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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 with limited liability)

(Stock Code: 02722)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 27 NOVEMBER 2017

The Board of the Company hereby announces that the resolutions set out in the notice of the EGM of the Company dated 13 October 2017 were duly passed by the Shareholders of the Company by way of poll at the EGM held on 27 November 2017.

Reference is made to the circular (the “**Circular**”) dated 7 November 2017 of Chongqing Machinery & Electric Co., Ltd.* (the “**Company**”) in connection with: (1) connected transactions and disclosable transactions-equity transfers with the Parent Company; and (2) change of a non-executive Director and the notice of the Extraordinary General Meeting of the Company dated 13 October 2017. Terms used herein shall have the same meaning as defined in the Circular unless otherwise specified.

RESULTS OF THE EGM

As at the date of Extraordinary General Meeting (the “**EGM**”) of the Company held on 27 November 2017, the registered and issued share capital of the Company was RMB3,684,640,154, which was divided into 2,584,452,684 Domestic Shares and 1,100,187,470 H Shares of RMB1.00 each.

The total number of Shares entitling the Shareholders to attend the EGM and vote for or against the resolutions No. 2-3 as set out in the notice of the EGM either in person, by their duly authorized representatives or by proxy at the meeting were 3,684,640,154, which was divided into 2,584,452,684 Domestic Shares and 1,100,187,470 H Shares.

As set out in the Circular, the Parent Company is the Controlling Shareholder of the Company and holds 52.54% equity interest of the Company, which was divided into 1,924,225,189 Domestic Shares and 11,652,000 H Shares. The Parent Company is a connected person of the Group under the Listing

* *For identification purposes only*

Rules. The Parent Company has abstained from voting on the resolution No.1 at the EGM as set out in the notice of the EGM, pursuant to which the total number of Shares entitling the Shareholders to attend the EGM and vote for or against the resolution No. 1 as set out in the notice of the EGM either in person, by their duly authorized representatives or by proxy at the meeting were 1,748,762,965, which was divided into 660,227,495 Domestic Shares and 1,088,535,470 H Shares. The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions set out in the notice of the EGM were duly passed. All the resolutions, which were voted on by poll, were approved by the Shareholders of the Company.

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

The poll results are as follows:

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
1.	To consider and approve the equity transfers between the Company and Chongqing Machinery and Electronic Holding (Group) Co., Ltd.	931,778,238 (100%)	0 (0%)
2.	To consider and approve the resignation of Mr. Wei Fusheng as non-executive Director.	2,856,003,427 (100%)	0 (0%)
3.	To consider and approve the appointment of Mr. Dou Bo as a non-executive Director of the Company to hold office from the date of EGM until the expiry of the 4th session of the board of Directors (the “ Board ”), and authorise the Board to fix the remuneration of Mr. Dou Bo based on the standard of Director’s remuneration that passed at the 2015 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.	2,856,003,427 (100%)	0 (0%)

As more than 1/2 of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.

APPOINTMENT OF DIRECTORS

The appointment of Mr. Dou Bo (“**Mr. Dou**”) as a non-executive Director was approved at the EGM to hold office from the date of the EGM until expiry of the term of this session of the Board. The Board will determine the remuneration of Mr. Dou pursuant to the remuneration standard for Directors passed at the 2015 annual general meeting and enter into a service agreement with him on and subject to the terms and conditions as the Board shall think fit, and do all such acts and things to give effect to such matters.

Profile of Mr. Dou Bo

Mr. Dou, aged 48, is a senior accountant with more than 20 years of financial management experience. Mr. Dou has served as secretary of the board and securities general manager of Chongqing Construction Engineering Group Co., Ltd. (重慶建工集團股份有限公司) from July 2016 to now. He has been the securities general manager of Chongqing Construction Engineering Group Co., Ltd. (重慶建工集團股份有限公司) from February 2011 to July 2017, and has been the general manager of financial assets department of Chongqing Construction Engineering Group Co., Ltd. (重慶建工集團股份有限公司) from March 2008 to February 2011 during which he received his Master’s degree in Business Administration in Chongqing University from March 2005 to December 2009. He was the chief financial officer of Chongqing Second Construction Co., Ltd. (重慶第二建設有限公司) from March 2007 to March 2008, was appointed as the chief accountant of Chongqing Second Construction Co., Ltd. (重慶第二建設有限公司) from March 2003 to March 2007, was appointed as deputy chief accountant of Chongqing Second Construction Co., Ltd. (重慶第二建設有限公司) from July 2002 to March 2003 and was appointed as deputy director of finance department of Chongqing Second Construction Engineering Company (重慶第二建築工程公司) from July 1996 to July 2002. In April 2000, he was the chief financial officer of Chongqing Tianyou Property Development Co., Ltd. (重慶天友物業發展有限公司) during which he graduated from accounting profession of Chongqing University in December 2001 through self-learning. From October 1988 to July 1996, he was appointed as cashier, accountant and financial officer of finance section in the fourth branch of Chongqing Construction Engineering Company (重慶第二建築工程公司四分公司). He graduated with the major in infrastructure finance in Chongqing Radio and Television University (重慶廣播電視大學) in September 1986 to July 1988.

Mr. Dou has not been a director of any other listed company in the past three years. Mr. Dou does not hold any other position in the Company and other members of the Group and does not have any relationship with the directors, senior management, the Company’s substantial or controlling shareholder, nor does he hold any interest defined by Part XV of the Securities and Futures Ordinance in the securities of the Company.

Save as disclosed above, the Board is not aware of any matters relating to the appointment of Mr. Dou that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules.

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

Chongqing, the PRC
27 November 2017

As at the date of this announcement, the executive Directors are Mr. Wang Yuxiang, Ms. Chen Ping and Mr. Yang Quan; the non-executive Directors are Mr. Huang Yong, Mr. Deng Yong, Mr. Dou Bo and Ms. He Xiaoyan; and the independent non-executive Directors are Mr. Lo Wah Wai, Mr. Ren Xiaochang, Mr. Jin Jingyu and Mr. Liu Wei.