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**北京京城機電股份有限公司**

**Beijing Jingcheng Machinery Electric Company Limited**

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

**(Stock Code: 0187)**

**ANNOUNCEMENT OF RESOLUTIONS  
PASSED AT THE 2014 ANNUAL GENERAL MEETING**

The Board and all members of the Board warrant that this announcement does not contain any false information, misleading statement or material omission and severally and jointly accept full responsibility for the truthfulness, accuracy and completeness of the contents herein contained.

**IMPORTANT NOTICES:**

- Whether the 2014 annual general meeting (“AGM”) of Beijing Jingcheng Machinery Electric Company Limited (the “Company”) has vetoed resolution: Yes

**I. CONVENING AND ATTENDANCE OF THE AGM**

- (1) Date of the AGM: 9 June 2015
- (2) Venue of the AGM: the First Conference Room, 18/F, Jingcheng Machinery Electric Building, No. 59 Mansion, Dongsanhuan Road Central, Chaoyang District, Beijing

- (3) Information of ordinary shareholders and preferred shareholders of recovery voting rights of the Company (the “Shareholders”) who attended the AGM and their shareholdings:

1. Total number of Shareholders attending either in person or by proxy	8
of which: Number of holders of A Shares	8
Number of holders of overseas listed shares (H Shares)	0
2. Total number of shares with voting rights held by Shareholders attended the AGM (shares)	192,277,001
of which: Total number of shares held by holders of A Shares	192,277,001
Total number of shares held by holders of overseas listed shares (H Shares)	0
3. The number of voting shares held by Shareholders attended the AGM representing the total voting shares of the Company (%)	45.55
of which: Shares held by holders of A Shares representing the total issued shares of the Company (%)	45.55
Shares held by holders of overseas listed shares (H Shares) representing the total issued shares of the Company(%)	0

- (4) Whether the voting was in compliance with the Company Law of the PRC and the articles of association of the Company (the “Articles of Association”), and information of presiding etc.

The 2014 AGM was convened by the board of directors (the “Board”) of the Company and presided over by Mr. Hu Chuanzhong, the chairman of the Board of the Company, the votes of which are carried out by on-site voting and online voting. The convening, holding and way of poll of the AGM were in compliance with requirements of relevant laws, regulations and rules such as the Company Law of the PRC, and the Articles of Association.

- (5) Attendance of directors, supervisors and the secretary to the board at the AGM

1. All eight directors of the Company in office attended the AGM.
2. All three supervisors of the Company in office attended the AGM.
3. The secretary to the board of the Company attended the AGM, and senior management officers attended the AGM.

## II. CONSIDERATION AND VOTING RESULTS OF THE RESOLUTIONS

### (1) Resolutions for non-cumulative voting

1. Name of resolution: To consider and approve the 2014 annual report of the Company

The resolution was passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

2. Name of resolution: To consider and approve the 2014 work report of the board of directors of the Company

The resolution was passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

3. Name of resolution: To consider and approve the 2014 work report of the supervisory committee of the Company

The resolution was passed at the AGM.

Voting information:

<b>Type of Shareholders</b>	<b>For</b>		<b>Against</b>		<b>Abstain</b>	
	<b>Number of votes</b>	<b>Proportion (%)</b>	<b>Number of votes</b>	<b>Proportion (%)</b>	<b>Number of votes</b>	<b>Proportion (%)</b>
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

4. Name of resolution: To consider and approve the 2014 Financial Reports of the Company audited by the auditor

The resolution was passed at the AGM.

Voting information:

<b>Type of Shareholders</b>	<b>For</b>		<b>Against</b>		<b>Abstain</b>	
	<b>Number of votes</b>	<b>Proportion (%)</b>	<b>Number of votes</b>	<b>Proportion (%)</b>	<b>Number of votes</b>	<b>Proportion (%)</b>
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

5. Name of resolution: To consider and approve the 2014 internal control report of the Company audited by the auditor

The resolution was passed at the AGM.

Voting information

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

6. Name of resolution: To consider and approve the report of the independent non-executive directors of the Company for 2014

The resolution was passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

7. Name of resolution: To consider and approve re-appointment of SHINEWING Certified Public Accountants LLP as the auditor for the Company's 2015 Financial Reports, and to authorise the board of directors to enter into a service contract with it and determine its remuneration

The resolution was passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

8. Name of resolution: To consider and approve re-appointment of Shu Lun Pan Certified Public Accountants LLP as the Company's 2015 internal control auditor, and to authorise the board of directors to enter into a service contract with it and determine its remuneration

The resolution was passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

9. Name of resolution: To consider and approve the resolution of the Company not to distribute any profit for the year 2014

The resolution was passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

10. Name of resolution: To consider and approve the resolution of the amendments to the Articles of Association

The resolution was passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

11. Name of resolution: To authorise the board of directors to determine the remuneration of the directors and supervisors

The resolution was passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	191,627,001	99.68	600,000	0.32	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	191,627,001	99.68	600,000	0.32	0	0.00

12. Name of resolution: To consider and approve the continuing connected transactions in relation to finance lease cooperation framework agreement entered into between the subsidiary of the Company, namely 北京天海工業有限公司 (Beijing Tianhai Industry Co., Ltd.) and 北京京城國際融資租賃有限公司 (Beijing Jingcheng International Financial Leasing Co., Ltd.)

