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**北人**  
BEIREN

**北人印刷機械股份有限公司**

**BEIREN PRINTING MACHINERY HOLDINGS LIMITED**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 0187)**

## **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2013**

**The Board of Directors of the Company and all members of the Board of Directors warrant that this announcement does not contain any false information, misleading statement or material omission and accept joint and several responsibilities for the truthfulness, accuracy and completeness of the contents herein contained.**

The board of Beiren Printing Machinery Holdings Limited (the “**Company**”) has decided to convene the first extraordinary general meeting (“**EGM**”) in 2013. At the EGM, resolutions on the change of directors and supervisors of the Company and amendments to the Articles of Association of the Company, etc. will be considered and voted on site. The relevant matters of the notice are set out as follows:

### **I. BASIC INFORMATION OF THE EGM:**

- (1) Convenor of the meeting: the board of the Company
- (2) Mode of the meeting: Voting on site
- (3) Time of the meeting: 16 December 2013 (Monday) at 9:30 am
- (4) Place of the meeting: Conference Room of the Company, Room 6206, No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing
- (5) Share record date: 15 November 2013 (Friday)

### **II. MATTERS FOR CONSIDERATION AT THE MEETING:**

Ordinary resolutions:

1. To consider and approve the resolutions on the change of certain directors of the Company:
  - (1) To consider and approve Mr. Jiang Zili as the non-executive director of the Company;

- (2) To consider and approve Mr. Wang Pingsheng as the executive director of the Company;
  - (3) To consider and approve Mr. Hu Chuanzhong as the executive director of the Company;
  - (4) To consider and approve Mr. Kang Yiqing as the executive director of the Company;
  - (5) To consider and approve Mr. Li Junjie as the executive director of the Company;
2. To consider and approve the resolution on changes to directors' remuneration and entering into written contract;
  3. To consider and approve the resolutions on the change of supervisors of the Company:
    - (1) To consider and approve Ms. Liu Zhe as the supervisor of the Company;
    - (2) To consider and approve Mr. Han Bingkui as the supervisor of the Company;
  4. To consider and approve the resolution on changes to supervisors' remuneration and entering into written contract;
  5. To consider and approve the resolution in relation to disposal of the property located at No. 25, West Huaweili, Chaoyang District, Beijing, PRC by Beijing Tianhai Industrial Co., Ltd. to Beijing Jingcheng Electric Management Co., Ltd..

Special resolutions:

6. To consider and approve the resolution on the amendments to the Articles of Association:

**a. Original text of Article 1:**

Article 1 Beiren Printing Machinery Holdings Limited (hereafter “the Company”) was established prior to the implementation of the Company Law of the People’s Republic of China (“the Company Law”) in accordance with relevant laws and regulations of the state and the Guideline Opinions for Joint Stock Liability Company promulgated by the State Commission for Restructuring the Economic System, and continues to exist upon the entry into force of the Company Law, and has been restructured pursuant to the Company Law and the State Council’s Special Regulations Regarding the Issue and Listing of Shares Overseas by Joint Stock Liability Companies (the “Special Regulations”) and satisfied the conditions specified by the Company Law.

The Company was established by the promoter on July 12, 1993 with the approval of the State Commission for Restructuring the Economic System (Ti Gai Sheng (1993) No.117), and registered in Beijing Administration of Industry and Commerce on July 13, 1993, and obtained the Business License for Legal Person, and the license number is: 110000005015956.

Beiren Group Corporation is the promoter of the Company.

**is now amended as:**

Article 1 Beijing Jingcheng Machinery Electric Company Limited (hereafter “the Company”) was established prior to the implementation of the Company Law of the People’s Republic of China (“the Company Law”) in accordance with relevant laws and regulations of the state and the Guideline Opinions for Joint Stock Liability Company promulgated by the State Commission for Restructuring the Economic System, and continues to exist upon the entry into force of the Company Law, and has been restructured pursuant to the Company Law and the State Council’s Special Regulations Regarding the Issue and Listing of Shares Overseas by Joint Stock Liability Companies (the “Special Regulations”) and satisfied the conditions specified by the Company Law.

