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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 ANNUAL GENERAL MEETING HELD ON
23 JUNE 2022**

The Board of the Company hereby announces that the resolutions set out in the notice of the AGM of the Company dated 24 May 2022 were duly passed by the Shareholders of the Company by way of poll at the AGM held on 23 June 2022.

Reference is made to the circular (the “**Circular**”) dated 24 May 2022 of Chongqing Machinery & Electric Co., Ltd.* (the “**Company**”) in connection with: (1) report of the Board of Directors of the Company in 2021; (2) report of the Supervisory Committee of the Company in 2021; (3) audited financial statements and auditor’s report of the Company and its subsidiaries in 2021; (4) the final report of the Company in 2021; (5) the profit appropriation proposal of the Company for the year ended 31 December 2021 and the declaration of the final dividend of RMB0.03 per share (tax inclusive); (6) the 2022 annual budget report of the Company; (7) appointment of the Company’s auditor in 2022; (8) continuing connected transactions/major transactions and continuing connected transactions; (9) re-election of directors; (10) continuous appointment of independent non-executive Directors who have served more than nine years; (11) re-election of supervisors; (12) administrative measures on Directors’ and Supervisors’ remuneration of the Company; (13) provision of guarantee by the Group for the financing of its subsidiaries; (14) proposed granting of General Mandate to issue new Shares of the Company and the notice of the Annual General Meeting. Terms used herein shall have the same meaning as defined in the Circular unless otherwise specified.

* For identification purposes only

RESULTS OF THE AGM

As at the date of Annual General Meeting (“AGM”) of the Company held on 23 June 2022, 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 AGM and to vote for or against the resolutions nos. 1-27 as set out in the notice of the AGM either in person, by their duly authorized representatives or by proxy at the meeting was 3,684,640,154 which was divided into 2,584,452,684 Domestic Shares and 1,100,187,470 H Shares. In addition, except the Parent Company and its associates who shall abstain from voting for resolutions nos. 8-10, there is no Share entitling the Shareholder to attend the AGM and abstain from voting in favour of any resolution at the AGM and no Shareholder is required under the Listing Rules to abstain from voting at the AGM.

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 AGM were duly passed. All the resolutions, which were voted on by poll, were approved by the Shareholders of the Company.

The poll results are as follows:

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
1.	To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2021;	2,603,780,571 100.000000%	0 0.000000%
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2021;	2,603,780,571 100.000000%	0 0.000000%
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 2021;	2,603,780,571 100.000000%	0 0.000000%
4.	To consider and approve the final report of the Company for the year ended 31 December 2021;	2,603,780,571 100.000000%	0 0.000000%
5.	To consider and approve the profit appropriation proposal of the Company for the year ended 31 December 2021 and the declaration of the final dividend of RMB0.03 per share (tax inclusive);	2,603,780,571 100.000000%	0 0.000000%
6.	To consider and approve the 2022 annual budget report of the Company;	2,603,780,571 100.000000%	0 0.000000%

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
7.	To consider and approve the appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company for the year 2022 to hold office until the conclusion of the next annual general meeting and the total review and audit fees of RMB2.60 million for the Company's 2022 interim financial report and 2022 annual financial report;	2,603,780,571 100.000000%	0 0.000000%
8.	To consider and approve the Master Sales Agreement entered into between the Company and Chongqing Machinery and Electric Holding (Group) Co., Ltd. on 7 April 2022 (the "2023-2025 Master Sales Agreement") and the proposed annual caps for such transactions for the three years ended 31 December 2025; and to authorize the directors of the Company to do all such further acts and things and execute all such further documents and take all such steps that are ancillary to the 2023-2025 Master Sales Agreement and of administrative nature which, in their absolute discretion, to implement and/or give effect to the matters contemplated under this resolution;	679,555,382 100.000000%	0 0.000000%
9.	To consider and approve the transactions in respect of the deposit services under the financial services framework agreement entered into between the Company and Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd. on 7 April 2022 (the "2023-2025 Group Financial Services Framework Agreement") and the proposed annual caps for such transactions for the three years ended 31 December 2025; and to authorize the directors of the Company to do all such further acts and things and execute all such further documents and take all such steps that are ancillary to the deposits services under the 2023-2025 Group Financial Services Framework Agreement and of administrative nature which, in their absolute discretion, to implement and/or give effect to the matters contemplated under this resolution;	664,283,495 97.752665%	15,271,887 2.247335%

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
10.	To consider and approve the transactions in respect of the loan services under the financial services framework agreement entered into between Chongqing Machinery and Electronic Holding (Group) Co., Ltd. and Chongqing Machinery and Electric Holding (Group) Finance Co., Ltd. on 7 April 2022 (the “2023-2025 Parent Group Financial Services Framework Agreement”) and the proposed annual caps for such transactions for the three years ended 31 December 2025 and to authorize the directors of the Company to do all such further acts and things and execute all such further documents and take all such steps that are ancillary to the loan services under the 2023-2025 Parent Group Financial Services Framework Agreement and of administrative nature which, in their absolute discretion, to implement and/or give effect to the matters contemplated under this resolution;	664,283,495 97.752665%	15,271,887 2.247335%
11.	To consider and approve the appointment of Mr. Zhang Fulun as an executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Zhang Fulun pursuant to the Administrative Measures on Directors’ and Supervisors’ Remuneration passed at the 2021 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;	2,601,782,571 99.923265%	1,998,000 0.076735%
12.	To consider and approve the appointment of Ms. Chen Ping as an executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Ms. Chen Ping pursuant to the Administrative Measures on Directors’ and Supervisors’ Remuneration passed at the 2021 annual general meeting and to enter into a service agreement with her 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;	2,603,780,571 100.000000%	0 0.000000%
13.	To consider and approve the appointment of Mr. Yang Quan as an executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Yang Quan pursuant to the Administrative Measures on Directors’ and Supervisors’ Remuneration passed at the 2021 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;	2,603,774,571 99.999770%	6,000 0.000230%

