

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company, nor is it any solicitation of any vote or approval in any jurisdiction.*

*This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*

**China SUMEC Automotive Industry  
Consulting Development Co., Ltd. \***  
*(a company incorporated in the People's Republic of  
China with limited liability)*



**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)**

## JOINT ANNOUNCEMENT

### FULFILMENT OF THE PRE-CONDITION OF THE PROPOSED PRE-CONDITIONAL MERGER BY ABSORPTION OF THE COMPANY BY THE OFFEROR AND FURTHER EXTENSION OF THE TIME FOR DESPATCH OF THE COMPOSITE DOCUMENT



**Financial Adviser to the Offeror**

## INTRODUCTION

We refer to the joint announcement (the “**Joint Announcement**”) issued by China SUMEC Automotive Industry Consulting Development Co., Ltd.\* (the “**Offeror**”) and China Machinery Engineering Corporation\* (the “**Company**”) dated 13 January 2021 in relation to the Merger; the joint announcement (the “**Extension Announcement**”) issued by the Offeror and the Company dated 3 February 2021 in relation to the extension of time for despatch of the Composite Document; and the joint announcements (the “**Monthly Update Announcements**”) issued by the Offeror and the Company dated 2 March 2021, 1 April 2021 and 30 April 2021 in relation to the monthly update on the Merger. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement, the Extension Announcement and the Monthly Update Announcements.

## FULFILMENT OF THE PRE-CONDITION

The Merger Agreement is subject to the fulfilment of the Pre-Condition, being the filing, registration or approval, as applicable, with or by (a) the National Development and Reform Commission of the PRC (as applicable), (b) the Ministry of Commerce of the PRC (as applicable) and (c) the State Administration of Foreign Exchange of the PRC or its local authorities (as applicable), and such other applicable governmental approvals in respect of the Merger having been obtained or completed. The Pre-Condition has been fulfilled on 3 June 2021.

## **FURTHER EXTENSION OF TIME FOR DESPATCH OF THE COMPOSITE DOCUMENT**

As additional time is required to finalise the Composite Document (including the indebtedness statement of the Company to be included therein), an application was made to the Executive for, and the Executive has granted, its consent to further extend the latest time for the despatch of the Composite Document to a date not later than 9 July 2021.

Further announcement(s) will be made by the Offeror and the Company as and when appropriate in compliance with the Takeovers Code when the Composite Document is despatched.

### **WARNING**

**The Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions being satisfied or waived, as applicable, and neither the Offeror nor the Company provides any assurance that any or all of the Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. The Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the sole director of  
**China SUMEC Automotive Industry  
Consulting Development Co., Ltd.\***  
**WANG Huifang**  
*Sole Director*

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

Beijing, China  
3 June 2021

*As at the date of this joint announcement, the Offeror's sole director is Ms. Wang Huifang. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company) and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of SINOMACH comprises Mr. Zhang Xiaolun, Mr. Wu Yongjie, Mr. Song Xin, Mr. Shang Bing, Mr. Jiang Xin, Mr. Dong Xuebo, Mr. Sha Xianhua, Mr. Zhang Xi and Mr. Liu Zuqing. The directors of SINOMACH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises Mr. FANG Yanshui and Ms. AI Wei as executive Directors, Mr. BAI Shaotong, Mr. MA Jian and Mr. ZHANG Zhiyu as non-executive Directors, and Mr. LIU Li, Ms. LIU Hongyu, Mr. FANG Yongzhong and Mr. WU Tak Lung as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Offeror and SINOMACH) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of SINOMACH) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*\* For identification purposes only*