
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).

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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)

(Stock Code: 2722)

- (1) REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY IN 2019;**
- (2) REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY IN 2019;**
- (3) AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT OF THE COMPANY AND ITS SUBSIDIARIES IN 2019;**
- (4) PROFIT APPROPRIATION PROPOSAL FOR THE YEAR OF 2019 OF THE COMPANY;**
- (5) 2020 ANNUAL BUDGET REPORT OF THE COMPANY;**
- (6) APPOINTMENT OF THE COMPANY'S AUDITOR IN 2020;**
- (7) PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF HOLROYD OF GBP21.00 MILLION;**
- (8) PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF PTG HONG KONG OF USD10.00 MILLION;**
- (9) PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF PTG OR PTG HONG KONG OR HOLROYD OF USD58.50 MILLION;**
- (10) PROVISION OF GUARANTEE BY THE COMPANY FOR LOANS OF CHONGQING GENERAL OF RMB110.00 MILLION;**
- (11) PROVISION OF GUARANTEE BY CHONGQING GENERAL FOR LOANS OF CHONGTONG CHENGFEI OF RMB780.00 MILLION;**
- (12) PROVISION OF GUARANTEE BY THE COMPANY FOR THE GUARANTEE FACILITIES OF CHONGQING WATER COMPANY OF USD30.00 MILLION;**
- (13) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES OF THE COMPANY; AND**
- (14) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

The letter from the Board of the Company is set out on pages 4 to 12 of this circular.

Notice convening the 2019 Annual General Meeting of Chongqing Machinery & Electric Co., Ltd.* to be held at the Conference Room, 16/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC on Thursday, 18 June 2020 at 9:00 a.m. are set out on pages 18 to 22 of this circular.

Enclosed is the form of proxy for use at the Annual General Meeting 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 reply slip despatched on 29 April 2020 by the Company in accordance with the instructions printed thereon not later than Friday, 29 May 2020 and (ii) the 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.

29 April 2020

* For identification purposes only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. INTRODUCTION	5
2. REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY IN 2019	5
3. REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY IN 2019 ..	5
4. AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT OF THE COMPANY AND ITS SUBSIDIARIES IN 2019	5
5. PROFIT APPROPRIATION PROPOSAL FOR THE YEAR OF 2019 OF THE COMPANY	5
6. 2020 ANNUAL BUDGET REPORT OF THE COMPANY	6
7. APPOINTMENT OF THE COMPANY'S AUDITOR IN 2020	6
8. PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF HOLROYD OF GBP21.00 MILLION	6
9. PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF PTG HONG KONG OF USD10.00 MILLION	7
10. PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF PTG OR PTG HONG KONG OR HOLROYD OF USD58.50 MILLION	7
11. PROVISION OF GUARANTEE BY THE COMPANY FOR LOANS OF CHONGQING GENERAL OF RMB110.00 MILLION	8
12. PROVISION OF GUARANTEE BY CHONGQING GENERAL FOR LOANS OF CHONGTONG CHENGFEI OF RMB780.00 MILLION	9
13. PROVISION OF GUARANTEE BY THE COMPANY FOR THE GUARANTEE FACILITIES OF CHONGQING WATER COMPANY OF USD30.00 MILLION .	10
14. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES OF THE COMPANY	10
15. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT	12
16. PROCEDURES FOR VOTING AT THE ANNUAL GENERAL MEETING	12
17. RECOMMENDATION	12
Appendix I – General Information	14
Appendix II – Notice of the Annual General Meeting	20