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
14.	To consider and approve the appointment of Mr. Huang Yong as a non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Huang Yong pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 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;	2,602,942,571 99.967816%	838,000 0.032184%
15.	To consider and approve the appointment of Ms. Wang Tingting as a non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Ms. Wang Tingting pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 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;	2,603,780,571 100.000000%	0 0.000000%
16.	To consider and approve the appointment of Mr. Dou Bo as a non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Dou Bo pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 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;	2,601,788,571 99.923496%	1,992,000 0.076504%
17.	To consider and approve the appointment of Mr. Cai Zhibin as a non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Cai Zhibin pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 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;	2,603,780,571 100.000000	0 0.000000%

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
18.	To consider and approve the appointment of Mr. Lo Wah Wai as an independent non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Lo Wah Wai pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 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;	2,601,788,571 99.923496	1,992,000 0.076504%
19.	To consider and approve the appointment of Mr. Ren Xiaochang as an independent non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Ren Xiaochang pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 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;	2,601,788,571 (99.923496%)	1,992,000 0.076504%
20.	To consider and approve the appointment of Mr. Jin Jingyu as an independent non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Jin Jingyu pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 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;	2,603,780,571 100.000000%	0 0.000000%
21.	To consider and approve the appointment of Mr. Liu Wei as an independent non-executive Director of the next session of the Board of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Board and to authorize the Board to fix the remuneration of Mr. Liu Wei pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 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;	2,601,876,571 99.926876%	1,904,000 0.073124%

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
22.	To consider and approve the appointment of Mr. Sun Wenguang as a supervisor of the next session of the Supervisory Committee of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Supervisory Committee and to authorize the Supervisory Committee to fix the remuneration of Mr. Sun Wenguang pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Supervisory Committee shall think fit and to do all such acts and things to give effect to such matters;	2,603,780,571 100.000000%	0 0.000000%
23.	To consider and approve the appointment of Ms. Wu Yi as a supervisor of the next session of the Supervisory Committee of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Supervisory Committee and to authorize the Supervisory Committee to fix the remuneration of Ms. Wu Yi pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 annual general meeting and to enter into a service agreement with her on and subject to such terms and conditions as the Supervisory Committee shall think fit and to do all such acts and things to give effect to such matters;	2,603,780,571 100.000000%	0 0.000000%
24.	To consider and approve the appointment of Mr. Wang Haibing as a supervisor of the next session of the Supervisory Committee of the Company to hold office from the date of the AGM until expiry of the term of the next session of the Supervisory Committee and to authorize the Supervisory Committee to fix the remuneration of Mr. Wang Haibing pursuant to the Administrative Measures on Directors' and Supervisors' Remuneration passed at the 2021 annual general meeting and to enter into a service agreement with him on and subject to such terms and conditions as the Supervisory Committee shall think fit and to do all such acts and things to give effect to such matters;	2,603,780,571 100.000000%	0 0.000000%
25.	To consider and approve the Administrative Measures on Directors' and Supervisors' Remuneration of the Company;	2,603,780,571 100.000000%	0 0.000000%
26.	To consider and approve the provision of guarantee by the Group for the financing of its subsidiaries;	2,603,780,571 100.000000%	0 0.000000%

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

SPECIAL RESOLUTION		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
27.	<p>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:</p> <p>“THAT</p> <p>(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;</p> <p>(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:</p> <p>(i) 20% of the aggregate number of the Domestic Shares in issue; and</p> <p>(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</p>	<p>2,586,516,684 99.336968%</p>	<p>17,263,887 0.663032%</p>

SPECIAL RESOLUTION		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
	<p>(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;</p> <p>and, for the purposes of this resolution:</p> <p>“Domestic Share(s)” mean domestic ordinary share(s) in the share capital of the Company which are subscribed and/or paid for in Renminbi;</p> <p>“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;</p>		

SPECIAL RESOLUTION		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
	<p>“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;</p>		
	<p>“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</p>		

SPECIAL RESOLUTION		Number of H Shares and Domestic Shares represented by votes casted and percentage of total number of H Shares and Domestic Shares represented by votes casted	
		FOR	AGAINST
(B)	<p>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:</p> <p>(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);</p> <p>(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</p> <p>(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.”</p>		

As more than 2/3 of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.

FINAL DIVIDEND

Declaration and payment of a final dividend of RMB0.030 per share (tax inclusive) for the year ended 31 December 2021 have been approved at the AGM. The final dividend will be paid on 28 July 2022 to those Shareholders whose names appear on the register of members of the Company on 29 June 2022 (the “**Date of Record**”). 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 Wednesday, 29 June 2022 to Thursday, 7 July 2022 (both days inclusive), during which period no transfer of shares will be registered.

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations which took effect on 1 January 2008, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. Therefore, the Company will distribute the final dividend to non-resident enterprise Shareholders whose names appear on the register of members of the Company on 29 June 2022, subject to a deduction of 10% corporate income tax withheld and paid by the Company on their behalf.

Cheques will be despatched to holders of H Shares who are entitled to receive such dividend by ordinary post at the holders' risk on 28 July 2022 by the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, and dividends will be paid in Hong Kong dollars. RMB will be converted to Hong Kong dollars based on the average currency rates prevailing week (being 16 June to 22 June 2022) before the date of dividend declaration as announced by the People's Bank of China (RMB0.853796 is approximately equivalent to HK\$1.00). The dividend payable to each H Share is approximately HK\$0.035137.

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

Chongqing, the PRC 23 June 2022

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