

## IMPORTANT

**IMPORTANT:** If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.



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)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	718,000,000 H Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	71,800,000 H Shares (subject to adjustment)
Number of International Offer Shares	:	646,200,000 H Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	:	HK\$5.40 per H Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal value	:	RMB1.00 per H Share
Stock code	:	1829

*Sole Global Coordinator and Sole Sponsor*



**BOC INTERNATIONAL**

*Joint Bookrunners and Joint Lead Managers*



**BOC INTERNATIONAL**



**ICBC 工银国际**



**CIMB**



**農銀國際**  
ABC INTERNATIONAL

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, 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 Prospectus.

A copy of this Prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VII to this Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this Prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and us on the Price Determination Date, which is expected to be on or around Saturday, December 15, 2012 and, in any event, not later than Tuesday, December 18, 2012. The Offer Price will be not more than HK\$5.40 per Offer Share and is currently expected to be not less than HK\$4.10 per Offer Share, unless otherwise announced. If, for any reason, the Offer Price is not agreed by Tuesday, December 18, 2012 between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse. Applicants for the Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$5.40 per Offer Share for each Hong Kong Offer Share together with brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$5.40 per Offer Share.

**The Joint Bookrunners (for themselves and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range below that stated in this Prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Such notice will also be available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.cmec.com](http://www.cmec.com). For further information, see the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this Prospectus.**

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Bookrunners (for themselves and on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Offer Shares commences on the Stock Exchange. Such grounds are set out in the section headed "Underwriting" in this Prospectus.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this Prospectus including the risk factors set out in the section headed "Risk Factors" in this Prospectus.

Our Company is incorporated, and our operations are primarily located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investments in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our Shares. Such differences and risk factors are set out in the sections entitled "Risk Factors", "Appendix III – Summary of the Articles of Association of our Company", "Appendix IV – Taxation and Foreign Exchange" and "Appendix V – Summary of Principal Legal and Regulatory Provisions" in this Prospectus.

The Offer Shares have not been and will not be registered under the US Securities Act and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of US persons, except that the Offer Shares may be offered, sold or delivered outside the United States in reliance on Regulation S under the US Securities Act.

\* For identification purposes only

December 11, 2012