
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chongqing Machinery & Electric Co., Ltd. * (the "Company"), you should at once hand this circular to the purchaser or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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



Chongqing Machinery & Electric Co., Ltd.*
重慶機電股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02722)

- (1) PROPOSED GRANTING OF A GENERAL MANDATE
TO ISSUE NEW SHARES OF THE COMPANY;**
- (2) RENEWAL OF GUARANTEE BY THE COMPANY FOR LOANS
OF RMB37 MILLION OF CHONGQING PIGEON;**
- (3) RENEWAL OF GUARANTEE BY THE COMPANY FOR LOANS
OF RMB115 MILLION OF HUAHAO SMELTING;**
- (4) RENEWAL OF GUARANTEE BY THE COMPANY FOR A LOAN
OF GBP4.2 MILLION OF HOLROYD;**
- (5) RE-ELECTION OF DIRECTORS;**
- (6) RE-ELECTION OF SUPERVISORS;**
- (7) REMUNERATION STANDARDS FOR THE THIRD SESSION
OF DIRECTORS AND SUPERVISORS;**
- AND**
- (8) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.**

The letter from the Board of the Company is set out on pages 1 to 10 of this circular.

A notice convening the Annual General Meeting of Chongqing Machinery & Electric Co., Ltd* to be held at the Report Hall, 2/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC on Tuesday, 18 June 2013 at 10:00 a.m. is set out on pages 31 to 38 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinacqme.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Wednesday, 29 May 2013 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

3 May 2013

* For identification purposes only

CONTENTS

	<i>Pages</i>
Definitions	ii
 Letter from the Board	
1. Introduction	2
2. Proposed granting of the General Mandate	2
3. Renewal of guarantee by the Company for loans of RMB37 million of Chongqing Pigeon	4
4. Renewal of guarantee by the Company for loans of RMB115 million of Huahao Smelting	5
5. Renewal of guarantee by the Company for a loan of GBP4.2 Million of Holroyd	6
6. Re-election of Directors	7
7. Re-election of Supervisors	7
8. Remuneration standards for the third session of Directors and Supervisors	8
9. Annual General Meeting and Proxy Arrangement	9
10. Procedures for Voting on the Annual General Meeting	10
11. Recommendation	10
 Appendix I — Details of Candidates for the Directors and Supervisors Proposed to Be Re-elected at the AGM	
	11
 Appendix II — General Information	
	26
 Appendix III — Notice of the Annual General Meeting	
	31

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	means the annual general meeting of the Company to be held at the Report Hall, 2/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC on Tuesday, 18 June 2013 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 31 to 38 of this circular, or any adjournment thereof
“Articles”	means the articles of association of the Company currently in force
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	means the board of Directors of the Company
“Chongqing Pigeon”	means Chongqing Pigeon Electric Wires & Cables Co., Ltd. (重慶鴿牌電線電纜有限公司), a 74%-owned subsidiary of the Company, which was established in the PRC on 20 January 2001
“Company”	means Chongqing Machinery & Electric Co., Ltd *(重慶機電股份有限公司), a joint stock limited company incorporated in the PRC with limited liability
“Director(s)”	means the director(s) of the Company
“Domestic Share(s)”	means ordinary share(s) of a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as paid up in RMB
“GBP”	means British pound sterling, the lawful currency of the United Kingdom of Great Britain
“General Mandate”	the proposed general mandate to allot, issue and otherwise deal with additional Shares representing up to the limit of 20% of the Shares in issue on the date of the passing of the related resolution

DEFINITIONS

“Group”	means the Company and its associates
“H Shares”	means overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Holroyd”	means Holroyd Precision Limited, a wholly-owned subsidiary of PTG Company, which, in turn, is a wholly-owned subsidiary of the Company
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Huahao Smelting”	means Chongqing Huahao Smelting Co., Ltd. (重慶華浩冶煉有限公司), a wholly-owned subsidiary of the Company, which was established in the PRC on 16 April 2002
“ICBC Yuzhong Sub-branch”	means Chongqing Yuzhong Sub-branch of Industrial and Commercial Bank of China Limited
“Latest Practicable Date”	means 28 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Parent Company”	means Chongqing Machinery and Electronic Holding (Group) Co., Ltd. (重慶機電控股(集團)公司), a limited liability company established in the PRC on 25 August 2000 and owned by the Chongqing State-owned Assets Supervision and Administration Commission, being one of the Promoters of the Company

DEFINITIONS

“Parent Group”	means Parent Company and its associates, excluding the Group
“PRC”	means the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong Special Administrative Region, the Macau Special Administrative Region and the Taiwan region
“Promoter”	has the meaning ascribed to it under the Listing Rules
“Prospectus”	means the prospectus of the Company dated 30 May 2008
“PTG Company”	means Precision Technologies Group Limited, a wholly-owned subsidiary of the Company
“Relevant Period”	means the period from the date of passing the resolution until the earlier of: (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (b) the expiry of the period within which the next annual general meeting is required by the Articles or any applicable law to be held; or (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in the resolution in approving the General Mandate
“Rights Issue”	means the allotment or issue of Shares in the Company or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the Shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place where such offer is not permitted under the law or regulation of that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of Shares

DEFINITIONS

“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholders”	means holder(s) of the Shares
“Shares”	means the Domestic Shares and/or the H Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	has the meaning ascribed to it under the PRC Company Law and the Listing Rules

LETTER FROM THE BOARD



Chongqing Machinery & Electric Co., Ltd.*

重慶機電股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02722)

Executive Directors:

Mr. Yu Gang
Mr. Ren Yong
Mr. Chen Xianzheng
Mr. Xie Hua Jun

*Registered office and principal place of
business in the PRC:*

No.60, Middle Section of Huangshan Avenue,
New North Zone, Chongqing City, the PRC

Non-executive Directors:

Mr. Huang Yong
Mr. Wang Jiyu
Mr. Deng Yong
Mr. Yang Jingpu

Principal place of business in Hong Kong:

Suite 2008, 20/F, Jardine House
1 Connaught Place, Central
Hong Kong

Independent non-executive Directors:

Mr. Lo Wah Wai
Mr. Ren Xiaochang
Mr. Kong Weiliang
Mr. Jin Jingyu

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANTING OF A GENERAL MANDATE
TO ISSUE NEW SHARES OF THE COMPANY;**
 - (2) RENEWAL OF GUARANTEE BY THE COMPANY FOR
LOANS OF RMB37 MILLION OF CHONGQING PIGEON;**
 - (3) RENEWAL OF GUARANTEE BY THE COMPANY FOR
LOANS OF RMB115 MILLION OF HUAHAO SMELTING;**
 - (4) RENEWAL OF GUARANTEE BY THE COMPANY FOR
A LOAN OF GBP4.2 MILLION OF HOLROYD;**
 - (5) RE-ELECTION OF DIRECTORS;**
 - (6) RE-ELECTION OF SUPERVISORS;**
 - (7) REMUNERATION STANDARDS FOR THE THIRD SESSION
OF DIRECTORS AND SUPERVISORS;**
- AND**
- (8) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.**

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting and to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions at the Annual General Meeting.

2. PROPOSED GRANTING OF THE GENERAL MANDATE

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Company proposes to obtain Shareholders' approval for the General Mandate to allot, issue and otherwise deal with additional Shares up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution. The Board has no present plan to issue new Shares pursuant to the General Mandate.

Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles and the applicable laws and regulations of the PRC and the following conditions:

- (a) the General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (b) the aggregate nominal amount of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue or any separate approval of the Shareholders of the Company) shall not exceed:
 - (i) 20 per cent of the aggregate nominal amount of the Domestic Shares in issue; and
 - (ii) 20 per cent of the aggregate nominal amount of the H Shares in issue, respectively, in each case as at the date of passing of the resolution for General Mandate by the Shareholders; and

LETTER FROM THE BOARD

- (c) the Board will only exercise its power under the General Mandate in accordance with the Company Law of the PRC and the Listing Rules (as each of them may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities in the PRC are obtained.