DEFINITIONS

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

“Annual General Meeting” or “AGM”	means the 2019 annual general meeting of the Company to be held at the Conference Room, 16/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC on Thursday, 18 June 2020 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which are set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association” or “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 General”	means Chongqing General Industry (Group) Co., Ltd., a wholly-owned subsidiary of the Company
“Chongqing Water Company”	means Chongqing Water Turbine Works Co., Ltd., a wholly-owned subsidiary of the Company
“Chongtong Chengfei”	means Jilin Chongtong Chengfei New Material Co., Ltd., a subsidiary controlled by Chongqing General
“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
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	means the director(s) of the Company
“Domestic Share(s)”	means ordinary share(s) with 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
“General Mandate”	means 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 relevant 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 Ltd., a wholly-owned subsidiary of PTG and a limited company incorporated in the United Kingdom
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	means 22 April 2020, 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
“PRC”	means the People’s Republic of China, which, for the purpose of this circular, excludes the 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 dated 30 May 2008 issued by the Company
“PTG”	means Precision Technologies Group Limited, a wholly-owned subsidiary of the Company and a limited company incorporated in the United Kingdom
“PTG Hong Kong”	means PTG Investment Development Company Ltd., a wholly-owned subsidiary of PTG and a limited company incorporated in Hong Kong

DEFINITIONS

“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 the relevant resolution, unless, by a 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 at a general meeting revoking or varying the authority set out in the resolution approving the General Mandate
“Rights Issue”	means the allotment or issue of Shares in the Company or other securities to all Shareholders of the Company who are entitled to the offer (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, in spite of fractional entitlements)
“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	means domestic share(s) and H share(s)
“Shareholder(s)”	means the holder(s) of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	has the meaning ascribed to it under the Company Law of the PRC and the Listing Rules
“USD”	means US dollars, the lawful currency of the United States

LETTER FROM THE BOARD



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: 2722)

Executive Directors:

Mr. Wang Yuxiang
Ms. Chen Ping
Mr. Yang Quan

Non-executive Directors:

Mr. Huang Yong
Mr. Zhang Yongchao
Mr. Dou Bo
Mr. Wang Pengcheng

Independent Non-executive Directors:

Mr. Lo Wah Wai
Mr. Ren Xiaochang
Mr. Jin Jingyu
Mr. Liu Wei

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

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

*Principal place of business in
Hong Kong:*

Room 1204-06, 12th Floor,
The Chinese Bank Building,
61 Des Voeux Road Central,
Central, Hong Kong

29 April 2020

To the Shareholders

Dear Sir or Madam,

- (1) REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY IN 2019;
- (2) REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY IN 2019;
- (3) AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT OF THE COMPANY AND ITS SUBSIDIARIES IN 2019;
- (4) PROFIT APPROPRIATION PROPOSAL FOR THE YEAR OF 2019 OF THE COMPANY;
- (5) 2020 ANNUAL BUDGET REPORT OF THE COMPANY;
- (6) APPOINTMENT OF THE COMPANY'S AUDITOR IN 2020;
- (7) PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF HOLROYD OF GBP21.00 MILLION;
- (8) PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF PTG HONG KONG OF USD10.00 MILLION;
- (9) PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF PTG OR PTG HONG KONG OR HOLROYD OF USD58.50 MILLION;
- (10) PROVISION OF GUARANTEE BY THE COMPANY FOR LOANS OF CHONGQING GENERAL OF RMB110.00 MILLION;
- (11) PROVISION OF GUARANTEE BY CHONGQING GENERAL FOR LOANS OF CHONGTONG CHENGFEI OF RMB780.00 MILLION;
- (12) PROVISION OF GUARANTEE BY THE COMPANY FOR THE GUARANTEE FACILITIES OF CHONGQING WATER COMPANY OF USD30.00 MILLION;
- (13) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES OF THE COMPANY; AND
- (14) 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 the 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. REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY IN 2019

Details are set out in “Report of the Board of Directors” within the Company’s 2019 Annual Report issued by the Company on the website of the Stock Exchange on 15 April 2020.

3. REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY IN 2019

Details are set out in “Report of the Supervisory Committee” within the Company’s 2019 Annual Report issued by the Company on the website of the Stock Exchange on 15 April 2020.

4. AUDITED FINANCIAL STATEMENTS AND AUDITOR’S REPORT OF THE COMPANY AND ITS SUBSIDIARIES IN 2019

Details are set out in “Independent Auditor’s Report”, “Consolidated Balance Sheet”, “Consolidated Income Statement”, “Consolidated Statement of Changes in Equity”, “Consolidated Statement of Cash Flows” and “Notes to the Consolidated Financial Statements” within the Company’s 2019 Annual Report issued by the Company on the website of the Stock Exchange on 15 April 2020.

