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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Machinery Engineering Corporation (the “**Company**”) will be held at Meeting Room, CMEC Building, No. 165 Jinze Road, Fengtai District, Beijing, the People’s Republic of China on Wednesday, 28 July 2021 at 9:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the composite document (the “**Composite Document**”) jointly issued by the Company and China SUMEC Automotive Industry Consulting Development Co., Ltd.\* (the “**Offeror**”) dated 6 July 2021.

### AS SPECIAL RESOLUTION

1. (a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 13 January 2021 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.
- (b) To consider and, if thought fit, to approve that Mr. Fang Yanshui, an executive Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.

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

Beijing, the PRC  
6 July 2021

*Registered office:*  
No. 178 Guang’anmenwai Street, Xicheng District, Beijing, the PRC

\* For identification purpose only

*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:*

1. As set out in the Composite Document, it is one of the conditions to the effectiveness of the Merger Agreement that the special resolution in the EGM approving the Merger under the Merger Agreement is passed by not less than two-thirds of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the EGM.
2. A member of the Company (the “**Member**”) entitled to attend and vote at the EGM 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 (the “**Shares**”) more than one) proxy to attend and vote, on a poll vote in his stead in accordance with the articles of association of the Company. A proxy needs not be a Member. The form of proxy shall contain the number of the Shares to be represented by the proxy. If several persons are authorised as the proxies of a Member, the form of proxy shall specify the number and class of Shares to be represented by each proxy.
3. A form of proxy for use at the EGM is enclosed. If you do not intend to attend the EGM 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 subsequently attending and voting in person at the EGM or any adjourned meeting thereof if you so wish. In the event that you attend the EGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
4. In order 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 (for the H Shareholders), or to the Company’s correspondence address at CMEC Building, No. 165 Jinze Road, Fengtai District, Beijing, the PRC (for the Domestic Shareholders), in each case not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from subsequently attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of Members will be closed from Friday, 23 July 2021 to Wednesday, 28 July 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the list of Members who are qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with (in the case of H Shareholders) the Company’s H share registrar, 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) the Company’s correspondence address at CMEC Building, No. 165 Jinze Road, Fengtai District, Beijing, the PRC, in each case no later than 4:30 p.m. on Thursday, 22 July 2021.
6. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the EGM, 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 EGM, 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) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM as an alternative to attending the meeting in person.**

*As at the date of this notice, 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.*

#### **PRECAUTIONARY MEASURES FOR THE EGM**

The Company will implement the following measures at the EGM including:

- compulsory body temperature checks
- refusal of entry of those with a body temperature of over 37.3 degrees Celsius (but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue)
- wearing of face masks throughout the EGM
- no distribution of corporate gifts and refreshments
- seating at the EGM will be arranged so as to allow for appropriate social distancing. The Company may limit the number of attendees at the EGM as may be necessary
- no entry will be allowed to any person who (i) is subject to mandatory quarantine or self-quarantine order in relation to COVID-19; (ii) has close contact with any person under mandatory quarantine or self-quarantine order in relation to COVID-19 or with recent travel history or; (iii) does not comply with the precautionary measures

Those being refused entry at the meeting venue would still be allowed to vote by submitting a voting slip to the scrutineer at the entrance of the venue.

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