The resolution was not passed at the AGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
Holders of A Shares	7,001	1.15	600,000	98.85	0	0.00
Holders of H Shares	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total:	7,001	1.15	600,000	98.85	0	0.00



(2) Resolutions for cumulative voting

13. To consider and approve the resolutions of electing the eighth session of the board of directors of the Company

<b>Resolution No.</b>	<b>Name of resolution</b>	<b>Number of votes</b>	<b>Number of votes representing total number of shares carrying effective voting rights held by Shareholders who attended the AGM (%)</b>	<b>Elected or not</b>
13.1	To elect Liu Zhe as the executive director of the eighth session of the board of directors of the Company	191,855,901	99.80	Yes
13.2	To elect Jin Chunyu as the non-executive director of the eighth session of the board of directors of the Company	191,855,901	99.80	Yes
13.3	To elect Fu Hongquan as the non-executive director of the eighth session of the board of directors of the Company	191,855,901	99.80	Yes

14. To consider and approve the resolutions of electing the eighth session of the supervisory committee of the Company

<b>Resolution No</b>	<b>Name of resolution</b>	<b>Number of votes</b>	<b>Number of votes representing total number of shares carrying effective voting rights held by Shareholders who attended the AGM (%)</b>	<b>Elected or not</b>
14.1	To elect Chang Yun as the supervisor of the eighth session of the supervisory committee of the Company	191,855,901	99.80	Yes
14.2	To elect Wang Weijing as the supervisor of the eighth session of the supervisory committee of the Company	191,855,901	99.80	Yes

(3) Voting details on material issues by Shareholders holding less than 5% interests

<b>Resolution No.</b>	<b>Name of resolution</b>	<b>For</b>		<b>Against</b>		<b>Abstain</b>	
		<b>Number of votes</b>	<b>Proportion (%)</b>	<b>Number of votes</b>	<b>Proportion (%)</b>	<b>Number of votes</b>	<b>Proportion (%)</b>
7	To consider and approve re-appointment of SHINEWING Certified Public Accountants LLP for the Company's 2015 Financial Reports, and to authorise the board of directors to enter into a service contract with it and determine its remuneration	7,001	1.15	600,000	98.85	0	0.00

8	To consider and approve re-appointment of Shu Lun Pan Certified Public Accountants LLP as the Company's 2015 internal control auditor, and to authorise the board of directors to enter into a service contract with it and determine its remuneration	7,001	1.15	600,000	98.85	0	0.00
9	To consider and approve the resolution of the Company not to distribute any profit for the year 2014	7,001	1.15	600,000	98.85	0	0.00
10	To consider and approve the resolution of the amendments to the Articles of Association	7,001	1.15	600,000	98.85	0	0.00
11	To authorise the board of directors to determine the remuneration of the directors and supervisors	7,001	1.15	600,000	98.85	0	0.00
12	To consider and approve the continuing connected transactions in relation to finance lease cooperation framework agreement entered into between the subsidiary of the Company, namely 北京天海工業有限公司 (Beijing Tianhai Industry Co., Ltd.) and 北京京城國際融資租賃有限公司 (Beijing Jingcheng International Financial Leasing Co., Ltd.)	7,001	1.15	600,000	98.85	0	0.00

13.1	To elect Liu Zhe as the executive director of the eighth session of the board of directors of the Company	235,901	38.86				
13.2	To elect Jin Chunyu as the non-executive director of the eighth session of the board of directors of the Company	235,901	38.86				
13.3	To elect Fu Hongquan as the non-executive director of the eighth session of the board of directors of the Company	235,901	38.86				
14.1	To elect Chang Yun as the supervisor of the eighth session of the supervisory committee of the Company	235,901	38.86				
14.2	To elect Wang Weijing as the supervisor of the eighth session of the supervisory committee of the Company	235,901	38.86				

Note: The table above sets out the voting information by Shareholders holding less than 5% interests excluding the directors, supervisors and senior management of the Company.

#### (4) Illustration regarding voting on the resolutions

The No. 10 resolution of the 2014 AGM is a special resolution and has been approved by over two third of the total number of shares carrying valid voting rights held by Shareholders who attended the AGM. The No.1-9 and No.11, 13 and 14 resolutions are ordinary resolutions and have been approved by over one half of the total number of shares carrying valid voting rights held by Shareholders who attended the AGM. In respect of resolution No.12, it has not been approved by over one half of the total number of shares carrying valid voting rights held by Shareholders who attended the AGM, and such resolution was not approved. In respect of voting on the No.12 resolution, the affiliated Shareholder namely Beijing Jingcheng Machinery Electric Holding Co., Ltd and director Mr. Xia Zhonghua, have abstained from voting.

### III. PRESENCE OF LAWYER'S CERTIFICATION

1. Attesting law firm for the AGM: Beijing Kang Da Law Firm

Lawyer: Zhang Yujia

2. Legal opinion after attestation:

In the opinions of the lawyers, the convening and the procedure for convening and holding of the AGM, the resolutions considered and approved at the meeting, the eligibility of the persons who attended the meeting and the convener, and the voting procedures were in compliance with the laws, regulations and the Articles of Association, and the poll results were lawful and effective.

### IV. DOCUMENTS AVAILABLE FOR INSPECTION

1. The resolutions passed at the AGM;
2. The legal opinion issued by Beijing Kang Da Law Firm in respect of the AGM.

**The board of directors of  
Beijing Jingcheng Machinery Electric Company Limited**

Beijing, the PRC, 9 June 2015

*As at the date of this announcement, the board of directors of the Company comprises Mr. Hu Chuanzhong, Mr. Li Junjie, Ms. Liu Zhe and Ms. Jiang Chi as executive directors, Mr. Xia Zhonghua, Ms. Jin Chunyu and Mr. Fu Hongquan as non-executive director and Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong as independent non-executive directors.*