5. PROFIT APPROPRIATION PROPOSAL FOR THE YEAR OF 2019 OF THE COMPANY

The Board has recommended the payment of a final dividend of RMB0.01 per share (tax inclusive) for the year ended 31 December 2019, which is calculated based on the total share capital of 3,684,640,154 Shares for the year ended 31 December 2019, totaling RMB36,846,401.54. Subject to approval by Shareholders at the Annual General Meeting to be convened on 18 June 2020, the proposed final dividend will be paid on 29 July 2020 to Shareholders whose names appear on the register of members of the Company on 30 June 2020 (the “**Record Date**”).

In order to ascertain the entitlements of the Shareholders to receive the final dividend, the register of members of the Company will be closed from Tuesday, 19 May 2020 to Thursday, 18 June 2020 (both days inclusive), during which period no transfer of shares will be registered. All transfer documents accompanied by share certificates must be lodged at our H Share Registrar, 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 Monday, 18 May 2020.

LETTER FROM THE BOARD

6. 2020 ANNUAL BUDGET REPORT OF THE COMPANY

In 2020, the Company's operating expenses are expected to be approximately RMB308.00 million, among which, approximately RMB236.1400 million is for the clean energy equipment segment, approximately RMB70.1599 million is for the high-end smart equipment segment, and approximately RMB1.7500 million for the industrial service segment.

7. APPOINTMENT OF THE COMPANY'S AUDITOR IN 2020

ShineWing Certified Public Accountants (Special General Partnership) is the PRC accountant of the Company engaged in 2019. During its engagement, it fully performed its duties to present unqualified audited report of 2019 for the Company which are objective and fair in accordance with independent accounting standards.

The Company proposed to reappoint ShineWing Certified Public Accountants (Special General Partnership) as the auditor of the Company in 2020. The review and audit fees are approximately RMB3 million for the 2020 interim financial report and annual financial report.

8. PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF HOLROYD OF GBP21.00 MILLION

Holroyd requested the Company to provide guarantee for its comprehensive financing totaling GBP21.00 million (the "Comprehensive Financing of Holroyd"). Holroyd is a wholly-owned subsidiary of PTG, which in turn is a wholly-owned subsidiary of the Company.

Reasons for and Benefits of the Provision of Guarantee for the Comprehensive Financing of Holroyd

Considering the optimistic business prospect of Holroyd, its continuous and stable development will facilitate the Company's expansion into overseas markets.

Terms of the Guarantee

The guarantee for the Comprehensive Financing of Holroyd is for a term of two years commencing from the date of approval by the Shareholders and completion of relevant formalities by Holroyd. The Board is of the opinion that the terms of provision of guarantee for the Comprehensive Financing of Holroyd 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 impact on the financial conditions of the Company.

Holroyd is not a connected person of the Group and the guarantee to be provided for Holroyd does not exceed the applicable percentage ratios specified in the Listing Rules. Therefore, such transaction is not subject to the requirements under Chapters 14 and 14A of the Listing Rules. However, as the gearing ratio of Holroyd exceeds 70%, the provision of guarantee by the Company for Holroyd is subject to consideration and approval at the general meeting according to requirements of the Articles.

LETTER FROM THE BOARD

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

9. PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF PTG HONG KONG OF USD10.00 MILLION

PTG Hong Kong requested the Company to provide guarantee for its comprehensive financing totaling USD10.00 million (the “**Comprehensive Financing of PTG Hong Kong**”). PTG Hong Kong is a wholly-owned subsidiary of PTG, which in turn is a wholly-owned subsidiary of the Company.

Reasons for and Benefits of the Provision of Guarantee for the Comprehensive Financing of PTG Hong Kong

Considering that PTG Hong Kong represents an important platform of the Company in Hong Kong, its continuous and stable development will facilitate the Company’s expansion into overseas markets.

