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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 2016 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2016 first extraordinary general meeting (the “**First EGM**”) of China Machinery Engineering Corporation* (the “**Company**”) will be held at the Meeting Room, 3/F, DoubleTree by HILTON, No. 168 Guang’anmenwai Street, Beijing, the People’s Republic of China, (the “**PRC**”) on Tuesday, March 29, 2016 at 9:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification or supplementation, the following resolutions:

AS ORDINARY RESOLUTIONS

“THAT:

1. the acquisition agreement (the “**Acquisition Agreement**”), dated February 5, 2016 entered into by and between the Company, as purchaser, and China National Machinery Industry Corporation, as the seller, in relation to the acquisition of the entire equity interest in China National Complete Engineering Corporation for an aggregate consideration of RMB532,678,100 (the “**Acquisition**”), subject to the terms and conditions contained therein, as set out in the circular of the Company dated February 6, 2016, the terms and conditions thereof and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;

AND

* *For identification purposes only*

2. the directors of the Company (“**Directors**”) be and are hereby authorised to do all such acts and things, to sign and execute all other relevant documents and to take such steps which, in the opinion of the Directors, are necessary, appropriate, desirable or expedient to give effect to or implement the Acquisition and the terms of the Acquisition Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By order of the Board
China Machinery Engineering Corporation*
ZHANG Chun
President

Beijing, the PRC, February 6, 2016

* *For identification purposes only*

Notes:

- a. A member of the Company (the “**Member**”) entitled to attend and vote at the First 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 on a poll vote in his stead in accordance with the Articles of Association. A proxy need not be a Member.
- b. A form of proxy for use at the First EGM is enclosed. If you do not intend to attend the First 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 First EGM or any adjourned meeting thereof if you so wish. In the event that you attend the First EGM 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, 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 registered office address at The Office of the Board of Directors, No. 178 Guang’anmenwai Street, Beijing, the PRC, not later than 24 hours before the time appointed for holding the First 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 First EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- d. The register of Members will be closed from Saturday, February 27, 2016 to Tuesday, March 29, 2016, both days inclusive, during which period no transfer of the H Shares will be effected. In order to determine the list of Members who are qualified to attend and vote at the First EGM, all transfer documents accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on Friday, February 26, 2016.
- e. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the First 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 First 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).
- f. If the H Shareholders intend to attend the First EGM in person or by proxy, they shall complete the enclosed reply slip for the First EGM and return it, by hand or by post, to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or by fax (+852-2865-0990) on or before Wednesday, March 9, 2016.
- g. If the Domestic Shareholders intend to attend the First EGM in person or by proxy, they shall complete the enclosed reply slip for the First EGM and return it, by hand or by post, to the Company’s registered office address at The Office of the Board of Directors, No. 178 Guang’anmenwai Street, Beijing, the PRC or by fax (+86-10-6332-1086) on or before Wednesday, March 9, 2016.
- h. Unless otherwise specified herein, capitalized terms used shall have the same respective meanings as those defined in the circular of the Company dated February 6, 2016.

As at the date of this notice, the executive Directors are Mr. SUN Bai and Mr. ZHANG Chun; the non-executive Directors are Mr. WANG Zhian, Mr. YU Benli and Mr. ZHANG Fusheng; and the independent non-executive Directors are Mr. LIU Li, Ms. LIU Hongyu, Mr. FANG Yongzhong and Mr. WU Tak Lung.