The Company was established by the promoter on July 12, 1993 with the approval of the State Commission for Restructuring the Economic System (Ti Gai Sheng (1993) No.117), and registered in Beijing Administration of Industry and Commerce on July 13, 1993, and obtained the Business License for Legal Person, and the license number is: 110000005015956.

Beiren Group Corporation is the promoter of the Company.

**b. Original text of Article 4:**

Article 4 The Company’s registered Chinese name: 北人印刷機械股份有限公司

English name: Beiren Printing Machinery Holdings Limited

**is now amended as:**

Article 4 The Company’s registered Chinese name: 北京京城機電股份有限公司

English name: Beijing Jingcheng Machinery Electric Company Limited

**c. Original text of Article 5:**

Article 5 The Company’s address: No.6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing, the PRC, postal code:100176, telephone number: 67886677

**is now amended as:**

Article 5 The Company’s address: Rm 901, Jingcheng Holding Mansion, No. 59 Dongsanhuan Road Central, Chaoyang District, Beijing, the PRC postal code:100022, telephone number: 010-87707356

**d. Original text of Article 13:**

Article 13 Objectives: the Company shall lawfully conduct the business, utilize the funds in a proper and effective manner, introduce the advanced and scientific management, keep seeking for the technical progress, use the latest market and technical information to duly adjust the operation strategy, pay attention to economic lot size and scale of economy, engage in printing machines and related industries, explore domestic and international market with excellent products, superior service and advanced technology, to be world-class company, and to ensure the greatest extent proper economic returns to the shareholders lawfully.

**is now amended as:**

Article 13 Objectives: the Company shall lawfully conduct the business, utilize the funds in a proper and effective manner, introduce the advanced and scientific management, keep seeking for the technical progress, use the latest market and technical information to duly adjust the operation strategy, pay attention to economic lot size and scale of economy, engage in gas storage and transportation equipments and related industries, explore domestic and international market with excellent products, superior service and advanced technology, to be world-class company, and to ensure the greatest extent proper economic returns to the shareholders lawfully.

**e. Original text of Article 14:**

Article 14 Authorised scope of operation: production of printing machines, press equipment, packing machines and parts and components for the aforesaid machines; general logistics.

General scope of operation: development, design and sales, maintenance and installation of printing machines, press equipment, packing machines and parts of the aforesaid machines and equipments; technical consultancy, technical service, technical training with respect to printing equipments and technologies; management of the export of own enterprises' and member enterprises' self-produced products and technology; the import of auxiliary materials, instruments and meters, parts and components of machine tools and technologies required for own enterprises' and member enterprises' production (apart from those restricted by the State from import and export); processing on customer-supplied materials and "processing raw materials on clients' demands, assembling parts for clients and processing according to clients' samples or compensation trade"; the rental of office space, machineries and equipments; sales of printing machines.

The Company shall file application with registration authority based on the scope of operation set out in this article. The scope of business of the Company shall be consistent with and subject to that approved by the authority responsible for the registration of the Company.

The Company is allowed to set up branches, subsidiaries, jointly controlled enterprises and offices overseas based on the scope of operation set out in this article upon gaining approval in accordance with the approval procedures.

**is now amended as:**

Article 14 Authorised scope of operation: production of gas cylinders, accumulator shells, pressure vessels and auxiliary equipments, add-on components, fire extinguishers, fire extinguishing products and components, gas cylinders for medical use, gas cylinders for life rescues, gas cylinders and components for food machineries, gas and wrapped cylinders and components for gas vehicles, gas storage special containers, bundled devices, cryogenic gas cylinders and components, LPG cylinders and components, aluminum cores, cylinders and components, new enhanced complex materials (carbon fiber, organic fibre and high strength glass fibre) and products, complex gas cylinders (auto natural gas storage cylinders, gas storage cylinders for respirators, containers for water treatment), testing equipment for complex gas cylinders, production of compressors (piston compressor, membrane compressor and membrane compressor of nuclear grading); general logistics (validity of Road Transport Licenses until 7 May 2016).