In addition, contingent on the Board resolving to exercise the General Mandate, the Company proposes to obtain Shareholders' approval to authorise the Board to:-

- (a) approve, execute and do, and/or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of Shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
- (b) determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate);
- (c) increase the registered capital of the Company and make all necessary amendments to the Articles to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company.

As at the Latest Practicable Date, the Company had in issue 3,684,640,154 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 736,928,030 Shares on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting.

3. RENEWAL OF GUARANTEE BY THE COMPANY FOR LOANS OF RMB37 MILLION OF CHONGQING PIGEON

Chongqing Pigeon requested the Company to continue to provide guarantee for its loans totaling RMB37 million (“Pigeon Loans”). The Company holds 74% equity interests in Chongqing Pigeon. Therefore, Chongqing Pigeon is regarded as a subsidiary of the Company.

Reasons for and Benefits of Provision of Guarantee for the Pigeon Loans

The Pigeon Loans have been renewed since 2007, in order to support the development of Chongqing Pigeon and to ensure that it could maintain production in the coming year. The Board recommended the Company to renew the guarantee by the Company for the Pigeon Loans.

Terms of the Guarantee

The guarantee for the Pigeon Loans is for a term of one year commencing from the date of approval by the Shareholders and completion of relevant formalities by Chongqing Pigeon. The Board is of the opinion that the terms of provision of guarantee for Pigeon Loans are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole and will not have a material adverse effect on the financial conditions of the Company.

Chongqing Pigeon is not a connected person of the Group and the provision of guarantee for Pigeon Loans does not exceed the relevant percentage ratios under the Listing Rules. Thus, the provision of guarantee is not subject to the requirements under Chapter 14A of the Listing Rules. However, since the gearing ratio of Chongqing Pigeon is 85.8%, the renewal of the guarantee for the Pigeon Loans is subject to consideration and approval of Shareholders at the general meeting under the Articles.

Pursuant to the Articles, the renewal of the guarantee by the Company to Pigeon Loans requires the approval of the Shareholders at the general meeting.

4. RENEWAL OF GUARANTEE BY THE COMPANY FOR LOANS OF RMB115 MILLION OF HUAHAO SMELTING

Huahao Smelting requested the Company to continue to provide guarantee for its loans totaling RMB115 million (“Huahao Loans”). Huahao Smelting is a wholly-owned subsidiary of the Company.

Reasons for and Benefits of Provision of the Guarantee for the Huahao Loans

The Huahao Loans have been successively renewed since 2008. In order to support the development of Huahao Smelting and to ensure that it would be in position to maintain its production in the coming year, the Board recommended the Company to renew the guarantee by the Company for the Huahao Loans.

Terms of the Guarantee

The guarantee for the Huahao Loans is for a term of one year commencing from the date of approval by the Shareholders and completion of relevant formalities by Huahao Smelting. The Board is of the opinion that the terms of provision of guarantee for the Huahao Loans are fair and reasonable and are in the best interests of the Company and its Shareholders as a whole and will not have a material adverse effect on the financial conditions of the Company.

Huahao Smelting is not a connected person of the Group and the provision of guarantee for Huahao Loans does not exceed the relevant percentage ratios under the Listing Rules. Thus, the provision of guarantee is not subject to the requirements under Chapter 14A of the Listing Rules. However, since the gearing ratio of Huahao Smelting was 80.8%, the provision of guarantee for the Huahao Loans is subject to consideration and approval of Shareholders at the general meeting under the Articles.

Pursuant to the Articles, the renewal of the guarantee by the Company to Huahao Loans requires the approval of the Shareholders at the general meeting.

LETTER FROM THE BOARD

5. RENEWAL OF GUARANTEE BY THE COMPANY FOR A LOAN OF GBP4.2 MILLION OF HOLROYD

Background

Holroyd requested the Company to guarantee its GBP4.2 million loan by way of Domestic Guarantee for Overseas Loan for a term of 2 years and 1 month.

Basic Information of PTG Company and Holroyd:

In 2012, PTG Company achieved an operating income of approximately RMB327.22 million and a total profit of approximately RMB13.599 million, to which Holroyd contributed an operating income of approximately RMB120.927 million and a total profit of approximately RMB11.730 million. The total assets and total liabilities of Holroyd amounted to approximately RMB209.016 million and RMB181.950 million respectively. The Company had guaranteed its GBP4.2 million loan in 2011, and will renew such guarantee this time.

Procedure involved in Domestic Guarantee for Overseas Loan:

- (i) The Company applies to ICBC Yuzhong Sub-branch for the issuance of a Standby Letter of Credit and provides a counter guarantee, whereby, ICBC Yuzhong Sub-branch issues the GBP4.2 million Standby Letter of Credit (“L/C”) for a tenor of 2 years and 1 month in favour of ICBC (London) Limited. ICBC (London) Limited may provide Holroyd with a working capital loan not exceeding GBP4.2 million and maturing no later than 1 month prior to the expiry of the L/C.
- (ii) Before ICBC Yuzhong Sub-branch issues the L/C, the Company shall pay relevant guarantee fee calculated based on 0.605% (per annum) of the guarantee balance, which is payable on a quarterly basis henceforth.

Reasons for and Benefits of Providing Holroyd with a Guarantee

The Company is optimistic about the business prospect of Holroyd, and Holroyd’s continuous and stable development is also helpful for the Company’s expansion into the overseas market.

LETTER FROM THE BOARD

Holroyd is not a connected person of the Group and the guarantee to be provided for Holroyd does not exceed the applicable percentage ratio specified in the Listing Rules. Therefore, such transaction is not subject to the requirements under Chapter 14 and 14A of the Listing Rules. However, as the gearing ratio of Holroyd is 87.1%, the Company's provision of guarantee for Holroyd is subject to consideration and approval by the Shareholders at the general meeting according to requirements of the Articles.

Pursuant to the Articles, the Company's provision of guarantee for Holroyd is subject to approval by the Shareholders at the general meeting.

6. RE-ELECTION OF DIRECTORS

The Board currently consists of 12 Directors, all of the Directors shall retire by rotation under Article 102 of the Articles at the AGM and, being eligible, to offer themselves for re-election as Directors. Details of the candidates for the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

Any Shareholder who wishes to nominate a person to stand for election as a Director of the Company at the AGM must lodge with the Company at its principal place of business in Hong Kong at Suite 2008, 20th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong within the period from Friday, 3 May 2013 to Friday, 7 June 2013, both days inclusive, (i) his written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Director and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

7. RE-ELECTION OF SUPERVISORS

The Company has 6 Supervisors, all of the Supervisors shall retire by rotation under Article 124 of the Articles at the AGM and, being eligible, to offer themselves for re-election as Supervisors. Details of the candidates for the Supervisors proposed for re-election at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

Any shareholder who wishes to nominate a person to stand for election as a Supervisor of the Company at the AGM must lodge with the Company at its principal place of business in Hong Kong at Suite 2008, 20th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong within the period from Friday, 3 May 2013 to Friday, 7 June 2013, both days inclusive, (i) his written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Supervisor and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

8. REMUNERATION STANDARDS FOR THE THIRD SESSION OF DIRECTORS AND SUPERVISORS

- a. The proposed remuneration for executive Directors is as follows:-

In accordance with the Management Measures Concerning the Remuneration for the Third Session of Senior Management of Chongqing Machinery & Electric Co., Ltd. (《重慶機電股份有限公司第三屆高級管理人員薪酬管理辦法》), from July 2013 to June 2016, the basic annual salary of the executive Directors and the senior management will be RMB450,000 to RMB550,000, the basic salary of each of the executive Director and Chairman and the executive Director and general manager will be RMB10,000 per month and RMB120,000 per year. The basic remuneration for other executive Directors and senior management will be equivalent to 80% of that of the general manager and will not be linked to our operating results, while the remaining is performance-related basic annual salary linked to our operating results. RMB15,000 will be prepaid out of the performance-related annual salary to the chairman and the general manager on a monthly basis, while the other executive Directors and senior management will be prepaid 80% thereof, with the remaining performance-related annual salary to be settled on the principle of refund for any overpayment or a supplemental payment for any deficiency, upon assessment by the remuneration committee and approval by the Board. The performance-related basic annual salary of other executive Directors and senior management will be equivalent to 70-80% of that of the executive Director and general manager. The specific percentage will be proposed by the general manager and implemented upon assessment by the Board. The performance-related annual salary of the executive Director and secretary to the Board will be equivalent to 70-80% of that of the executive Director and general manager, while the specific percentage of which will be proposed by the remuneration committee and implemented upon assessment by the Board.

