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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 first Extraordinary General Meeting of Chongqing Machinery & Electric Co., Ltd.* (the “Company”) will be held at the Conference Room, 13/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC on Monday, 29 September 2014 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS:

1. To approve Mr. Yang Zhimin’s resignation as a Director;
2. To approve the appointment of Mr. Liu Wei as an independent non-executive Director to hold office from the date of the Extraordinary General Meeting until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration of Mr. Liu Wei pursuant to the remuneration standard passed at the 2012 Extraordinary 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;
3. To approve Mr. Liu Xing’s resignation as a Supervisor;

4. To approve the appointment of Ms. Wu Yi as a Supervisor to hold office from the date of the Extraordinary General Meeting until expiry of the term of the session of the Supervisory Committee and to authorize the Board to fix the remuneration of Ms. Wu Yi pursuant to the remuneration standard passed at the 2012 Extraordinary 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;
5. To approve Mr. Du Chengrong's resignation as a Supervisor;
6. To approve the appointment of Mr. Huang Hui as a Supervisor to hold office from the date of the Extraordinary General Meeting until expiry of the term of the session of the Supervisory Committee and to authorize the Board to fix the remuneration of Mr. Huang Hui pursuant to the remuneration standard passed at the 2012 Extraordinary 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;
7. To approve the amendments to the remuneration standards of the third session of Directors;

SPECIAL RESOLUTIONS:

8. To approve the amendments to the Articles of Association of the Company by ways as stated in the circular dispatched to Shareholders by the Board of the Company and to authorize the Board to deal with all matters as required in respect of the amendments to the Articles of Association in accordance with any requirements under domestic or overseas laws (if any) and provisions of any stock exchange where the securities of the Company are listed.

By Order of the Board
Chongqing Machinery & Electric Co., Ltd.*
Wang Yuxiang
Executive Director and Chairman

15 August 2014

Note:

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 30 August 2014 to 29 September 2014, 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 29 August 2014.
4. 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 Monday, 8 September 2014.
5. 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 Monday, 8 September 2014.

As at the date of the announcement, the executive Directors are Mr. Wang Yuxiang, Mr. Yu Gang, Mr. Ren Yong and Mr. Xiang Hu; the non-executive Directors are Mr. Huang Yong, Mr. Wang Jiyu, Mr. Yang Jingpu and Mr. Deng Yong; and the independent non-executive Directors are Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Yang Zhimin.