



北人印刷機械股份有限公司

BEIREN PRINTING MACHINERY HOLDINGS LIMITED

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

(Stock code: 187)

Non-executive directors:

Mr. Deng Gang

Mr. Bai Fan

Mr. Yu Baogui

Executive directors:

Mr. Zhang Peiwu

Mr. Yang Zhendong

Registered office:

6 Rongchangdong Street

Economic and Technological

Development Zone

Beijing

People's Republic of China

Independent non-executive directors:

Mr. Xu Wencai

Ms. Wang Hui

Mr. Xie Bingguang

Mr. Wang Deyu

21 November 2008

To the shareholders of the Company

Dear Sirs or Madams,

**PROPOSED APPOINTMENT OF ADDITIONAL DIRECTORS
AND
AMENDMENT TO ARTICLES OF ASSOCIATION**

Reference is made to the Notice convening the First Extraordinary General Meeting of 2009 of Beiren Printing Machinery Holdings Ltd. (the "**Company**") to be held on 8 January 2009 at 9:30 a.m. at the Conference Room No. 6203 of the Company at No. 6 Rongchangdong Street, Economic and Technological Development Zone, Beijing (the "**Meeting**") dated 20 November 2008. The purpose of this circular is to provide the shareholders of the Company (the "**Shareholders**") with details of the resolutions to be considered and, if thought fit, to be approved at the Meeting.

PROPOSED APPOINTMENT OF MR. PANG LIANDONG AND MR. DUAN YUANGANG AS ADDITIONAL DIRECTORS OF THE SIXTH BOARD OF DIRECTORS OF THE COMPANY

Mr. Pang Liandong and Mr. Duan Yuangang are proposed to be appointed as additional executive directors of the sixth board of directors of the Company (the "**Board**") for the period from the date of the Meeting to 13 July 2011. The biographical details of Mr. Pang Liandong and Mr. Duan Yuangang are as follows:

Mr. Pang Liandong, Chinese nationality, male, aged 59, MBA, a senior Economist. Mr. Pang was the Deputy Plant Manager and Plant Manager of the third Printing

Machinery factory of the Company; a director and assistant to the General Manager of the Company and the Manager of a single-sheet subsidiary of the Company; the Deputy General Manager of the Beiren Group Corporation; and he is now the Executive Deputy General Manager of the Beiren Group Corporation. Mr. Pang has years of experience in strategic management, corporate operation and production management.

Save as disclosed above, Mr. Pang:

- (1) has not held any directorships in any listed public companies during the past three years;
- (2) has no relationship with any directors, senior management, substantial or controlling shareholders of the Company; and
- (3) does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Save as disclosed herein, there is no other information relating to the election and appointment of Mr. Pang as an executive director of the Company that should be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and there are no other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Duan Yuangang, Chinese nationality, male, aged 34, obtained a degree in Financial Accounting and Fiscal Taxation from Renmin University of China, a master degree in Finance from the University of International Business and Economics, and is a senior accountant. Mr. Duan was the Accountant Supervisor and deputy General Accountant of Beijing Electric Motor General Corporation (北京市電機總廠); the Chief Accountant of Beijing B.J. Electric Motor Co., Ltd.; and the Head of audit department and planning & finance department of Beijing Jingcheng Mechanical & Electrical Holding Co., Ltd. He is currently the Chief Accountant of the Company and has extensive experience in financial management.

Save as stated above, Mr. Duan:

- (1) has not held any directorships in any listed public companies during the past three years;
- (2) has no relationship with any directors, senior management, substantial or controlling shareholders of the Company; and
- (3) does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Save as disclosed herein, there is no other information relating to the election and appointment of Mr. Duan as an executive director of the Company that should be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the shareholders of the Company.

REMUNERATION AND CONCLUSION OF WRITTEN CONTRACTS OF THE PROPOSED ADDITIONAL DIRECTORS

The remuneration of the additional directors are determined with reference to the business performance of the Company, and the responsibilities, working hours, tasks and contributions of the directors, the amount of which is in the range of RMB200,000 to RMB600,000 per annum.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of Association of the Company is proposed to be altered by deleting the second paragraph of the existing Article 14:

“The Scope of ancillary operation of the Company include: technical transfer, technical consultancy, technical support, experiment printing, and designing, manufacturing and processing of electromechanical products outside the main business, as well as real estate and commerce.”

in its entirety and substituting therefor:

“The Scope of ancillary operation of the Company include: technical transfer, technical consultancy, technical support, experiment printing, designing, manufacturing and processing of electromechanical products outside the main business, real estate and commerce, as well as operating lease of assets.”

The proposed amendment would expand the scope of ancillary operation of the Company to include operating lease of assets.

EXTRAORDINARY GENERAL MEETING

A form of proxy for use by the Shareholders at the Meeting was enclosed with the notice convening the Meeting dated 20 November 2008. Whether or not you intend to attend and vote at the 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 Rongchangdong Street, Economic and Technological Development Zone, Beijing, People’s Republic of China in accordance with the instructions printed thereon no less than 24 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting should you so wish.

RIGHT TO DEMAND A POLL

Pursuant to the Articles of Association of the Company, 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 proposed appointment of Mr. Pang Liandong and Mr. Duan Yuangang as additional directors of the Company and the proposed amendment to the Articles of Association of the Company are in the interest of the Company and the Shareholders, and therefore recommends the Shareholders to vote in favour of the relevant resolutions at the Meeting.

Yours faithfully,
For and on behalf of the board of
Beiren Printing Machinery Holdings Limited
Jiao Ruifang
Company Secretary