LETTER FROM THE BOARD

- b. The proposed remuneration for non-executive Directors and the Supervisors are as follows:
- (i) The remuneration for independent non-executive Directors who are Hong Kong residents is HK\$12,000 per month;
 - (ii) The remuneration for each independent non-executive Director in Mainland China is RMB5,700 per month;
 - (iii) The remuneration for each non-executive Director is RMB4,000 per month;
 - (iv) The remuneration for the chairman of the Supervisory Committee is RMB4,000 per month;
 - (v) The remuneration for each independent Supervisor is RMB3,000 per month;
 - (vi) The remuneration for each non-independent Supervisor is RMB2,000 per month.

The above standards will be valid from July 2013 to June 2016.

9. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 31 to 38 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the report of the Board for the year ended 31 December 2012; (ii) the report of Supervisory Committee for the year ended 31 December 2012; (iii) the audited financial statements of the Company and its subsidiaries and the Auditors Report for the year ended 31 December 2012; (iv) profit appropriation proposal; (v) re-appointment of Company's auditor; (vi) granting of a General Mandate; (vii) renewal of guarantee by the Company for loans of RMB37 million of Chongqing Pigeon; (viii) renewal of guarantee by the Company for loans of RMB115 million of Huahao Smelting; (ix) renewal of guarantee by the Company for a loan of GPB4.2 million of Holroyd; (x) re-election of Directors; (xi) re-election of Supervisors; and (xii) remuneration standards for the third session of Directors and the Supervisors.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.chinacqme.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Wednesday, 29 May 2013 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

To the best of the Director's knowledge, information and belief and having made all reasonable enquires, no Director or Shareholder has a material interest on the resolutions proposed at the Annual General Meeting, and no shareholder is required the abstain from voting on any of the resolution at the Annual General Meeting.

10. PROCEDURES FOR VOTING IN THE ANNUAL GENERAL MEETING

According to the Listing Rule 13.39(4), any vote at a general meeting must be taken by poll.

11. RECOMMENDATION

The Directors consider that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of the Annual General Meeting.

Yours faithfully,
By Order of the Board
Chongqing Machinery & Electric Co., Ltd.*
Yu Gang
Executive Director (Acting Chairman)

3 May 2013

* *For identification purposes only*

CANDIDATES FOR DIRECTORS OF THE THIRD SESSION OF THE BOARD

The following table sets out information regarding candidates for Directors of the third session of the Board of the Company:

Name	Age	Proposed Position
Wang Yuxiang	52	Executive Director
Yu Gang	48	Executive Director
Ren Yong	55	Executive Director
Chen Xianzheng	58	Executive Director
Huang Yong	50	Non-executive Director
Wang Jiyu	55	Non-executive Director
Deng Yong	52	Non-executive Director
Yang Jingpu	57	Non-executive Director
Lo Wah Wai	49	Independent Non-executive Director
Ren Xiaochang	56	Independent Non-executive Director
Jin Jingyu	47	Independent Non-executive Director
Yang Zhimin	63	Independent Non-executive Director

EXECUTIVE DIRECTORS

Mr. Wang Yuxiang, aged 52, joined the Parent Group and served as the chairman and Party committee secretary in April 2013. Mr. Wang has over 30 years of experience in business and economic management. Mr. Wang served as the deputy director and a member of the Party committee of Chongqing State-owned Assets Supervision and Administration Commission from June 2009 to April 2013 (and concurrently served as the Party committee secretary of Chongqing Consultation Research Institute (重慶市諮詢研究院) from November 2011 to April 2013), the deputy director and a member of the Party group of Chongqing Economic and Information Technology Commission (重慶市經濟和信息化委員會) from March 2009 to June 2009, the deputy director and a member of the Party group of Chongqing Economic Commission (重慶市經濟委員會) from April 2004 to March 2009 (during which he was delegated by three ministries and commissions including the Organization Department of the CPC Central Committee to take a temporary post as the deputy director of the Marketing Department of China Southern Power Grid from March to October 2006), the secretary of the Disciplinary Inspection Committee of China National Erzhong Group Co. from July 2000 to April 2004 (and concurrently served as the Party committee secretary of Deyang Heavy Industry Park (德陽重工園區) from November 2000 to April 2004 and took a temporary post as the deputy secretary of Enterprise Work Committee of Chongqing Municipal Party Committee and the deputy secretary of the Communist Party Committee of SASAC of Chongqing City successively), the secretary of the Communist Youth League, vice-section level inspector and section level inspector

of the Disciplinary Inspection Committee, Party branch secretary of heavy machinery workshop, office director, deputy plant manager, general Party branch secretary and plant manager of the Heavy Machinery Branch Factory (重機分廠) of China National Erzhong Group Co. from November 1984 to July 2000, and a worker of No. 3 metal workshop and an officer of the Communist Youth League of China National Erzhong Factory (中國第二重型機械廠) from December 1979 to November 1984. Mr. Wang is a senior economist and senior political scientist who graduated from Sichuan Cadre Correspondence School (四川幹部函授學院) with an associate degree in Party policy in September 1988, the correspondence course of economic management of the Party School of Sichuan Provincial Committee in December 1995 and the program of Master of Business Administration (MBA) of Chongqing University in December 1999. He has been studying under the program of EMBA in Xiamen University since January 2010 and in the Class of Chongqing Enterprise Leaders of Tsinghua University (one-year term) since December 2012.

Mr. Yu Gang, aged 48, joined the Parent Group in September 2003, joined the Group in July 2007 and served as a non-executive Director of the Company. Since October 2010, he has been the general manager of the Company, responsible for the overall management of the Company. He serves as the Acting Chairman from 25 January 2013 until the election of the new chairman of the Company (please refer to the related announcement on the Stock Exchange for details). He commenced service as executive Director of the Company on 30 December 2010 and at the same time resigned as non-executive Director of the Company. Mr. Yu has been the chairman of Chongqing Cummins Engine Co., Ltd. since January 2011 and a director of the Parent Group since September 2003. Mr. Yu acted as vice president of the Parent Group from September 2003 to September 2010. Since May 2009, he has also been serving as a director and vice chairman at Chongqing Wanli New Energy Co., Ltd., (stock code: 600847.SH). In addition, Mr. Yu has concurrently been a director of Kunlun Financial Leasing Company Limited since August 2010. Mr. Yu has over 20 years of experience in government services and management of large enterprises. Prior to joining the Company, Mr. Yu was the deputy mayor of Jiangjin Municipal Government from 2001 to 2003 in charge of industrial development of the municipality, the assistant to the mayor of Jiangjin Municipal Government and the section chief of the Economic Committee and the minister of the political department of the Industry and Transportation Department from 1997 to 2001 in charge of the industrial and economic development of the municipality. Between 1989 and 1997, he was an officer in the political department of the Chongqing Municipality Industrial Transportation Department in charge of human resources management, and an officer in the Chongqing Machinery School from 1984 to 1989. Mr. Yu is a senior engineer who graduated from Chongqing Machinery Manufacturing School with a professional degree in machinery engineering in 1984 and from Chongqing Party School in 1997. He graduated from Southwest Normal School with a master's degree in business management in 2002. He also graduated from Xiamen University with an EMBA degree in December 2011, and from the college of online education (網絡學院) of Xiamen University with a college degree in business administration in July 2012.

