

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 2015 ANNUAL GENERAL MEETING**

The board of directors of the Company (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 meeting has vetoed resolution: No

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

- (I) Date of the AGM: 16 June 2016
- (II) Venue of the AGM: Conference Room, 23/F, Jingcheng Machinery Electric Building, No. 59 Mansion, Dongsanhuan Road Central, Chaoyang District, Beijing, PRC
- (III) 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	11
of which: Number of holders of A Shares	11
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)	186,353,887
of which: Total number of shares held by holders of A Shares	186,353,887
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 (%)	44.16
of which: Shares held by holders of A Shares representing the total issued shares of the Company (%)	44.16
Shares held by holders of overseas listed shares (H Shares) representing the total issued shares of the Company(%)	0

(IV) Whether the voting was in compliance with the Company Law of the PRC and the Articles of Association, and information of presiding etc.

The 2015 AGM was convened by the Board of the Company and presided over by Mr. Wang Jun, 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.

**(V) Attendance of directors, supervisors and the secretary to the board at the AGM**

1. Ten of the eleven directors of the Company in office attended the AGM. Mr. Fan Yong, a director, was absent due to other business engagement and appointed Mr. Yang Xiaohui to attend the meeting on his behalf and exercise the voting right;
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 2015 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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

2. Name of resolution: To consider and approve the 2015 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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

3. Name of resolution: To consider and approve the 2015 work report of the supervisory committee 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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

4. Name of resolution: To consider and approve the 2015 financial reports 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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

5. Name of resolution: To consider and approve the 2015 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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

6. Name of resolution: To consider and approve the 2015 work report of the independent non-executive 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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

7. Name of resolution: To consider and approve re-appointment of SHINEWING Certified Public Accountants LLP as the auditor for the Company's 2016 financial reports, and to authorise the board of directors of the Company to sign 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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

8. Name of resolution: To consider and approve re-appointment of Shu Lun Pan Certified Public Accountants LLP as the Company's 2016 internal control auditor for the Company's 2016 internal control report, and to authorise the board of directors of the Company to sign 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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

9. Name of resolution: To consider and approve the resolution of the Company not to distribute any profit for the year 2015

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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

10. Name of resolution: To consider and approve the revised Management Measures on the Efficiency Assessment of Senior Management.

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	186,352,787	99.99	0	0	1,100	0.01
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	186,352,787	99.99	0	0	1,100	0.01

11. Name of resolution: To consider and approve the resolution in relation to the non-exercise of the right of first refusal by Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company (“Tianhai Industrial”) to acquire the equity interests held by Beijing Bashi Media Co., Ltd. (“Beiba Media”) and Beijing Jingguofa Equity Investment Fund (limited partnership) (“Jingguofa”) in Beijing Minghui Tianhai Gas Storage and Transportation Equipment Trading Co., Ltd. (“Minghui Tianhai”) under the capital injection agreement dated 16 May 2014 entered into amongst Minghui Tianhai, Beiba Media, Jingguofa and Tianhai Industrial.

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	5,732,787	99.98	0	0	1,100	0.02
Holders of H Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total:	5,732,787	99.98	0	0	1,100	0.02

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

Resolution No.	Name of resolution	For		Against		Abstain	
		Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
11	To consider and approve the resolution in relation to the non-exercise of the right of first refusal by Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company (“Tianhai Industrial”) to acquire the equity interests held by Beijing Bashi Media Co., Ltd. (“Beiba Media”) and Beijing Jingguofa Equity Investment Fund (limited partnership) (“Jingguofa”) in Beijing Minghui Tianhai Gas Storage and Transportation Equipment Trading Co., Ltd. (“Minghui Tianhai”) under the capital injection agreement dated 16 May 2014 entered into amongst Minghui Tianhai, Beiba Media, Jingguofa and Tianhai Industrial.	5,732,787	99.98	0	0	1,100	0.02



### **(3) Illustration regarding voting on the resolutions**

All resolutions of the 2015 AGM 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 voting on the No.11 resolution, the connected Shareholder namely Beijing Jingcheng Machinery Electric Holding Co., Ltd and the directors including Mr. Wang Jun, the chairman, Mr. Xia Zhonghua, Ms. Jin Chunyu and Mr. Fu Hongquan have abstained from voting.

### **III. PRESENCE OF LAWYER'S CERTIFICATION**

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

Lawyer: Shi Zhiyuan, Hou Mingxu

2. Legal opinion after witness:

In the opinions of the lawyers, the convening and the procedure for convening and holding of the meeting, the eligibility of the persons who attended the meeting, the voting of the general meeting, and the voting procedures were in compliance with the requirements under the Company Law, Securities Law, Rules for General Meetings of Shareholders of Listed Companies, Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Articles of Association, and the resolutions considered and passed at this meeting were lawful and effective.

### **IV. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Resolutions of the AGM signed and sealed by the Directors and recorder attending the meeting and affixed with the seal of the Board;
2. Written legal opinion signed and sealed by the officer of the law firm;
3. Other documents required by the stock exchanges.

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

Beijing, the PRC, 16 June 2016

*As at the date of this announcement, the Board comprises Mr. Wang Jun, Mr. Chen Changge, Mr. Li Junjie and Mr. Du Yuexi as executive director, Mr. Xia Zhonghua, Ms. Jin Chunyu and Mr. Fu Hongquan as non-executive directors and Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong as independent non-executive directors.*