Terms of the Guarantee

The guarantee for the Comprehensive Financing of PTG Hong Kong is for a term of one year commencing from the date of approval by the Shareholders and completion of relevant formalities by PTG Hong Kong. The Board is of the opinion that the terms of provision of guarantee for the Comprehensive Financing of PTG Hong Kong 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 impact on the financial conditions of the Company.

PTG Hong Kong is not a connected person of the Group and the guarantee to be provided for the Comprehensive Financing of PTG Hong Kong does not exceed the applicable percentage ratios specified in the Listing Rules. Therefore, such transaction is not subject to the requirements under Chapter 14A of the Listing Rules. However, as the gearing ratio of PTG Hong Kong exceeds 70%, the provision of guarantee for the Comprehensive Financing of PTG Hong Kong is subject to consideration and approval at the general meeting according to requirements of the Articles.

Pursuant to the Articles, the provision of guarantee by the Company for the Comprehensive Financing of PTG Hong Kong is subject to approval by the Shareholders at the general meeting.

10. PROVISION OF GUARANTEE BY THE COMPANY FOR COMPREHENSIVE FINANCING OF PTG OR PTG HONG KONG OR HOLROYD OF USD58.50 MILLION

PTG, PTG Hong Kong and Holroyd jointly requested the Company to provide guarantee for their comprehensive financing totaling USD58.50 million (“**Co-Financing**”). PTG Hong Kong and Holroyd are wholly-owned subsidiaries of PTG, which in turn is a wholly-owned subsidiary of the Company.

LETTER FROM THE BOARD

Reasons for and Benefits of the Provision of Guarantee for the Co-Financing

Considering that PTG Hong Kong represents an important platform of the Company in Hong Kong as well as the optimistic business prospect of Holroyd, their continuous and stable development will facilitate the Company's expansion into overseas markets.

Terms of the Guarantee

The guarantee for the Co-Financing is for a term of one year commencing from the date of approval by the Shareholders and completion of relevant formalities by PTG. The Board is of the opinion that the terms of provision of guarantee for the Co-Financing 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 impact on the financial conditions of the Company.

PTG Hong Kong and Holroyd are not connected persons of the Group and the guarantee to be provided for the Co-Financing does not exceed the applicable percentage ratios specified in the Listing Rules. Therefore, such transaction is not subject to the requirements under Chapter 14A of the Listing Rules. However, as the respective gearing ratio of PTG, PTG Hong Kong and Holroyd exceeds 70%, the provision of guarantee for the Co-Financing is subject to consideration and approval at the general meeting according to requirements of the Articles.

Pursuant to the Articles, the provision of guarantee by the Company for the Co-Financing is subject to approval by the Shareholders at the general meeting.

11. PROVISION OF GUARANTEE BY THE COMPANY FOR LOANS OF CHONGQING GENERAL OF RMB110.00 MILLION

Chongqing General requested the Company to provide guarantee for its loans totalling RMB110.00 million (the "**Loans of Chongqing General**"). Chongqing General is a wholly-owned subsidiary of the Company.

Reasons for and Benefits of the Provision of Guarantee for the Loans of Chongqing General

Considering that the future industrial fan business of Chongqing General continues to improve, its continuous and stable development will facilitate the Company's further improvement of management quality.

Terms of the Guarantee

The guarantee for the Loans of Chongqing General is for a term of two years commencing from the date of approval by the Shareholders and completion of relevant formalities by Chongqing General. The Board is of the opinion that the terms of provision of guarantee for the Loans of Chongqing General 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 impact on the financial conditions of the Company.

LETTER FROM THE BOARD

Chongqing General is not a connected person of the Group and the guarantee to be provided for the Loans of Chongqing General does not exceed the applicable percentage ratios specified in the Listing Rules. Therefore, such transaction is not subject to the requirements under Chapter 14A of the Listing Rules. However, as the gearing ratio of Chongqing General reaches 79.17%, the provision of guarantee for the Loans of Chongqing General is subject to consideration and approval at the general meeting according to requirements of the Articles.

Pursuant to the Articles, the provision of guarantee by the Company for the Loans of Chongqing General is subject to approval by the Shareholders at the general meeting.

