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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred all** your shares in **BEIREN PRINTING MACHINERY HOLDINGS LIMITED**, you should at once hand this circular with the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected, for transmission to the purchaser.



**BEIREN**

**BEIREN PRINTING MACHINERY HOLDINGS LIMITED**

**北人印刷機械股份有限公司**

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

(Stock Code: 187)

## CHANGE IN AUDITORS

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Notice convening the 2007 First Extraordinary General Meeting of Beiren Printing Machinery Holdings Limited to be held at the Conference Room No. 6203 of the Company at No. 6 Rong Chang Dong Street, Economic and Technological Development Zone, Beijing, the People's Republic of China at 10:00 a.m. on 5 December, 2007 is enclosed with this circular. Whether or not you propose to attend the said meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the registered address of the Company at No.6 Rong Chang Dong Street, Economic and Technological Development Zone, Beijing, the PRC as soon as possible and in any event not later than 24 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the said meeting or any adjourned meeting should you so desire.

18 October, 2007

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## DEFINITIONS

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In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Extraordinary General Meeting”	the 2007 First Extraordinary General Meeting of the Company to be held at the Conference Room No. 6203 of the Company at No. 6 Rong Chang Dong Street, Economic and Technological Development Zone, Beijing, the PRC on 5 December, 2007 at 10:00 a.m or, where the context so admits, any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“Announcement”	an announcement of the Company dated 16 October 2007 in relation to the change in auditors;
“Board”	the board of Directors;
“Company”	Beiren Printing Machinery Holdings Limited;
“Directors”	the directors of the Company;
“Deloitte CPA”	Deloitte Touche Tohmatsu CPA Ltd;
“Deloitte HK”	Deloitte Touche Tohmatsu;
“ShineWing CPA”	ShineWing Certified Public Accountants;
“Shinewing HK”	Shinewing(HK) CPA Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“PRC”	the People’s Republic of China;
“Shareholder(s)”	holder(s) of Shares;
“Shares”	shares of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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## LETTER FROM THE BOARD

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**BEIREN PRINTING MACHINERY HOLDINGS LIMITED**

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***Board of Directors***

***Executive Directors***

Wang Guohua

Lu Changan

Zhang Peiwu

Yu Baogui

Yang Zhendong

Jiang Jianming

Deng Gang

***Registered Address***

No.6 Rong Chang Dong Street,

Economic and Technological,

Development Zone, Beijing,

People's Republic of China

***Independent Non-Executive Directors***

Wu Wenxiang

Wu Hongzuo

Li Yijing

Shi Tiantao

18 October, 2007

To the Shareholders

Dear Sir or Madam,

## CHANGE IN AUDITORS

### INTRODUCTION

The purpose of this circular is to provide the Shareholders with details of the change in auditors of the Company.

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## LETTER FROM THE BOARD

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### CHANGE IN AUDITORS

The Board announced on 16 October 2007 that Deloitte CPA and Deloitte HK have resigned as domestic and overseas auditors of the Company respectively because Deloitte CPA and Deloitte HK are not able to allocate further internal resources to provide services to the Company.

Following the resignation of Deloitte CPA and Deloitte HK, ShineWing CPA and Shinewing HK are proposed to be appointed as the domestic and overseas auditors of the Company to fill in the vacancy and to hold office of auditors until the conclusion of the next annual general meeting of the Company subject to approval of the Shareholders at the Extraordinary General Meeting. The Board considers that the change in auditors will not have any significant impact on the coming audit.

The resignation of Deloitte CPA and Deloitte HK and the appointment of ShineWing CPA and Shinewing HK will become effective upon shareholders' approval at the Extraordinary General Meeting. An ordinary resolution will therefore be proposed at the Extraordinary General Meeting to approve the aforesaid.

Deloitte CPA and Deloitte HK have respectively confirmed that there are no circumstances connected with their resignation that they consider should be brought to the attention of holders of securities of the Company. The Board also confirms that there are no other matters in respect of the change of auditors which should be brought to the attention of holders of securities of the Company.

### EXTRAORDINARY GENERAL MEETING

A notice of Extraordinary General Meeting is set out on page 4 of this circular.

