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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)**

## ANNOUNCEMENT

### POLL RESULTS OF THE RESOLUTIONS PASSED AT THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

References are made to the circular (the “**Circular**”) dated November 25, 2017 of China Machinery Engineering Corporation\* (the “**Company**”), the notice of 2018 first extraordinary general meeting (the “**First EGM**”) of the Company dated November 25, 2017 (the “**EGM Notice**”). Unless the context requires otherwise, terms used herein shall have the same respective meanings as those defined in the EGM Notice and the Circular.

The Board announces that the First EGM was duly held at the Meeting Room, 3/F, DoubleTree by HILTON, No.168 Guang'anmenwai Street, Beijing, the PRC on January 12, 2018. The proposed resolutions set out in the EGM Notice were duly passed as ordinary resolutions by way of poll at the First EGM.

#### POLL RESULTS OF THE FIRST EGM

As at the date of the First EGM, there were a total of 4,125,700,000 issued shares of the Company, of which 3,217,430,000 shares were Domestic Shares and 908,270,000 shares were H Shares. As disclosed in the Circular, SINOMACH, the controlling shareholder of the Company, which is directly and indirectly owned 3,217,430,000 Domestic Shares, representing approximately 77.99% of the total issued share capital of the Company, was required under the Listing Rules to abstain and did abstain from voting at the First EGM on all resolutions proposed at the First EGM (the “**Resolutions**”). Therefore, the total number of Shares entitling the Shareholders to attend and vote on the Resolutions was 908,270,000 Shares. Save as disclosed above, there were no Shares entitling the Shareholders to attend the First EGM and abstain from voting in favor as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the First EGM.

The H Shareholders in attendance either in person or by proxy at the First EGM, held a total of 406,754,092 H Shares, representing 44.78% of the total issued H Shares as of the date of the First EGM. Accordingly, the Shareholders in attendance either in person or by proxy at the First EGM held an aggregate of 406,754,092 Shares, representing 9.86% of the total issued Shares as of the date of the First EGM.

The First EGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association. Mr. SUN Bai, the Chairman of the Company, chaired the First EGM.

The Company's H share registrar, Computershare Hong Kong Investor Services Limited, was appointed as scrutineer for the vote-taking at the First EGM.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	To approve, confirm and ratify the acquisition agreement (the " <b>Acquisition Agreement</b> "), dated 24 November 2017 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 Electric Engineering Co., Ltd. for an aggregate consideration of RMB1,980,031,000 (the " <b>Acquisition</b> "), subject to the terms and conditions contained therein, as set out in the circular of the Company dated 25 November 2017, the terms and conditions thereof and the transaction contemplated thereunder.	406,144,092 (100%)	0 (0%)	610,000
2.	To authorise the directors of the Company (the " <b>Directors</b> ") 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.	406,754,092 (100%)	0 (0%)	0

As the above resolutions were voted favourably by more than half of the votes attaching to the Shares entitled to vote and held by the holders of the Shares present, in person or by proxy, at the First EGM, these resolutions were duly passed as ordinary resolutions.

By Order of the Board  
**China Machinery Engineering Corporation\***  
**SUN Bai**  
*Chairman*

Beijing, the PRC, January 12, 2018

*As at the date of this announcement, 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.*

\* For identification purposes only