12. PROVISION OF GUARANTEE BY CHONGQING GENERAL FOR LOANS OF CHONGTONG CHENGFEI OF RMB780.00 MILLION

Chongtong Chengfei requested Chongqing General to provide guarantee for its loans totalling RMB780.00 million (“**Loans of Chongtong Chengfei**”). Chongqing General is a wholly-owned subsidiary of the Company, and Chongtong Chengfei is a holding subsidiary of Chongqing General.

Reasons for and Benefits of the Provision of Guarantee for the Loans of Chongtong Chengfei

Considering the future wind turbine business of Chongtong Chengfei continues to improve, its continuous and stable development will facilitate the Company’s further improvement of management quality.

Terms of the Guarantee

The guarantee for the Loans of Chongtong Chengfei is for a term of one year commencing from the date of approval by the Shareholders and completion of relevant formalities by Chongtong Chengfei. The Board is of the opinion that the terms of provision of guarantee for the Loans of Chongtong Chengfei 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 impact on the financial conditions of the Company.

Chongtong Chengfei is not a connected person of the Group and the guarantee to be provided for the Loans of Chongtong Chengfei does not exceed the applicable percentage ratios specified in the Listing Rules. Therefore, such transaction is not subject to the requirements under Chapter 14A of the Listing Rules. However, as the gearing ratio of Chongtong Chengfei reaches 92.83%, the provision of guarantee for the Loans of Chongtong Chengfei is subject to consideration and approval at the general meeting according to requirements of the Articles.

Pursuant to the Articles, the provision of guarantee by Chongqing General for the Loans of Chongtong Chengfei is subject to approval by the Shareholders at the general meeting.

LETTER FROM THE BOARD

13. PROVISION OF GUARANTEE BY THE COMPANY FOR THE GUARANTEE FACILITIES OF CHONGQING WATER COMPANY OF USD30.00 MILLION

Chongqing Water Company requested the Company to provide guarantee for its guarantee facilities of USD30.00 million (“**Guarantee Facilities of Chongqing Water Company**”). Chongqing Water Company is a wholly-owned subsidiary of the Company.

Reasons for and Benefits of the Provision of Guarantee for the Guarantee Facilities of Chongqing Water Company

Considering the optimistic business prospect of Chongqing Water Company, its continuous and stable development will facilitate the Company’s further improvement of management quality.

Terms of the Guarantee

The Guarantee Facilities of Chongqing Water Company is for a term of two years commencing from the date of approval by the Shareholders and completion of relevant formalities by Chongqing Water Company. The Board is of the opinion that the terms of provision of guarantee for the Guarantee Facilities of Chongqing Water Company 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 impact on the financial conditions of the Company.

Chongqing Water Company is not a connected person of the Group and the guarantee to be provided for Chongqing Water Company does not exceed the applicable percentage ratios specified in the Listing Rules. Therefore, such transaction is not subject to the requirements under Chapters 14 and 14A of the Listing Rules. However, as the gearing ratio of Chongqing Water Company reaches 73.21%, the provision of guarantee by the Company for Chongqing Water Company is subject to consideration and approval at the general meeting according to requirements of the Articles.

Pursuant to the Articles, the provision of guarantee by the Company for Chongqing Water Company is subject to approval by the Shareholders at the general meeting.

14. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES OF THE COMPANY

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 seek for the 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.

LETTER FROM THE BOARD

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 be subject to 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 number of the Domestic Shares and 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 any 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% of the aggregate number of the Domestic Shares in issue; and
 - (ii) 20% of the aggregate number 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
- (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, conditional 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) so as to reflect the new capital and/or share capital structure of the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 3,684,640,154 Shares in issue. 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 additional Shares will be issued by the Company prior to the Annual General Meeting.

15. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 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 2019; (ii) the report of the Supervisory Committee for the year ended 31 December 2019; (iii) the audited financial statements and the auditor's report of the Company and its subsidiaries for the year ended 31 December 2019; (iv) the profit appropriation proposal for the year of 2019; (v) the appointment of the Company's auditor in 2020; (vi) provision of guarantee by the Company for Comprehensive Financing of Holroyd of GBP21.00 million; (vii) provision of guarantee by the Company for Comprehensive Financing of PTG Hong Kong of USD10.00 million; (viii) provision of guarantee by the Company for Comprehensive Financing of PTG or PTG Hong Kong or Holroyd of USD58.50 million; (ix) provision of guarantee by the Company for Loans of Chongqing General of RMB110.00 million; (x) provision of guarantee by Chongqing General for Loans of Chongtong Chengfei of RMB780.00 million; (xi) provision of guarantee by the Company for Guarantee Facilities of Chongqing Water Company of USD30.00 million and (xii) granting of General Mandate to issue new shares of the Company.

The form of proxy for use at the Annual General Meeting is enclosed in 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 reply slip despatched on 29 April 2020 by the Company in accordance with the instructions printed thereon not later than Friday, 29 May 2020 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 Directors' knowledge, information and belief after having made all reasonable enquiries, none of the Directors or Shareholders has a material interest in the resolutions to be proposed at the Annual General Meeting and no Shareholder is required to abstain from voting on any of the resolutions at the Annual General Meeting.

16. PROCEDURES FOR VOTING AT THE ANNUAL GENERAL MEETING

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

17. RECOMMENDATION

The Directors consider that all resolutions to be 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.

LETTER FROM THE BOARD

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.*
Wang YuXiang
Executive Director and Chairman

* *For identification purposes only*

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company 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 INTEREST

As at the Latest Practicable Date, none of the Directors, chief executive officers 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 PERSONS' 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 and H Shares of RMB1.00 each of the Company

Name of Shareholders	Number of		Capacity	Note	Percentage of	Percentage of	Percentage of
	shares	Categories			total issued	total issued	total issued
					domestic shares	H Shares	shares
					(%)	(%)	(%)
Chongqing Machinery and Electronic Holding (Group) Co., Ltd.	1,924,225,189	Domestic shares	Beneficial owner	(1)	74.46 (L)	—	52.22
	92,670,000	H Shares	Beneficial owner	(1)	—	8.42 (L)	2.52
Chongqing Yufu Assets Management Group Co., Ltd.	232,132,514	Domestic shares	Beneficial owner	(1)	8.98 (L)	—	6.30
Chongqing Construction Engineering Group Co., Ltd. (重慶建工集團股份有限公司)	232,132,514	Domestic shares	Beneficial owner	(2)	8.98 (L)	—	6.30
China Huarong Asset Management Co., Ltd.	195,962,467	Domestic shares	Beneficial owner	(3)	7.58 (L)	—	5.32
State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government	2,388,490,217	Domestic shares	Interest in controlled corporation	(1)	92.42 (L)	—	64.82
	92,670,000	H Shares	Interest in controlled corporation	(1)	—	8.42 (L)	2.52
Ministry of Finance of the PRC	195,962,467	Domestic shares	Interest in controlled corporation	(3)	7.58 (L)	—	5.32

(L) Long Position

H Shares of RMB1.00 each of the Company

Name of Shareholders	Number of shares	Capacity	Note	Percentage of	Percentage of
				total issued	total issued
				H Shares	shares
				(%)	(%)
The Bank of New York Mellon (formerly known as “The Bank of New York”)	87,276,000 (L)	Storekeeper		7.93 (L)	2.37 (L)
				0 (P)	0 (P)
The Bank of New York Mellon Corporation	87,276,000 (L)	Corporate interest under	(4)	7.93 (L)	2.37 (L)
	87,276,000 (P)	the control of major shareholders		7.93 (P)	2.37 (P)
GE Asset Management Incorporated	75,973,334 (L)	Investment Manager		6.91 (L)	2.06 (L)

(L) Long position

(S) Short position

(P) Lending Pool

Notes:

1. As Chongqing Machinery and Electronic Holding (Group) Co., Ltd. and Chongqing Yufu Assets Management (Group) Co. Ltd. are wholly owned by the State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government, the State-Owned Assets Supervision and Administration Commission of Chongqing Municipal Government is deemed to be interested in 1,924,225,189 domestic shares, 92,670,000 H 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 the 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) owned by it. Therefore, the 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 directly held as to 63.36% by the Ministry of Finance of the People's Republic of China and indirectly held as to 4.22% by it through its wholly-owned China Life Insurance (Group) Company, 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 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 H Shares of the Company.