General scope of operation: providing installation, adjustment, maintenance, technical consultancy and services of self-production product; sales of self-production product; wholesale of cryogenic containers; after-sales service and maintenance, design and sale of compressors (piston compressor, membrane compressor and membrane compressor of nuclear grading) and accessories; sale of machinery equipment and electrical equipment; equipment maintenance; technical advisory and technical services; import and export of commodities and acting as import and export agency; professional contractor.

The Company shall file application with registration authority based on the scope of operation set out in this article. The scope of business of the Company shall be consistent with and subject to that approved by the authority responsible for the registration of the Company.

The Company is allowed to set up branches, subsidiaries, jointly controlled enterprises and offices overseas based on the scope of operation set out in this article upon gaining approval in accordance with the approval procedures.

**f. Original text of Article 72:**

Article 72 The place for holding general meetings is: No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing, China.

The general meeting shall have a meeting place for convening the onsite meetings.

**is now amended as:**

Article 72 The place for holding general meetings is: Jingcheng Holding Mansion, No. 59 Dongsanhuan Road Central, Chaoyang District, Beijing, the PRC

The general meeting shall have a meeting place for convening the onsite meetings.

**g. Original text of Article 267:**

Article 267 The Company designates Shanghai Securities News as the newspaper for information disclosure, and <http://www.sse.com.cn> and <http://www.hkexnews.hk> as the websites for information disclosure.

**is now amended as:**

Article 267 The Company discloses information on press designated by the China Securities Regulatory Commission, and <http://www.sse.com.cn> and <http://www.hkexnews.hk> as the websites for information disclosure.

**h. Original text of Article 270:**

Article 270 In these Articles of Association, the following expressions shall have the following meanings unless the context otherwise requires:

“the Articles of Association”, “the Company’s Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Chairman of the board”, “chairman of the board of the Company”	Chairman of the board of directors of the Company
“Director(s)”	Director(s) of the Company
“Ordinary shares”	Any domestic-invested shares or overseas-listed foreign-invested shares listed in Hong Kong
“Residence or legal address of the Company”	No.6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing, the PRC

“Renminbi”	Legal currency of the PRC
“Secretary of the board”	the secretary appointed by the board of directors of the Company
“China” or “the State”	People’s Republic of China

In these Articles of Association, accountancy firm shall have the same meaning as “auditor”.

**is now amended as:**

Article 270 In these Articles of Association, the following expressions shall have the following meanings unless the context otherwise requires:

“the Articles of Association”, “the Company’s Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Chairman of the board”, “chairman of the board of the Company”	Chairman of the board of directors of the Company
“Director(s)”	Director(s) of the Company
“Ordinary shares”	Any domestic-invested shares or overseas-listed foreign-invested shares listed in Hong Kong
“Residence or legal address of the Company”	Rm 901, Jingcheng Holding Mansion, No. 59 Dongsanhuan Road Central, Chaoyang District, Beijing, the PRC
“Renminbi”	Legal currency of the PRC
“Secretary of the board”	the secretary appointed by the board of directors of the Company
“China” or “the State”	People’s Republic of China

In these Articles of Association, accountancy firm shall have the same meaning as “auditor”.

The above amendments to the Articles of Association of the Company were passed at the twelfth meeting of the seventh board of directors held on 31 October 2013. The amendments of the content approved by State Administration for Industry and Commerce shall prevail.

7. To consider and approve the resolution on the amendment of Rules of Procedure of the General Meeting of Shareholders:

“Beiren Printing Machinery Holdings Limited” in the original Procedural Rules of the Meetings of the Supervisory Committee be changed to “Beijing Jingcheng Machinery Electric Company Limited”.

**Original text of Article 20:**

Article 20 The Company shall hold General Meetings at No. 6 Rongchang East Street, Beijing Economic-Technological Development Area.

