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(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 0187)

## ANNOUNCEMENT ON THE PROGRESS OF MATERIAL ASSET REORGANISATION AND CONNECTED TRANSACTION

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.

## 1. Approval in relation to the material asset reorganisation and connected transaction

On 26 September 2013, Beijing Jingcheng Machinery Electric Company Limited (the "Company", previously known as Beiren Printing Machinery Holdings Limited before the change of name) received the approval in relation to the Material Asset Reorganisation of Beiren Printing Machinery Holdings Limited (Zheng Jian Xu Ke [2013] No. 1240) from the China Securities Regulatory Commission, whereby the Company's material asset reorganisation and connected transaction matters have been approved.

According to the material asset reorganisation and connected transaction proposal, the Company exchanged all its assets and liabilities with 88.50% equity interest in Beijing Tianhai Industry Co., Ltd,100% equity interest in Jingcheng Holding (Hong Kong) Company Limited and 100% equity

interest in Beijing Jingcheng Compressor Co., Ltd. held by Beijing Jingcheng Machinery Electric Holding Co., Ltd. ("Jingcheng Holding"). The difference is to be paid in cash. For details, please refer to the "Report on Material Asset Reorganisation and Connected Transaction of Beiren Printing Machinery Holdings Limited (Revised)" and relevant documents published by the Company on 26 September 2013 on the website of Shanghai Stock Exchange at http://www.sse.com.cn and the website of HKExnews at http://www.hkexnews.hk.

## 2. Progress on material asset reorganisation and connected transaction

The assets transfer for material asset reorganisation and connected transaction has entered into the completion stage. Details are as follows:

- (1) According to the "Material Asset Reorganisation Agreement between Beiren Printing Machinery Holdings Limited, Beijing Jingcheng Machinery Electric Holding Co., Ltd. and Beiren Group Corporation" and its supplemental agreement between the parties, the completion period for the material asset reorganisation started from 26 September 2013.
- (2) On 31 October 2013, approval was obtained from the twelfth meeting of the seventh session of the board of directors of the Company by way of resolution, the Company entered into "Material Asset Reorganisation Completion Agreement between Beiren Printing Machinery Holdings Limited and Beijing Jingcheng Machinery Electric Holding Co., Ltd. and Beiren Group Corporation" with Jingcheng Holding and Beiren Group Corporation.
- (3) On 16 December 2013, the resolution on the change in company name and amendments to the Articles of Association was considered and approved at the First Extraordinary General Meeting of 2012 and the First Extraordinary General Meeting of 2013 of the Company. Currently, the approval from Beijing Municipality State Administration of Industry and Commerce has been obtained and the Company has completed the procedures for registration of changes in registered company name, business address and scope of business and obtained the business license after such changes. The Company has completed the necessary filing procedures with the Hong Kong Companies Registry upon its approval and has received the certificate of change of name of a

non-Hong Kong company issued by the Hong Kong Companies Registry.

(4) At present, each party is actively carrying out the relevant procedures for registration of

change in certain land use rights of outgoing assets and change in businesses for certain

subsidiaries.

(5) As confirmed by the Company, Jingcheng Holding has paid RMB5,522,900 in cash to the

Company, being the difference between the outgoing and incoming assets under the material asset

reorganisation and such amount has been fully received.

The Company will press on with the follow-up work in respect of the material asset reorganisation

and connected transaction, and perform the information disclosure obligation in accordance with

the requirements of relevant laws and regulations.

The board of directors of

**Beijing Jingcheng Machinery Electric Company Limited** 

28 February 2014

As at the date of this announcement, the board of directors of the Company comprises Mr.

Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Wu Yanzhang, Mr. Li Junjie and Ms. Jiang

Chi as executive directors, Mr. Jiang Zili and Ms. Wu Dongbo as non-executive directors

and Mr. Zhang Shuangru, Ms. Wang Hui, Mr. Xie Bingguang and Mr. Wang Deyu as

independent non-executive directors.

3