Save as disclosed above, the Directors 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 2019, 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 CONTRACT

None of the Directors has a service contract with the Company which is not determinable 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 and his associates was interested in any business, 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 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 operation position of the Group since 31 December 2019, being the date to which the latest published audited consolidated accounts of the Group were made up.

9. MATERIAL CONTRACTS

As at the Latest Practicable Date, the following contracts (not being a contract entered into in the ordinary course of business) were entered into by the members of the Group within two years immediately preceding the Latest Practicable Date and are, or may be material:

- (i) On 20 April 2018, the Company and Chongqing Machinery and Electronic Holding (Group) Co., Ltd. (重慶機電控股(集團)公司) (“**Parent Company**”) entered into the Master Sales Supplemental Agreement, proposing to increase the annual caps of 2018 and 2019 by RMB170 million and RMB170 million from RMB180 million and RMB190 million, respectively. The annual caps of 2018 and 2019 after adjustment will be RMB350.0 million and RMB360.0 million, respectively.
- (ii) On 1 April 2019, the Company entered into the 2020-2022 Master Sales Agreement with Parent Company (for details please refer to the announcement of the Company dated 1 April 2019), pursuant to which the annual caps of total amount of sales for the years of 2020 to 2022 were RMB344.7 million, RMB330.0 million and RMB336.2 million, respectively.
- (iii) On 1 April 2019, the Company entered into the 2020-2022 Master Supplies Agreement with Parent Company (for details please refer to the announcement of the Company dated 1 April 2019), pursuant to which the annual cap of total amount of supplies for each year of 2020 to 2022 was RMB100.0 million.
- (iv) On 1 April 2019, the Company entered into the 2020-2022 Group Financial Services Framework Agreement with Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd. (重慶機電控股集團財務有限公司) (“**Finance Company**”) (for details please refer to the announcement of the Company dated 1 April 2019), the proposed annual caps for deposit service thereunder for three years ending 31 December 2022 were RMB3,155.0 million, RMB3,313.0 million and RMB3,479.0 million, respectively.

- (v) On 1 April 2019, Parent Company entered into the 2020-2022 Group Financial Services Framework Agreement with Finance Company (for details please refer to the announcement of the Company dated 1 April 2019), the proposed annual caps for loan service thereunder for three years ending 31 December 2022 were RMB2,350.0 million, RMB2,474.0 million and RMB2,754.0 million, respectively.
- (vi) On 6 January 2020, Chongqing Jiulongyuan High-Tech Industry Group Company Limited (“**High-Tech Group**”) entered into the Overall Relocation Project of Chongqing ABB – Acquisition Agreement for the Land of Yuqing Temple and Aboveground Buildings in Jiulongpo District of Chongqing ABB Transformer Co., Ltd. with Chongqing ABB Transformer Co., Ltd. (“**Chongqing ABB**”), an associated company of the Company, for details please refer to the announcement of the Company dated 6 January 2020. Pursuant to the agreement, Chongqing ABB shall transfer its land use rights of Yuqing Temple in Jiulongpo and the buildings (structures), attachments, ancillary facilities thereon to High-Tech Group. The area of land transferred is approximately 42,366m², and the consideration for the transfer of the target property is RMB850,000,000.
- (vii) On 14 January 2020 and 21 January 2020, the Company entered into two beneficiary certificates subscription agreements with Southwest Securities Co., Ltd. (“**SWSC**”), pursuant to which the Company subscribed for beneficiary certificates from SWSC for RMB150 million in cash in total.