Mr. Ren Yong, aged 55, is a vice general manager of the Company. He joined the Parent Group in February 1982 and the Group in March 2005. He has been a director of Parent Group since November 2004. He has been chairman and party committee secretary of Chongqing Heavy Vehicle Group Co., Ltd. since July 2005, and served as chairman of Chongqing CAFF Automotive Braking & Steering System Co., Ltd. from March 2005 to December 2011. Mr. Ren has been a director and vice chairman of SAIC-IVECO HONGYAN Commercial Vehicle Co., Ltd. (上汽依維柯紅岩商用車有限公司) since June 2006, and concurrently served as a director of Chongqing Machinery and Electronics Holding Group Foundry Co., Ltd. (重慶機電控股集團鑄造有限公司) from November 2010 up to now, a director of Chongqing Cummins Engine Co., Ltd. (重慶康明斯發動機有限公司) from October 2011, a director of Chongqing Power Transformer Co., Ltd. (重慶變壓器有限責任公司) from October 2011, a director of Chongqing Pigeon Electric Wire & Cable Co., Ltd. from December 2011 up to now, a director of Chongqing Pump Industry Co., Ltd. from December 2011 to November 2012, a director of ABB Chongqing Transformer Co. Ltd., from March 2012 up to now, and the chairman of Chongqing Power Transformer Co., Ltd. from August 2012 up to now. Mr. Ren has over 20 years of management experience in automobile industry. From March 2003 to July 2005, he was general manager, deputy secretary of Party committee, director of Chongqing Heavy Vehicle Group Co., Ltd. From January 2003 to July 2005, he was Party committee secretary and director of Chongqing Hongyan Motor Co. Ltd.. He was the chairman of Chongqing Heavy Vehicle Group Special Purpose Vehicle Co., Ltd. in June 2004. From December 2000 to March 2003, he served as deputy general manager and deputy secretary of Party committee of Chongqing Heavy Vehicle Group Co., Ltd. From February 1982 to November 1998, he was the deputy manager, head of the assembly division, director of manager office of a branch company of Sichuan Truck Plant. From November 1998 to December 2000, He was the deputy manager of such plant in charge of human resources, labour, education and security. Mr. Ren is a senior engineer who graduated from Taiyuan Heavy Machinery Institute with a bachelor's degree in equipment and technology in February 1982. From September 2002 to July 2008, he studied in Chongqing University for a master's degree in business and administration and graduated therefrom.

Mr. Chen Xianzheng, aged 58, joined the Parent Group in August 1976 and the Group in December 2001. Since July 2007, he has been an executive Director of our Company and the secretary to the Board responsible for handling all matters of the Board. Mr. Chen has concurrently served as a director of Chongqing General Industry (Group) Co., Ltd. since July 2007 and a director of Chongqing CAFF Automotive Braking & Steering System Co., Ltd. and Chongqing Huahao Smelting Co., Ltd. since December 2011. Mr. Chen has over 20 years of experience in business management. From July 2006 to July 2007, he was the head of the securities department of the Parent Company, in charge of the listing. Mr. Chen was the department chief of the asset management department and the enterprise reform department of the Parent Company from 2000 to July 2006 in charge of asset management, reorganization and merger, and general management matters. He worked for the state-managed Jianan Machinery Factory from 1976 to 2000 and was the deputy plant manager from 1995 to 2000 in charge of operations, research and development, restructuring, management and legal matters. Mr. Chen is a senior economist who graduated from the Party School of Chengdu Municipal Party Committee with a college degree in 1986.

Save as disclosed above, Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Chen Xianzheng did not hold any directorships in any other listed companies or any other major appointments and qualifications in the last three years. Other than the directorship in the Company and various subsidiaries of the Company, Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Chen Xianzheng do not hold other positions in the Company or other members of the Group.

Save as disclosed above, Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Chen Xianzheng do not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company nor had any of them any interests in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. As at the Latest Practicable Date, Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Chen Xianzheng do not hold Shares in the Company

Pursuant to the service agreement between the Group and each of Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Chen Xianzheng,

- (a) the appointment of Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Chen Xianzheng as executive Directors is for a fixed term of three years commencing from date of the AGM, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles; and
- (b) the remuneration of Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Chen Xianzheng would be fixed with reference to their respective duties and responsibilities with the Company as well as by reference to the remuneration standards for Directors as approved at the AGM.

The Board is not aware of any other matters in relation to the appointment of Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Chen Xianzheng as executive Directors that need to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NON-EXECUTIVE DIRECTORS

Mr. Huang Yong, aged 50, joined the Parent Group in July 1984 and the Group in 2004. Since July 2007, he has been a non-executive Director of the Company. Mr. Huang has over 20 years of experience in the automobile industry. Mr. Huang has been a director and the president of the Parent Company since 2004 in charge of operations, assets management, finance and human resources. Since January 2011, Mr. Huang has concurrently served as the chairman and general manager of Chongqing Helicopter Investment Corporation Limited (重慶直升機產業投資有限公司). Mr. Huang was the vice chairman and general manager of Chongqing Hongyan Motor Co. Ltd. from 2003 to 2004 in charge of marketing, product development and quality management. From 2000 to 2004, Mr. Huang has been involved in the management of Chongqing Heavy Vehicle Group Co., Ltd. and was the general manager and thereafter the chairman in charge of operation, technology development, quality management and planning. From 1996 to 2000, Mr. Huang was the deputy plant manager of Sichuan Automobile Manufacturing Plant, and from 1984 to 1996, he worked in Sichuan Automobile Manufacturing Plant. Mr. Huang is a senior engineer who graduated from Hunan University with a bachelor's degree in automobile manufacturing in 1984. He obtained his master's degree in engineering from Chongqing University in 2000.

Mr. Wang Jiyu, aged 55, joined the Parent Group in December 1980. He has been the vice president of the Parent Company and a member of the Party Committee since October 2001 in charge of economic operation, safety and environmental protection, personnel and labour as well as comprehensive statistics of the Parent Group. He has been a non-executive Director of the Company since December 2010. He has been serving as a director and vice chairman of Chongqing Lifan Automobile Co., Ltd. since May 2004 and a director and vice chairman of Chongqing Electric Machine Federation Ltd. since November 2007 and June 2010 respectively. He has been the chairman of Chongqing Communications, Transport, Electromechanical & Logistics Co., Ltd. (重慶交運機電物流有限公司) since April 2011. Mr. Wang has over 20 years of experience in business management. He was an assistant to president and head of the economic operation department at the Parent Company from 2000 to October 2001, in charge of economic operation, safety and hygiene, labour and salaries as well as comprehensive statistics. From November 1984 to August 2000, he served at the Chongqing Municipal Machinery Industry Bureau as secretary of the organization and personnel division, deputy secretary of the communist youth league, deputy director of the enterprise management division and deputy director of the general production division (in charge of operation) in tandem. Mr. Wang was the deputy secretary of the Work Committee of Communist Youth League of Chongqing Engineering & Mining Machinery Industry Company (重慶工程礦山機械工業公司) from October 1982 to November 1984 and a teacher at the Technical School of Chongqing Mining Machine Factory (重慶礦山機器廠技校) from December 1980 to October 1982. Mr. Wang is a senior economist who graduated from the Correspondence Institute of the Party School of C.C. of C.P.C. with a diploma in economic management in June 1988. He is currently attending an EMBA course in the Xiamen University.

