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**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

PROPOSED MERGER BY ABSORPTION OF THE COMPANY BY THE OFFEROR

- (1) IMPLEMENTATION OF THE MERGER
(2) VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES
AND
(3) DESPATCH OF CHEQUES FOR PAYMENT OF
THE CANCELLATION PRICE



Financial Adviser to the Offeror

INTRODUCTION

We refer to (i) the announcement jointly issued by China SUMEC Automotive Industry Consulting Development Co., Ltd.* (the “**Offeror**”) and China Machinery Engineering Corporation (the “**Company**”) dated 13 January 2021; (ii) the announcement jointly issued by the Offeror and the Company dated 3 February 2021 in relation to the extension of time for despatch of the composite document; (iii) the announcements jointly issued by the Offeror and the Company dated 2 March 2021, 1 April 2021 and 30 April 2021 in relation to the monthly updates on the Merger; (iv) the announcement jointly issued by the Offeror and the Company dated 3 June 2021 in relation to the fulfilment of the Pre-Condition and further extension of the time for despatch of the composite document; (v) the composite document jointly issued by the Offeror and the Company (the “**Composite Document**”), the notice of EGM, the notice of H Shareholders’ Class Meeting, and the announcement jointly issued by the Offeror and the Company in relation to the despatch of the Composite Document, each dated 6 July 2021; and (vi) the announcement jointly issued by the Offeror and the Company dated 28 July 2021 in relation to, among others, the poll results of

the EGM and the H Shareholders' Class Meeting, all in relation to the Merger. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

IMPLEMENTATION OF THE MERGER

In respect of the Conditions to implementation under the Merger Agreement, the Offeror and the Company jointly announce that as at the date of this joint announcement, all of the Conditions to implementation have been fulfilled. Accordingly, the implementation of the Merger has become unconditional and the Merger has become effective.

VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES

Immediately upon the Merger becoming effective, the conditional withdrawal of the listing of the H Shares on the Stock Exchange has become unconditional. As such, the listing of the H Shares on the Stock Exchange will be withdrawn from 9:00 a.m. on Friday, 6 August 2021 (Hong Kong time).

DESPATCH OF CHEQUES FOR PAYMENT OF THE CANCELLATION PRICE

Cheques for payment of the Cancellation Price will be despatched to the Shareholders on or before Tuesday, 17 August 2021.

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
6 August 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*