A General Meeting shall be held at a meeting place in the form of on-the-spot meeting. The Company may enable shareholders to have access to the General Meeting by using safe, economic and convenient network or any other means. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.

A shareholder may attend a General Meeting in person and exercise his voting right, or may entrust other person to attend the meeting and exercise the voting right to the extent of the authorization given.

**is now amended as:**

Article 20 The Company shall hold General Meetings at Jingcheng Holding Mansion, No. 59 Dongsanhuan Road Central, Chaoyang District, Beijing, the PRC.

A General Meeting shall be held at a meeting place in the form of on-the-spot meeting. The Company may enable shareholders to have access to the General Meeting by using safe, economic and convenient network or any other means. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.

A shareholder may attend a General Meeting in person and exercise his voting right, or may entrust other person to attend the meeting and exercise the voting right to the extent of the authorization given.



8. To consider and approve the resolution on the amendment of Rules of Procedure for the Board of Directors:

The original name of the Company is “Beiren Printing Machinery Holdings Limited”, now amended as “Beijing Jingcheng Machinery Electric Company Limited”.

9. To consider and approve the resolution on the amendment of Rules of Procedure for the Supervisory Committee.

The original name of the Company is “Beiren Printing Machinery Holdings Limited”, now amended as “Beijing Jingcheng Machinery Electric Company Limited”.

### **III. WHO AND HOW TO JOIN THE EGM:**

- (1) The directors, supervisors and senior management of the Company.
- (2) Related parties such as solicitors engaged by the Company.
- (3) Share record date: 15 November 2013 (Friday)

Shareholders whose names appear on the register of members of the Company at the close of business in the afternoon on 15 November 2013 (Friday) are entitled to attend the EGM and may appoint a proxy in writing to attend and vote. A proxy need not be a shareholder of the Company.

- (4) Shareholders who intend to attend the EGM in person or by proxy should deliver the reply slip to the Company on or before 26 November 2013 by hand, by post or by fax.
- (5) Holders of the Company’s H shares should note that, the register of holders of H shares will be closed from 15 November 2013 to 16 December 2013, both days inclusive. Holders of the Company’s H shares who intend to attend the EGM, must lodge all transfer documents of shares accompanied by the relevant share certificates with the Hong Kong Registrars Ltd. at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 14 November 2013.

A corporate shareholder shall be represented at the meeting by its legal representative, or a proxy appointed by the legal representative. If a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce the document of his identity, valid proof of his identity as a legal representative and the evidence of shareholding. Where a proxy is appointed by the legal representative to attend the meeting on his behalf, the proxy shall produce the document of his identity, the written proxy form duly issued by the legal representative of the corporate shareholder and the evidence of shareholding.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf.

If more than one proxy is appointed by a Shareholder, such proxies will only be entitled to vote on a poll.

Shareholders shall appoint a proxy in written form, which shall be signed by the person appointing the proxy or an attorney authorised by such person in writing. In order to be valid, a form of proxy signed by an attorney shall be submitted together with the power of attorney or other documents of authorization notarially certified to the Company's registered address not less than 24 hours before convening the EGM.

#### **IV. OTHER MATTERS:**

The Company's registered address: No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing

Contact number: 010-67802565

Fax number: 010-67802570

Postal Code: 100176

Contact Person: Jiao Ruifang

It is expected that the EGM will take half a day and shareholders attending the EGM shall be responsible for their own transportation and accommodation costs.

**The Board of Beiren Printing Machinery Holdings Limited**

31 October 2013

*As at the date of this announcement, the board of directors of the Company comprises Mr. Zhang Peiwu, Mr. Chen Bangshe and Ms. Jiang Chi as executive directors, Mr. Teng Mingzhi, Ms. Wu Dongbo, Mr. Li Shenggao and Ms. Wei Li as non-executive directors and Mr. Zhang Shuangru, Ms. Wang Hui, Mr. Xie Bingguang and Mr. Wang Deyu as independent non-executive directors.*