

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



**CQME**

**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)*

(Stock Code: 02722)

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2015 (the “**EGM**”) 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 Tuesday, 8 December 2015 at 9:30 a.m. for the purpose of considering and, if appropriate, approving following resolutions, with or without modification:

### **ORDINARY RESOLUTIONS**

1. To consider and approve Mr. Ren Yong’s resignation as an executive director;
2. To consider and approve the appointment of Mr. Yang Quan as an executive director of the Company to hold office from the date of the EGM until expiry of the term of the third session of the board of directors (the “**Board**”) and to authorize the Board to fix the remuneration of Mr. Yang Quan pursuant to the director remuneration standard passed at the 2012 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;

### **SPECIAL RESOLUTIONS**

3. To consider and approve the proposal in respect of the compliance with the conditions for issue of corporate bonds by the Company;
4. To consider and approve the issue of corporate bonds with an aggregate nominal value of up to RMB1.5 billion (inclusive) in the PRC; and

\* *For identification purposes only*

5. To consider and approve the authorization to the Board, and the Board to further authorize two directors namely Mr. Yu Gang and Mr. Xiang Hu to jointly deal with, at their full discretion, all matters relating to the issue of corporate bonds within the framework and principles considered and passed at the EGM.

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

23 October 2015

*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 any adjournment thereof or the time appointed for passing the resolutions. 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. For the identification of Members who are qualified to attend and vote at the meeting, the register of Members in Hong Kong will be closed from 8 November 2015 to 8 December 2015, both days inclusive, during which period no transfer of H shares of the Company will be effected. 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 6 November 2015 for register.
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 Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or by fax on or before Wednesday, 18 November 2015.
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 Wednesday, 18 November 2015.

*As at the date of this notice, 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. Liu Wei.*