Mr. Deng Yong, aged 52, is the chief financial officer of Chongqing Yufu Assets Management Co., Ltd. Mr. Deng Yong has over 20 years of experience in the financial industry. He served as an assistant president and general manager of the planning and financial department of the Southwest Securities Co., Ltd. (600369.SH) from August 2008 to April 2012, assistant general manager and manager of the financial department of Chongqing Yufu Assets Management Co., Ltd. from March 2004 to August 2008, deputy general manager of the Linjiang Road and Jiulongpo Divisions of China Galaxy Securities Co., Ltd. from September 2000 to March 2004, deputy general manager of the Chongqing Securities Division of China Cinda Trust & Investment Company (中國信達信託投資公司重慶證券營業部) from June 1997 to September 2000 (he was seconded to work for the work group of red chips of the Chongqing Municipal Government (重慶市政府紅籌股工作小組) from September 1997 to June 1998), the manager of the securities investment department of Chongqing Trust & Investment Company (重慶市信託投資公司) from September 1992 to June 1997 and an employee at the Chongqing branch of the China Construction Bank from July 1988 to September 1992. Mr. Deng Yong is an engineer who graduated from the Chongqing University with a bachelor's degree in applied mathematics. He studied and obtained a master's degree majoring in econometrics from the Chongqing University from September 1986 to July 1988.

Mr. Yang Jingpu, aged 57, joined the Company in August 2007 and has been a non-executive Director of the Company since then. Mr. Yang has been the chairman and general manager of Chongqing Construction Engineering Holdings Investment Co., Ltd. (重慶建工控股投資有限公司) since May 2010 and chairman of Chongqing Construction Engineering Group Co., Ltd. (重慶建工集團股份有限公司), in charge of board matters, strategic planning and investment. Mr. Yang has over 15 years of experience in managing large enterprises. Mr. Yang was the chairman and general manager of Chongqing Construction Engineering Group Co., Ltd. (重慶建工集團股份有限公司) from July 2007 to May 2010. Mr. Yang was the general manager of Chongqing Coal Group from 2004 to 2007 responsible for general management and was the deputy director of the Chongqing City Coal Industrial Bureau from 2001 to 2004 in charge of restructuring and reform, operational and administrative management. From 1992 to 2001, Mr. Yang was the deputy director and thereafter, director of Chongqing City Songzao Mining Bureau in charge of coal production, safety, sales and finance. Mr. Yang is a senior economist and a senior engineer. He graduated from Jiaozuo Coal Academy with a bachelor's degree in industrial management engineering in 1988 and a master's degree in mining engineering from Chinese University of Mining and Technology in 2001.

Save as disclosed above, Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu did not hold any directorships in any other listed companies or any other major appointments and qualifications in the last three years. Other than the directorship in the Company and various subsidiaries of the Company, Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu do not hold other positions in the Company or other members of the Group.

Save as disclosed above, Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu do not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company nor had any of them any interests in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. As at the Latest Practicable Date, Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu do not hold shares in the Company.

Pursuant to the service agreements between the Group and each of Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu,

- (a) the appointment of Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu as non-executive Directors is for a fixed term of three years commencing from date of the AGM, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles; and
- (b) the remuneration of Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu would be fixed with reference to their respective duties and responsibilities with the Company as well as by reference to the remuneration standards for Directors as approved at the AGM.

The Board is not aware of any other matters in relation to the appointment of Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu as non-executive Directors that need to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lo Wah Wai, aged 49, joined our Company in January 2008 and has been an independent non-executive Director of the Company and the chairman of our Company's audit committee since January 2008. He had more than eight years of experience in auditing and business consulting services in an international accounting firm, two years of which were spent in the U.S. Mr. Lo was an independent non-executive director of Far East Pharmaceutical Technology Limited (stock code: 399.HK) in September 2004, a company listed on the Main Board of the Stock Exchange whose subsidiaries are principally engaged in the manufacturing and distribution of pharmaceutical products. A petition was filed on 15 September 2004 to wind up Far East Pharmaceutical Technology Limited in respect of the default of a syndicated bank loan and since then, liquidators have been appointed. Mr. Lo was not involved in the arrangement of the syndicated bank loan and his appointment was made after the said default had occurred. Mr. Lo is also an independent non-executive director of Tenfu (Cayman) Holdings Company Limited (stock code: 6868.HK, a company listed on the Main Board of the Stock Exchange since September 2011 and engaged in sale and marketing of a comprehensive range of tea products and the development of product concepts, tastes and packaging designs as a leading enterprise of traditional Chinese tea leaves in China) and has been an independent non-executive director of Chongqing Medicines (Group) Co., Ltd. since July 2012. He is a practising member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Lo graduated from The Chinese University of Hong Kong with a bachelor's degree in business administration in 1986 and New Jersey Institute of Technology, the U.S. with a master's degree in science in 1992.

Mr. Ren Xiaochang, aged 56, is currently the vice chairman, legal representative and general manager of China Automotive Engineering Research Institute Co., Ltd. (stock code: 601965.SH). He joined the Company in July 2007 and has been an independent non-executive Director of the Company and the chairman of our remuneration committee since then. Mr. Ren has nearly 30 years of experience in the automobile industry. Mr. Ren has been with Chongqing Research Institute of Automobile (renamed as China Automotive Engineering Research Institute Co., Ltd.) since January 1982 and is currently the vice chairman, legal representative and general manager (superintendent) of it in charge of operational management, strategic planning, human resources and asset management. Mr. Ren is also currently an independent director of China Chang'an Automobile Group Co., Ltd. in charge of matters relating to the board of directors. Mr. Ren graduated from Hunan University with a bachelor's degree in engineering studies in 1982 and the Management School of Wuhan University of Technology with a master's degree in business administration in 2004. Mr. Ren is a senior engineer of researcher's grade, an expert of Machinery Industrial Scientific Technology Specialist of the PRC and an expert with special allowance from the State Council.

Mr. Jin Jingyu, aged 47, joined the Company in June 2012. He has been serving at Chongqing Technology and Business University as the chairman of the academic council of the School of Finance, director of the investment and insurance Department and professor of finance and tutor of PhD students & postgraduates since March 2009, and is now a member of the Enterprises Operations Branch of the Operations Research Society of China, adjunct researcher of the Research Center of the Economy of the Upper Reaches of Yangtze River (a major research center of the Ministry of Education) and a member of the Evaluation Committee of Professional Titles, the Teaching Steering Committee and the School of Economics of Chongqing Technology and Business University. Mr. Jin joined the university (known as Chongqing Business School before 2003) in May 1997 and served as the deputy director of the Finance and Investment Department from March 2000 to March 2001 and an associate professor and professor of finance from November 2000 to November 2005. He studied in the Mathematics Department of Henan University from September 1988 to July 1992 as an undergraduate student; studied in the University of Science and Technology of China majored in management science from September 1992 to July 1995 and received a master's degree in engineering; studied in the Southwest Jiaotong University majored in management science and engineering from March 2003 to January 2007 and received a doctor's degree in management. Mr. Jin held several concurrent posts as follows: from September 1997 to September 2002, a business director of the Financing Service Company (融資服務公司) and general manager of the 1st Business Department of Dapeng Securities Company Limited (大鵬證券有限責任公司); from July 2002 to June 2003, a director and secretary to the board of directors of Southwest Synthetic Pharmaceutical Co., Ltd. (西南合成制藥股份公司) (Stock code: 000788.SZ); from January 2006 to March 2010, a director and secretary to the board of directors of Chongqing Wanli New Energy Co., Ltd. with stock code 600847.SH (formerly known as Chongqing Wanli Storage Batteries Co., Ltd. (重慶萬里蓄電池股份有限公司)); from June 2005 to February 2010, the chairman of Chongqing Tiandi Pharmaceutical Co., Ltd. (重慶天地藥業有限公司).

