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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)

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2019

The Board and all directors warrant that there are no false representations, misleading statement contained in, or material omissions from, this announcement, and jointly and severally accept responsibility for the truthfulness, accuracy and completeness of the contents in this announcement.

IMPORTANT NOTICE:

- The date of the third extraordinary general meeting of 2019: 9 September 2019 (Monday)

I. BASIC INFORMATION OF THE MEETING

NOTICE IS HEREBY GIVEN that the third extraordinary general meeting of 2019 (the “**EGM**”) of Beijing Jingcheng Machinery Electric Company Limited (the “**Company**”) will be convened by the board of directors of the Company (the “**Board**”) and the relevant matters of the meeting are as follows:

- (I) Type and session:** the third extraordinary general meeting of 2019
- (II) Convenor:** the Board
- (III) Voting methods:** a combination of on-site voting by ways of poll and internet voting will be adopted for the EGM
- (IV) Share Record Date:** 9 August 2019 (Friday)

(V) Date, time and venue of the on-site meeting

Date and time of the meeting: 9:30 a.m. on 9 September 2019 (Monday)

Venue of the meeting: No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the PRC

II. MATTERS TO BE CONSIDERED AT THE EGM

Ordinary resolutions

No.	Resolutions
1	To consider the resolution in relation to the amendments to the conditions of listing in relation to the transfer of the 51% equity interests in Shandong Tianhai High Pressure Containers Co., Ltd. held by the Company through Beijing Tianhai Industry Co., Ltd. (“ Beijing Tianhai ”) through public tender, and to authorise the board of directors of Beijing Tianhai to determine the transfer-related matters including the listing price based on a minimum consideration of not less than 90% the valuation results approved by Beijing Municipal People’s Government State-owned Assets Supervision and Administration Commission
2	To consider the resolution in relation to the agreement, being a connected transaction, entered into between Beijing Tianhai and Shandong Yong’an Heli Steel Cylinder Co., Ltd.
3	To consider the resolution in relation to the election of Mr. Wu Yanzhang as the non-executive director of the ninth session of the Board
4	To consider the resolution in relation to the remuneration of and written contract to be entered into with the newly appointed non-executive director

Regarding resolution no. 3, cumulative voting system will be adopted. Cumulative voting system refers to where two or more directors are to be elected at the general meeting, the number of votes for each share held by a Shareholder shall be equal to the aggregate number of directors for election under the resolution. The Shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons. When the total votes cast by a Shareholder on some candidate directors exceed the total votes to which he or she is entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by a Shareholder for some candidate directors are less than the total votes to which he or she is entitled, the votes are valid and the remaining votes will be regarded as abstain votes. Where the “For” votes cast for a particular candidate for directors are more than half of the total number of shares held by all Shareholders attending (before cumulation) and where the “For” votes exceed the “Against” votes, the candidate in question will be considered to have been elected. Where the elected directors at the general meeting are less than directors to be elected, new rounds of voting are required to be held for election of the remaining directors until the number of directors to be elected is fulfilled. When holding a new round of voting for electing directors in accordance with the aforesaid matters, the number of cumulative votes of Shareholders shall be recounted based on the number of candidates to be elected in each round of election.

III. ATTENDEES OF THE MEETING

- (I) Shareholders of the Company, whose names appear on the register of members of the Company at the close of business on the Share Record Date, are entitled to attend EGM, and may appoint proxy(ies) in writing to attend and vote at the EGM. Such proxy(ies) need not be the shareholder(s) of the Company.
- (II) Directors, supervisors and senior management of the Company.
- (III) Lawyers engaged by the Company.
- (IV) Other staff.

IV. REGISTRATION METHOD

Shareholders or proxies who intend to attend the EGM are requested to deliver the reply slip of attending to the Company before 20 August 2019. The reply slip may be delivered in person, by post or facsimile.

Holders of the Company's H shares should note that the register of members of the Company will be closed from 10 August 2019 to 9 September 2019 (both days inclusive), during which time no H Shares transfer will be registered. For holders of H Shares who intend to attend the EGM, transfer documents together with the related share certificates must be lodged with the H share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 9 August 2019.

Corporate shareholder should attend the meeting by its legal representatives or the proxy appointed by the legal representative. Legal representative who attends the meeting should present his or her own identity document, evidence of shareholding and valid documents evidencing his or her capacity as a legal representative. While appointing proxy to attend the meeting, the proxy should present his or her identity document and an authorisation instrument affixed with the seal of the corporate shareholder and duly signed by its legal representative and evidence of shareholding.

1. Each shareholder who is entitled to attend and vote at the EGM may appoint one or more proxy(ies) who need not be a shareholder, to attend and vote on his or her behalf at the EGM.
2. For any Shareholder who appoints more than one proxy, his or her proxies can only exercise the voting right by way of poll.
3. The instrument appointing a proxy must be in writing under the hand of the appointer or his or her attorney authorised in writing. If that instrument is signed by an attorney on behalf of the appointer, the power of attorney authorising that attorney to sign, or other authorisation document, must be notarially certified. To be valid, the notarially certified copy of the power of attorney, or other authorisation document, together with the form of proxy must be delivered

to the business address of the Company or lodged with the H share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the holding of the EGM.

V. OTHER MATTERS

1. Contact for the meeting

Contact telephone: 8610-67365383/58761949

Fax: 8610-87392058/58766735

Contact person: Board office of the Company

Address: No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the PRC

Postal Code: 101109

- 2. The EGM is expected to last for half a day. Shareholders attending the meeting should bear their own accommodation and travel expenses.**
- 3. H Shareholders of the Company or proxies attending the meeting shall arrive half hour before the meeting time and bring along the identity document for verification.**

The Board of
Beijing Jingcheng Machinery Electric Company Limited

Beijing, the PRC
24 July 2019

As at the date of this announcement, the Board comprises Mr. Wang Jun, Mr. Li Junjie and Mr. Zhang Jiheng as executive directors, Ms. Jin Chunyu, Mr. Xia Zhonghua and Ms. Li Chunzhi as non-executive directors and Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong as independent non-executive directors.