company for the year ended December 31, 2020.
3. To consider and approve the audited consolidated financial statements and report of the independent auditor of the Company for the year ended December 31, 2020.
4. To consider and approve no profits distribution plan of the Company for year of 2020.
5. To re-appoint Ernst & Young and Ernst & Young Hua Ming LLP (Special General Partnership) as the international auditor and the domestic auditor of the Company for year of 2021, respectively, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remunerations for the year of 2021.

\* *For identification purposes only*

6. To consider and approve the proposals (if any) put forward at the AGM by shareholder(s) of the Company holding 3% or more of the Shares carrying the right to vote thereat.

By order of the Board  
**China Machinery Engineering Corporation\***  
**BAI Shaotong**  
*Chairman*

Beijing, the PRC, May 28, 2021

*Registered office:*

No. 178 Guang'anmenwai Street  
Xicheng District, Beijing, the PRC

*Principal place of business in Hong Kong:*

Room 804, 8/F, Tower 1  
South Sea Centre  
75 Mody Road  
Tsimshatsui East  
Kowloon, Hong Kong

*Notes:*

- a. A member of the Company (the "**Member**") entitled to attend and vote at the AGM or its adjournment (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more issued shares of RMB1.00 each in the Company more than one), proxy to attend and vote, on a poll, in his stead in accordance with the Articles of Association. A proxy needs not be a Member.
- b. A form of proxy for use at the AGM is enclosed. If you do not intend to attend the AGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. In the event that you attend the AGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
- c. In the case of holders of H Shares (the "**H Shareholders**") and to be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in case of holders of Domestic Shares (the "**Domestic Shareholders**"), to the Company's correspondence address at CMEC Building, No. 165 Jinze Road, Fengtai District, Beijing, the PRC, not later than 24 hours before the time appointed for holding the AGM or its adjournment. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- d. The register of Members will be closed from Thursday, June 24, 2021 to Tuesday, June 29, 2021, both days inclusive, during which period no transfer of the H Shares or the Domestic Shares will be effected. In order to determine the list of Members who are qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged, in the case of H Shareholders, with the Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in the case of Domestic Shareholders, to the Company's correspondence address at CMEC Building, No. 165 Jinze Road, Fengtai District, Beijing, the PRC, no later than 4:30 p.m. on Wednesday, June 23, 2021.

\* *For identification purposes only*

- e. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the AGM, either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the AGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

**In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.**

- f. Unless otherwise specified herein, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated May 28, 2021.

*As at the date of this notice, the Executive Directors are Mr. FANG Yanshui and Ms. AI Wei; the Non-executive Directors are Mr. BAI Shaotong, Mr. MA Jian and Mr. ZHANG Zhiyu; and the Independent Non-executive Directors are Mr. LIU Li, Ms. LIU Hongyu, Mr. FANG Yongzhong and Mr. WU Tak Lung.*

#### **PRECAUTIONARY MEASURES FOR THE AGM**

The Company will implement the following measures at the AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a body temperature of over 37.3 degrees Celsius
- wearing of face masks throughout the AGM
- no distribution of corporate gifts and refreshments

**Any person who does not comply with the precautionary measures will be denied entry into the venue of the AGM.**