Mr. Yang Zhimin, aged 63. Mr. Yang has over 30 years experience in governmental economic management. Mr. Yang served as an assistant counsel of the State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government from February 2010 to May 2010, consultant at the Enterprise Reform Office (Business Regulatory Division I) of the State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government from March 2007 to February 2010, deputy chief (division level) of the Enterprise Reform Office (Business Regulatory Division I) of the State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government from October 2003 to March 2007, assistant consultant and consultant at the Reform Office of Chongqing Economic Commission (重慶市經委改革處) from December 1998 to October 2003, principal staff member, senior staff member, deputy-division level consultant (副處級調研員) and deputy chief of the Office of Chongqing Economic Commission (重慶市經委辦公室) from March 1989 to December 1998, scout of the Criminal Police Force of Public Security Sub-Bureau of the Downtown District of Chongqing (重慶市市中區公安分局刑警隊偵察員) from May 1988 to March 1989, and cadre of the Supply and Marketing Department, office secretary and senior staff member of the Policy Research Office of the Second Light Industry Bureau of Chongqing. Mr. Yang graduated from Chongqing Second Light Industry School majoring in tanning in July 1976 and from the Department of Business Administration of China Cadre Institute of Light Industry Management (中國輕工業管理幹部學院) with a junior college diploma in cooperative economics in July 1987, and is an economist.

Save as disclosed above, Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin did not hold any directorships in any other listed companies or any other major appointments and qualifications in the last three years, nor had any of them any interests in the Share of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Other than the directorship in the Company and various subsidiaries of the Company, Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin do not hold other positions in the Company or other members of the Group.

Save as disclosed above, Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin do not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin do not hold shares in the Company.

Pursuant to the service agreements between the Group and each of Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin,

- (a) the appointment of Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin as independent non-executive Directors is for a fixed term of three years commencing from date of the AGM, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles; and
- (b) the remuneration of Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin would be fixed with reference to their respective duties and responsibilities with the Company as well as by reference to the remuneration standards for Director as approved at the AGM.

The Board is not aware of any other matters in relation to the appointment of Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin as independent non-executive Directors that need to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

CANDIDATES FOR SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE

The following table sets out information regarding the candidates for Supervisors of the third session of Supervisory Committee of the Company:

Name	Age	Proposed Position
Yang Mingquan	58	Supervisor
Wang Pengcheng	45	Supervisor
Liu Xing	56	Independent Supervisor
Du Chengrong	60	Independent Supervisor
Chen Qing*	57	Employee Supervisor
Zhao Zicheng*	42	Employee Supervisor

* According to Article 125 of the Articles: “appointment and removal of supervisors as staff representatives shall be subject to democratic election at the staff representative meetings, staff meetings or by other way”, the Company convened a staff meeting on 23 April 2013 at which Mr. Chen Qing and Mr. Zhao Zicheng were elected as Supervisors as staff representatives. The appointment of Mr. Chen Qing and Mr. Zhao Zicheng is not subject to approval by the Shareholders at the AGM.

Mr. Yang Mingquan, aged 58, is the chairman of the supervisory committee of the Parent Company. Mr. Yang Mingquan was the director of Chongqing Changke Urban Rail Transit Vehicle Co., Ltd. (重慶長客城市軌道交通車輛有限責任公司) from February 2009 to October 2012 (during this period, he was the chairman of board of directors of Chongqing Changke Urban Rail Transit Vehicle Co., Ltd. from May 2010 to October 2012). He was a director and chairman of board of directors of Chongqing Machinery and Electric Holding (Group) Engineering Technology Co., Ltd. (重慶機電控股集團機電工程技術有限公司) from February 2010 to October 2012, and a director and chairman of the board of directors of Chongqing Machinery and Electric Holding (Group) Forging Co., Ltd. (重慶機電控股集團鑄造有限公司) from November 2010 to October 2012. Mr. Yang Mingquan is a professor-level senior engineer with over 30 years of experience in corporate management. He served as the vice president of the Parent Company from October 2001 to September 2012, the assistant president and the head of the planning and development department of the Parent Company from August 2000 to October 2001, the chief of the technology department of the Chongqing Machinery and Industrial Management Bureau (the predecessor of the Parent Company) from May 1991 to August 2000 and an engineer at the Chongqing Machinery and Industrial Management Bureau from July 1983 to May 1991. Mr. Yang Mingquan graduated from the Chongqing Machinery School in September 1976 majoring in machine manufacturing and from Yuzhou University in September 1983 with a bachelor's degree in machine manufacturing.

Mr. Wang Pengcheng, aged 45, is a member of the Party committee and deputy general manager of the Chongqing office of China Huarong Asset Management Co., Ltd.. He has been a director of Chongqing Construction Engineering Group Co., Ltd. since August 2009 and the vice chairman of Southwest Aluminum (Group) Co. Ltd. (西南鋁業集團公司) since May 2012. Mr. Wang Pengcheng is an economist with over 20 years of experience in finance. He acted as the senior deputy manager, senior manager and assistant general manager of the Chongqing office of China Huarong Asset Management Co., Ltd. from January 2000 to August 2012, an accountant, head of the office of personnel, deputy chief of the personnel department, deputy chief of the organization department of the Chongqing branch of Industrial and Commercial Bank of China from July 1992 to December 1999. Mr. Wang Pengcheng graduated from Lanzhou University with a bachelor's degree in executive management in 1990 and is currently pursuing MBA degree at Chongqing University.

Mr. Liu Xing, aged 56, has been an independent supervisor of the Company since June 2010 and is currently the head, accounting professor and tutor of doctoral graduates of the Economy, Industry and Business Management Institute of Chongqing University. He obtained a bachelor's degree in engineering studies from Chongqing University in 1983, joined the China - Canada Joint Postgraduate Training Project (中國 - 加拿大聯合培養研究生項目) and obtained a master's degree in management from Xi'an Jiaotong University in 1987 and obtained a doctor's degree in management from Chongqing University in 1997. In 1991- 1992, 1996 and 2000, he engaged in international cooperation and research projects of the City University of Hong Kong and The Chinese University of Hong Kong or served as visiting scholar and professor, and participated in academic visits or academic exchanges in countries such as the U.S. and Canada. Mr. Liu is currently a council member of the Accounting Society of China (中國會計學會), the standing council member of the education division of the Accounting Society of China, the managing director of the Accounting Society of Chongqing (重慶市會計學副會長常務理事), and a non-practicing certified public accountant in the PRC. Mr. Liu is also currently an independent director of Chongqing Three Gorges Water Conservancy and Electric Power Co. Ltd. (stock code: 600116.SH), Chongqing Gangjiu Co., Ltd. (stock code: 600729.SH) and Chongqing Huapont Pharm Co., Ltd. (stock code: 002004.SZ).

Mr. Du Chengrong, aged 60, has nearly 40 years of experience in business administration and governmental economic management. Mr. Du was the general manager, deputy party secretary and director of Chongqing International Investment Consultation Group Co., Ltd. from May 2010 to December 2012 and the chairman, general manager and a member of the Party Committee of Chongqing International Investment Consultation Group Co., Ltd. from January 2004 to May 2010. Mr. Du served as deputy chief, chief and secretary general of the Party branch of the Chongqing Mechanical and Electrical Equipment Tendering Bureau (重慶機電設備招標局) in succession from September 1998 to January 2004, the assistant general manager of Chongqing Mechanical and Electrical Equipment Tendering Corporation (重慶機電設備招標公司) from November 1997 to September 1998, secretary, deputy chief and chief of the science and technology division of the Chongqing Foreign Trade and Economic Relations Commission from January 1983 to November 1997, technician and assistant engineer of the design division of the Chongqing Instrument Factory (重慶儀錶廠) from January 1977 to January 1983, and worker at the No.2 workshop of the Chongqing Instrument Factory (重慶儀錶廠) from January 1972 to September 1973. Mr. Du graduated from the Department of Electrical Engineering of Shanghai Institute of Mechanical Engineering majoring in electric meters (上海機械學院電機系電錶專業) with a bachelor's degree in January 1977, and is a senior engineer.