10. MISCELLANEOUS

- (i) The registered office and the principal place of business in the PRC of the Company are at No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC.
- (ii) The principal place of business of the Company in Hong Kong is Room 1204-06, 12th Floor, the Chinese Bank Building, 61 Des Voeux Road Central, Central, Hong Kong.
- (iii) The Company’s H Share Registrar in Hong Kong is Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- (iv) The company secretary of the Company is Ms. Chiu Hoi Shan, who is a practicing solicitor of the High Court of Hong Kong.
- (v) Unless stated otherwise, in the event of inconsistency, the English language text of this circular shall prevail over the Chinese language text.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of Chiu & Co. (趙凱珊律師行) at Room 1204-06, 12th Floor, the Chinese Bank Building, 61 Des Voeux Road Central, Central, Hong Kong on any workday from the date of this circular up to and as at 18 June 2020:

- (i) the Articles;
- (ii) the annual reports of the Company for the two financial years ended 31 December 2018 and 2019;
- (iii) the material contracts referred to in the paragraph headed “Material Contracts” in this Appendix; and
- (iv) a copy of this circular.

**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: 2722)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**” or “**AGM**”) of Chongqing Machinery & Electric Co., Ltd.* (the “**Company**”) will be held at the Conference Room, 16/F, Jidian Building, No. 60, Middle Section of Huangshan Avenue, New North Zone, Chongqing City, the PRC on Thursday, 18 June 2020 at 9:00 a.m. (or any adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2019;
2. To consider and approve the report of the Supervisory Committee for the year ended 31 December 2019;
3. To consider and approve the audited financial statements and the auditor’s report of the Company and its subsidiaries for the year ended 31 December 2019;
4. To consider and approve the profit appropriation proposal of the Company for the year ended 31 December 2019 and the declaration of the final dividend of RMB0.01 per share (tax inclusive);
5. To consider and approve the 2020 annual budget report of the Company;
6. To consider and approve the appointment of ShineWing Certified Public Accountants (Special General Partnership) as the auditor of the Company for the year 2020 to hold office until the conclusion of the next annual general meeting and the total review and audit fees of RMB3.00 million for the Company’s 2020 interim financial report and 2020 annual financial report;
7. To consider and approve the provision of guarantee by the Company for comprehensive financing of Holroyd of GBP21.00 million;
8. To consider and approve the provision of guarantee by the Company for comprehensive financing of PTG Hong Kong of USD10.00 million;

* For identification purposes only

9. To consider and approve the provision of guarantee by the Company for comprehensive financing of PTG or PTG Hong Kong or Holroyd of USD58.50 million;
10. To consider and approve the provision of guarantee by the Company for loans of Chongqing General of RMB110.00 million;
11. To consider and approve the provision of guarantee by Chongqing General for loans of Chongtong Chengfei of RMB780.00 million;
12. To consider and approve the provision of guarantee by the Company for guarantee facilities of Chongqing Water Company of USD30.00 million.

SPECIAL RESOLUTION

13. 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 number 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, rights issue or any separate approval of the Shareholders of the Company) shall not exceed:
 - (i) 20% of the aggregate number of the Domestic Shares in issue; and
 - (ii) 20% of the aggregate number 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 domestic ordinary 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 laws to be held; or (c) the passing of a special resolution of the Company at a general meeting revoking or varying the authority set out in this resolution;

“Rights Issue” means the allotment or issue of shares or other securities of the Company 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, 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) 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 of Association 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) so as to reflect the new capital and/or share capital structure of the Company.”

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

Chongqing, the PRC
29 April 2020

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 to be a Member. A form of proxy for use at the Meeting is enclosed herewith. Where two or more persons are registered as 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. In order to determine the Members who are entitled to attend and vote at the Meeting, the register of Members will be closed from 19 May 2020 to 18 June 2020, 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 must be lodged with the Company's H Share Registrar Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 18 May 2020.

4. In order to ascertain the Shareholders who are entitled to receive the final dividend, the register of members of the Company will be closed from Thursday, 25 June 2020 to Tuesday, 30 June 2020 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 Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 24 June 2020.
5. Whether the holders of H shares of the Company could attend the Meeting, please 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 Serviced Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or by fax on or before Friday, 29 May 2020.
6. Whether the holders of Domestic Shares of the Company could attend the Meeting, please 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 Friday, 29 May 2020.

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