A form of proxy for use by the Shareholders at the Extraordinary General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Extraordinary General Meeting in person, you are requested to complete the accompanying form of proxy and return it to the registered address of the Company at No.6 Rong Chang Dong Street, Economic and Technological Development Zone, Beijing, the PRC in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting should you so wish.

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## LETTER FROM THE BOARD

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### RIGHT TO DEMAND A POLL

Pursuant to the Articles of Association, at any general meeting a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

- (a) the chairman of the meeting;
- (b) at least two Shareholders with voting rights or their proxies; or
- (c) one or more Shareholders (including proxies) with 10% voting rights or above (10% inclusive) at the relevant general meeting.

The demand for a poll may be withdrawn by the person who requests voting by poll. Any poll demanded on the election of the chairman of the meeting or the termination of the meeting, shall be taken immediately. In all other cases, the chairman shall determine the time for taking such poll and the meeting can proceed to discuss other matters. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In case of an equality of votes, the chairman shall have the casting vote in a general meeting, whether on show of hands or on a poll.

### RECOMMENDATION

The Board considers that the change in auditors of the Company is in the interest of the Company and the Shareholders and recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,  
For and on behalf of the board of  
**Beiren Printing Machinery Holdings Limited**  
**Wang Guohua**  
*Chairman*



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**NOTICE OF 2007 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Board of Directors of Beiren Printing Machinery Holdings Limited has decided to convene the 2007 First Extraordinary General Meeting as follow:-

- 1) Time of the Meeting: 5 December 2007 (Wednesday) at 10:00 a.m.
- 2) Place of the Meeting: Conference Room No. 6203 of the Company at No. 6 Rong Chang Dong Street, Economic and Technological Development Zone, Beijing, the People's Republic of China
- 3) Ordinary resolutions:

To consider and approve, if thought fit, (1) the resignation of Deloitte Touche Tohmatsu CPA Ltd and Deloitte Touche Tohmatsu as domestic and overseas auditors of the Company respectively; (2) the appointment of ShineWing Certified Public Accountants and Shinewing (HK) CPA Limited as the domestic and overseas auditors of the Company in 2007 respectively and authorize the Board to determine their remuneration.

- 4) Attendees of and Attendance at the Extraordinary General Meeting:
  - (1) The directors, supervisors and senior management of the Company.
  - (2) Shareholders whose names appear on the register of members of the Company at the close of business on 5 November 2007 have the right to attend 2007 First Extraordinary General Meeting after completion for registration procedures.
  - (3) Shareholders or proxies who intend to attend the meeting are requested to deliver the reply slip of attending to the Company before 15 November 2007. The reply slip may be delivered in person, by post or facsimile.

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**APPENDIX      NOTICE OF 2007 FIRST EXTRAORDINARY GENERAL MEETING**

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- (4) Holders of the Company's H shares should note that the register of members of the Company will be closed from 5 November 2007 to 5 December 2007 (both days inclusive), during which time no H Shares transfer will be registered. For holders of H Shares who intend to attend the Extraordinary General Meeting, transfer documents together with the related share certificates must be lodged with the share registrar of the Company no later than 4:30 p.m. of 2 November 2007. The address is Hong Kong Registrars Limited, Room 1712-1716, 17F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (5) 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 produce his own identity card, valid certificates and valid documents evidencing his capacity as a legal representative. While appointing proxy to attend the meeting, the proxy should produce his identity card and an authorisation instrument affixed with the seal of the corporate shareholder and duly signed by its legal representative and share certificate.
- (6) Each shareholder who is entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxy(ies) who need not be a shareholder of the Company, to attend and vote on his or her behalf at the Extraordinary General Meeting.
- (7) For shareholder who appoint(s) more than one proxy, his proxies can only exercise his voting right by way of poll.
- (8) The instrument appointing a proxy must be in writing under the hand of the appointer or his 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 authority must be notarially certified. To be valid, the notarially certified copy of the power of attorney, or other authority together with the form of proxy must be delivered to the registered address of the Company not less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting.