Mr. Chen Qing, aged 57, has been a supervisor of the Company since June 2010. He joined the Parent Group and the Group in June 1985 and served as the chairman of Chongqing General Industry (Group) Co., Ltd. and the chairman of Chongqing Pump Industry Co., Ltd. from September 2007 to February 2010. Mr. Chen has been the chairman and secretary of the party committee of Chongqing Pump Industry Co., Ltd. since November 2002. Mr. Chen has over 20 years of experience in industrial pump research and the development and manufacturing industry. From November 2002 to September 2007, Mr. Chen was the general manager of Chongqing Pump Industry Co., Ltd. (formerly known as: Chongqing Pump Plant). From June 1985 to September 2002, he was the deputy department chief, deputy plant manager and plant manager of Chongqing Pump Plant. From August 1982 to June 1985, he worked in the Guizhou Mountain Land Agricultural Machinery Research Institute (貴州山地農機研究所). From June 1978 to September 1978, he worked in the Chongqing Architectural Design Institute. From January 1976 to May 1978, he served in the Chinese People's Liberation Army. Mr. Chen has been a senior engineer since August 1995 who graduated from the Central China College of Technology (華中工學院) with a bachelor's degree in engineering, majoring in hydro-power in August 1982. He completed the senior management programme of the School of Economics and Management of Tsinghua University from February 1995 to July 1995.

Mr. Zhao Zicheng, aged 42, is the chairman and secretary of the party committee of Chongqing Water Turbine Works Co., Ltd., the Company's wholly-owned subsidiary. Mr. Zhao Zicheng is a professor-level senior engineer with over 20 years of experience in engineering technology. He served as the general manager of Chongqing Pump Industry Co., Ltd. and a director and deputy general manager of Chongqing General Industry (Group) Co., Ltd. (both being the Company's wholly-owned subsidiaries) from October 2007 to January 2010, executive deputy general manager and member of the party committee of Chongqing Pump Industry Co., Ltd. from May 2003 to September 2007, deputy general manager of Chongqing Pump Industry Co., Ltd. from July 1998 to May 2003, technician at the tool workshop and second workshop and deputy chief and chief of the technique division of Chongqing Pump Plant from August 1991 to June 1998. Mr. Zhao Zicheng graduated from the Environmental and Chemical Engineering Institute of Chongqing University with a master's degree in environmental engineering in July 2005 and from Southwest Jiaotong University in July 1991 with an associate degree in machine manufacturing process and equipment. He has been taking EMBA courses in Xiamen University since September 2011.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang Mingquan, Mr. Wang Pengcheng, Mr. Liu Xing, Mr. Du Chengrong, Mr. Chen Qing and Mr. Zhao Zicheng did not hold any directorship or supervisorship in any other listed companies in the past three years, nor do they hold any other positions in the Group. In addition, none of them has any relationship with any Directors, senior management, management Shareholders, substantial or controlling Shareholders of the Company. As at the date hereof, none of them has any interest in the Shares of the Company with the meaning of Part XV of SFO. The Board is not aware of any matters that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules.

Upon the appointment as a Supervisor of the Company, each of Mr. Yang Mingquan, Mr. Wang Pengcheng, Mr. Liu Xing, Mr. Du Chengrong, Mr. Chen Qing and Mr. Zhao Zicheng will enter into a service contract with the Company for a fixed term of three years commencing from the date of AGM, and the remuneration of the Supervisors would be fixed with reference to their respective duties and responsibilities as well as by reference to the remuneration standards for Supervisor as approved at the AGM.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors, chief executive or supervisors of the Company had any interests or short positions in the shares, underlying shares or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules.

3. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, so far as the Directors are aware, the following persons (not being a Director, chief executive or supervisor of the Company) had interests in the shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long position in domestic shares of RMB1.00 each of the Company

Name of Shareholders	Number of shares	Capacity	Note	Percentage of total issued domestic shares (%)	Percentage of total issued shares (%)
Chongqing Machinery and Electronic Holding (Group) Co., Ltd.	1,924,225,189	Beneficial owner	(1)	74.46(L)	52.22
Chongqing Yufu Assets Management (Group) Co., Ltd. (formerly known as Chongqing Yufu Assets Management Co., Ltd.)	232,132,514	Beneficial owner	(1)	8.98(L)	6.30
Chongqing Construction Engineering Group Co., Ltd. (formerly known as Chongqing Jiangong Group Co., Ltd.)	232,132,514	Beneficial owner	(2)	8.98(L)	6.30
China Huarong Asset Management Co., Ltd. (formerly known as China Huarong Asset Management Corporation)	195,962,467	Beneficial owner	(3)	7.58(L)	5.32
State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government	2,388,490,217	Interest in controlled corporation	(1)	92.42(L)	64.82
Ministry of Finance of the PRC	195,962,467	Interest in controlled corporation	(3)	7.58(L)	5.32

(L) Long Position

H shares of RMB\$1.00 each of the Company

Name of Shareholders	Number of shares	Capacity	Note	Percentage of total issued H shares (%)	Percentage of total issued shares (%)
The Bank of New York Mellon (formerly known as “The Bank of New York”)	87,276,000 (L)	Custodian		7.93(L)	2.37(L)
	0 (P)			0 (P)	0 (P)
The Bank of New York Mellon Corporation	87,276,000 (L)	Interest of corporation controlled by substantial shareholder		7.93(L)	2.37(L)
	87,276,000 (P)		(4)	7.93(P)	2.37(P)
GE Asset Management Incorporated	75,973,334 (L)	Investment manager		6.91(L)	2.06(L)
Templeton Asset Management Limited	71,682,000 (L)	Investment manager		6.52(L)	1.95(L)

- (L) Long Position
(P) Lending Pool
(S) Short Position

- (1) As Chongqing Machinery and Electronic Holding (Group) Co., Ltd. and Chongqing Yufu Asset Management Co., Ltd. were wholly owned by State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government, State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government is deemed to be interested in 1,924,225,189 domestic shares and 232,132,514 domestic shares of the Company held by the two companies.
- (2) Chongqing Construction Engineering Group Co., Ltd. is held as to 96.18% by State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government through its three wholly-owned subsidiaries and as to 3.82% by the Ministry of Finance of the People’s Republic of China through China Huarong Asset Management Co., Ltd. *(中國華融資產管理股份有限公司), a wholly-owned subsidiary of the Ministry. Therefore, State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government and the Ministry of Finance of the People’s Republic of China are deemed to be interested in 232,132,514 domestic shares of the Company held by Chongqing Construction Engineering Group Co.,Ltd.

- (3) China Huarong Asset Management Co., Ltd. *(中國華融資產管理股份有限公司) is held as to 98.06% directly by the Ministry of Finance of the People's Republic of China and as to 1.94% indirectly by the Ministry of Finance of the People's Republic of China through China Life Insurance (Group) Company, a wholly-owned subsidiary of the Ministry. Therefore, the Ministry of Finance of the People's Republic of China is deemed to be interested in 195,962,467 domestic shares of the Company held by China Huarong Asset Management Co., Ltd.
- (4) The Bank of New York Mellon Corporation holds 100% interest in The Bank of New York Mellon (formerly known as "The Bank of New York"), which holds 87,276,000 of H shares of the Company. The interest in 87,276,000 H shares relates to the same block of shares in the Company and includes a lending pool of 87,276,000 of H shares of the Company.

Save as disclosed above, the Directors of the Company are not aware of any persons holding any interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register pursuant to section 336 of the SFO as at the Latest Practicable Date.

4. DIRECTORS' AND SUPERVISORS' INTERESTS IN ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors and the supervisors of the Company had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to the Company or are proposed to be acquired or disposed of by or leased to the Company since 31 December 2012, being the date to which the latest published audited accounts of the Company were made up.

None of the Directors and the supervisors of the Company was materially interested in any contract or arrangement entered into by the Company subsisting at the Latest Practicable Date and which is significant in relation to the business of the Company.

5. SERVICE CONTRACTS

None of the Directors has a service contract with the Company which is not terminable by the Company within one year without payment of compensation other than statutory compensation.

6. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors nor his associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any other members of the Group was engaged in any litigation or arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

8. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was no material adverse change in the financial or trading position of the Group since 31 December 2012, the date to which the latest published audited consolidated accounts of the Group were made up.

9. MISCELLANEOUS

- (i) The Company's registered office and principal place of business in the PRC is No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing, the PRC.
- (ii) The principal place of business of the Company in Hong Kong is Suite 2008, 20/F, Jardine House, 1 Connaught Place, Central, Hong Kong.
- (iii) The Company's H Share Registrars and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (iv) The company secretary of the Company is Mr. Wang Xiao Jun, who is a practicing solicitor of the High Court of Hong Kong.
- (v) Unless stated otherwise, in the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

**Chongqing Machinery & Electric Co., Ltd.*****重慶機電股份有限公司***(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 02722)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “Meeting”) of Chongqing Machinery & Electric Co., Ltd.* (the “Company”) will be held at the Report Hall, 2/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC on Tuesday, 18 June 2013 at 10:00 a.m. (or at any adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board (the “Board”) of the Company for the year ended 31 December 2012;
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2012;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the Auditor’s Report for the year ended 31 December 2012;
4. To consider and approve the profit appropriation proposal of the Company for the year ended 31 December 2012;
5. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company (special general partnership) as the PRC auditor and PricewaterhouseCoopers as the international auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the Board to determine the review and audit fees for the Company’s 2013 interim financial statements and annual financial statements;
6. To consider and approve the renewal of guarantee by the Company for loans of RMB37 million of Chongqing Pigeon;
7. To consider and approve the renewal of guarantee by the Company for loans of RMB115 million of Huahao Smelting;

8. To consider and approve the renewal of guarantee by the Company for a loan of GBP4.2 million of Holroyd;
9.
 - (a) To consider and approve the appointment of Mr. Wang Yuxiang as an executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Wang Yuxiang pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
 - (b) To consider and approve the appointment of Mr. Yu Gang as an executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Yu Gang pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
 - (c) To consider and approve the appointment of Mr. Ren Yong as an executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Ren Yong pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
 - (d) To consider and approve the appointment of Mr. Chen Xianzheng as an executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Chen Xianzheng pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
 - (e) To consider and approve the appointment of Mr. Huang Yong as a non-executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Huang Yong pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;

- (f) To consider and approve the appointment of Mr. Wang Jiyu as a non-executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Wang Jiyu pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- (g) To consider and approve the appointment of Mr. Deng Yong as a non-executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Deng Yong pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- (h) To consider and approve the appointment of Mr. Yang Jingpu as a non-executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Yang Jingpu pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- (i) To consider and approve the appointment of Mr. Lo Wah Wai as an independent non-executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Lo Wah Wai pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- (j) To consider and approve the appointment of Mr. Ren Xiaochang as an independent non-executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Ren Xiaochang pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;

- (k) To consider and approve the appointment of Mr. Jin Jingyu as an independent non-executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Jin Jingyu pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
 - (l) To consider and approve the appointment of Mr. Yang Zhimin as an independent non-executive Director of the Company to hold office from the date of the AGM until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Yang Zhimin pursuant to the remuneration standard for Directors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
10. (a) To consider and approve the appointment of Mr. Yang Mingquan as a supervisor of the Company to hold office from the date of the AGM until expiry of the term of the session of the Supervisory Committee of the Company and to authorize the Board to fix the remuneration of Mr. Yang Mingquan pursuant to the remuneration standard for Supervisors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- (b) To consider and approve the appointment of Mr. Wang Pengcheng as a supervisor of the Company to hold office from the date of the AGM until expiry of the term of the session of the Supervisory Committee of the Company and to authorize the Board to fix the remuneration of Mr. Wang Pengcheng pursuant to the remuneration standard for Supervisors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- (c) To consider and approve the appointment of Mr. Liu Xing as an independent supervisor of the Company to hold office from the date of the AGM until expiry of the term of the session of the Supervisory Committee of the Company and to authorize the Board to fix the remuneration of Mr. Liu Xing pursuant to the remuneration standard for Supervisors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;

- (d) To consider and approve the appointment of Mr. Du Chengrong as an independent supervisor of the Company to hold office from the date of the AGM until expiry of the term of the session of the Supervisory Committee of the Company and to authorize the Board to fix the remuneration of Mr. Du Chengrong pursuant to the remuneration standard for Supervisors passed at the 2013 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
11. The remuneration standards for the third session of the directors and supervisors.

SPECIAL RESOLUTIONS

12. To give a general mandate to the Board to allot, issue and deal with additional Domestic Shares and/or the H Shares and to make or grant offers, agreements and/or options in respect thereof (the “General Mandate”), subject to the following conditions:

“THAT

- (A) (a) the General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (b) the aggregate nominal amount of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue or any separate approval of the shareholders of the Company) shall not exceed:
- (i) 20 per cent of the aggregate nominal amount of the Domestic Shares in issue; and
- (ii) 20 per cent of the aggregate nominal amount of the H Shares in issue, respectively, in each case as at the date of passing of this resolution; and

- (c) the Board will only exercise its power under the General Mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as each of them may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities in the PRC are obtained;

and, for the purposes of this resolution:

- “Domestic Share(s)” mean ordinary domestic share(s) in the share capital of the Company which are subscribed and/or paid for in Renminbi;
- “H Share(s)” mean overseas listed foreign invested shares (being ordinary shares) in the share capital of the Company which are subscribed and/or paid for in Hong Kong dollars or foreign currency other than Renminbi;
- “Relevant Period” means the period from the date of passing this resolution until the earlier of: (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (b) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

“Rights Issue”

means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place where such offer is not permitted under the law or regulation of that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares; and

- (B) contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (a) of this resolution, the Board be and is hereby authorised:
- (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and make all necessary amendments to the Articles to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company.”

By Order of the Board

Chongqing Machinery & Electric Co., Ltd.*

Yu Gang

Executive Director (Acting Chairman)

Chongqing, the PRC
3 May 2013

Notes:

1. A member of the Company (“Member”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of the joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the 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, and in case of holders of domestic shares, to the Company’s mailing address at No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC, not later than 24 hours before the time appointed for holding the Meeting or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of Members in Hong Kong will be closed from 19 May 2013 to 18 June 2013, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the Meeting, 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 Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 May 2013.
4. In order to ascertain the entitlements of the shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Saturday, 22 June 2013 to Thursday, 27 June 2013 (both days inclusive), during which period no transfer of shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged at our H Share Registrar at Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 21 June 2013.
5. Whether or not the holders of H shares of the Company who intend to attend the Meeting shall complete the enclosed reply slip for the Meeting and return it, by hand or by post, to 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, or by fax on or before Wednesday, 29 May 2013.
6. Whether or not the holders of domestic shares of the Company who intend to attend to the Meeting shall complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company’s mailing address at No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC, or by fax on or before Wednesday, 29 May 2013.

As at the date of this notice, the executive Directors are Mr. Yu Gang, Mr. Ren Yong, Mr. Chen Xianzheng and Mr. Xie Hua Jun; the non-executive Directors are Mr. Huang Yong, Mr. Wang Jiyu, Mr. Deng Yong and Mr. Yang Jingpu; and the independent non-executive Directors are Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Kong Weiliang and Mr. Jin Jingyu.

** For identification purposes only*