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## APPENDIX      NOTICE OF 2007 FIRST EXTRAORDINARY GENERAL MEETING

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5)      Other matters:

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

Contact telephone:            (8610)-67802565

Fax:                                (8610)-67802570

Postal code:                    100176

Contact person:                Jiao Ruifang

The 2007 First Extraordinary General Meeting is expected to last for an hour. Attendees should bear their own accommodation and travel expenses.

By order of the Board  
**Beiren Printing Machinery Holdings Limited**  
**Jiao Ruifang**  
*Company Secretary*

Beijing, the PRC  
18 October 2007



# 北人印刷機械股份有限公司

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## FORM OF PROXY FOR THE 2007 THE FIRST EXTRAORDINARY GENERAL MEETING

Number of shares to which this form relates (Note 1) \_\_\_\_\_

I/We (Note 2) \_\_\_\_\_

of \_\_\_\_\_

being registered holder(s) of A shares \_\_\_\_\_ shares, H shares \_\_\_\_\_ shares

in Beiren Printing Machinery Holdings Limited (the "Company"), HEREBY APPOINT (Note 3) THE CHAIRMAN OF THE MEETING

or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy(ies) to attend and act for me/us at the 2007 First Extraordinary General Meeting of the Company to be held at Conference Room No. 6203 of the Company at No.6 Rong Chang Dong Street, Economic and Technological Development Zone, Beijing, PRC, on Wednesday, 5 December, 2007 at 10:00 a.m. and to vote at such meeting in respect of the resolutions setting out in the notice of the Extraordinary General Meeting as hereunder indicated, or if no such indication is given, as my/ our proxy(ies) think(s) fit.

Resolutions	FOR (Note 4)	AGAINST (Note 4)
(1) To consider and approve the resignation of Deloitte Touche Tohmatsu CPA and Deloitte Touche Tohmatsu as domestic and overseas auditors of the Company respectively.		
(2) To consider and approve the appointment of ShineWing Certified Public Accountants and ShineWing (HK) CPA Limited as the domestic and overseas auditors of the Company in 2007 respectively and authorize the Board to determine their remuneration.		

Date: \_\_\_\_\_, 2007

Signature(s) (Note 5): \_\_\_\_\_

### Notes:

- Please insert the number of shares in the Company registered in your name(s) and to which the proxy/proxies relate(s). If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert full name(s) and address(es) as shown in the register of members in BLOCK LETTERS.
- If any proxy(ies) other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy(ies) desired in the spaces provided. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. The proxy(ies) need not be a shareholder of the Company. Any alteration made to this form of proxy must be signed by the person who signs it.
- Important: If you wish to vote for the resolution, tick in the box marked "FOR". If you wish to vote against the resolution, tick in the box marked "AGAINST". Failure to tick either box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under the common seal or signed by any director or attorney duly authorised.

To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of such power of attorney or other authority, must be delivered to the registered address of the Company at No.6 Rong Chang Dong Street, Economic and Technological Development Zone, Beijing, PRC, not less than 24 hours before the time appointed for the commencement of the Extraordinary General Meeting.



**北人印刷机械股份有限公司**  
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**REPLY SLIP**

**To: Beiren Printing Machinery Holdings Limited (the "Company")**

I/we (*Note 1*) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of A shares \_\_\_\_\_ shares (shareholder account \_\_\_\_\_) /

H shares \_\_\_\_\_ shares (*Note 2*) of RMB1.00 each in the Company's share capital, hereby inform the Company that I/we intend to attend (in person or by proxy (proxies)) the 2007 First Extraordinary General Meeting of the Company to be held at Room 6203 Conference Room of the Company at No. 6 Rong Chang Dong Street, Economic and Technological Zone, Beijing, PRC on Wednesday, 5 December 2007 at 10:00 a.m..

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_, 2007

**Note:**

1. Please insert full name(s) and address(es) as shown in the register of members in BLOCK LETTERS.
2. Please insert the number of shares registered in your name(s) and delete as appropriate.
3. This completed and signed reply slip should be delivered to the Company at its registered address at No. 6 Rong Chang Dong Street, Economic and Technological Zone, Beijing, PRC on or before 15 November 2007. This reply slip may be delivered to the Company in person by post or by facsimile. (Fax No. (8610) 6780 2570. Postal code: 100176)