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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)

**ANNOUNCEMENT FOR RESOLUTIONS PASSED AT
THE TENTH MEETING OF THE SIXTH BOARD OF DIRECTORS**

The Board of Directors (the “Board”) and all members of the Board of the Company 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.

According to the notice of meeting given on 11 March 2009, the tenth meeting of the sixth Board of Directors of Beiren Printing Machinery Holdings Limited (the “Company”) was held on 30 March 2009 at the Conference Room No. 6203 of the Company on 2nd floor, No. 6 Rong Chang Dong Street, Economic and Technological Development Zone, Beijing, the PRC. 11 Directors were eligible to attend the meeting and 10 of them attended the meeting in person. Mr. Xie Bingguang, independent non-executive Director, was absent from the meeting due to business engagement and had appointed Mr. Wang Deyu, independent non-executive Director, to attend the meeting and vote on his behalf. The supervisors and members of the senior management of the Company had also attended the meeting. The meeting was convened in accordance with the requirements of all applicable laws and the Articles of Association of the Company.

The meeting was presided over by Chairman Mr. Pang Liandong. Unless otherwise specified, each of the following resolutions was considered and approved separately by the 10 participating directors:

1. The 2008 Annual Report of the Company and its summary were considered and approved.
2. The 2008 Work Report of the Board of Directors of the Company was considered and approved.
3. The 2008 Audited Financial Statements of the Company were considered and approved.
4. The 2008 Internal Control Report of the Company was considered and approved, details of which are set out in the Annual Report.
5. The 2008 Social Responsibility Report of the Company was considered and approved, details of which are set out in the Annual Report.

6. The proposal of the Audit Committee of the Board of Directors on re-appointment of SHINEWING Certified Public Accountants and SHINEWING (HK) CPA Limited as the domestic and overseas auditors of the Company respectively for the year 2009 was considered and approved, and was submitted to the annual general meeting to authorize the Board to enter into engagement agreements with them and determine their remunerations;
7. The 2008 proposal of the Company not to distribute any profit was considered and approved.

In accordance with Chinese Accounting Standards, the Company realized a net profit of RMB263,141,600 during the reporting period while the undistributed net profit at the end of the year was RMB-247,081,500. In accordance with Hong Kong Financial Reporting Standard, the Company realized a net profit of RMB-265,426,000 during the reporting period. The Board did not recommend a profit distribution and transfer of capital reserve to share capital for the year 2008 due to loss during the reporting period.

8. The plan for making up losses of the Company was considered and approved, details of which are set out in the announcement on making up losses.
9. The resolution on provision for impairment of the Company for the year 2008 was considered and approved.

Based on the remaining accounts receivable and actual age of accounts and actual usage of assets as of 31 December 2008 upon physical stocktaking, analyzing and auditing, provisions for bad debt and assets impairment were made by the Company in accordance with the Corporate Accounting Standard issued by the Ministry of Finance and the Internal Control System on Bad Debt Provision and Assets Impairment Provision and Loss Treatment of the Company, as of 31 December 2008, the current bad debt provision and assets impairment provision of the Company were RMB96,509,400, of which RMB70,414,700 was from parent company and RMB26,094,700 was from subsidiaries.

10. The 2009 Technological Reform Plan was considered and approved.

The Company will have nine technology reform projects for the year 2009, with an investment budget of RMB1,484,000, and eight projects for the year 2008 with investment of RMB574,200 will be carried forward. These projects are mainly used for upgrading of equipment so as to enhance production efficiency and processing standard. The funds of the Company are from its own resources and bank loans, which are sufficient to meet the requirement for capital expenditure projects and daily operation.

11. Resolution on writing off bad debts of the Company was considered and approved.

The deposit of RMB5,000,000 placed with Yin Peng Cooperative Credit Union of Bai Yin City, Gansu Province was not recovered and has been fully provided for as bad debts. As at the end of the reporting period, pursuant to its bankruptcy and liquidation report and the civil ruling, the Credit Union was adjudged insolvent and its bankruptcy and liquidation procedure was terminated. Accordingly, such amount was written off and recorded in the corresponding bad debt provision. As for the model 1890

offset printing press purchased by Huan Tai Yong Xin Printing Company Limited of Shandong Province, purchase payment of RMB820,000 was received while the balance of RMB171,000 was still outstanding. The Company has engaged a law firm to collect such debt. According to the Legal Opinion issued by the law firm, the legal person status of Huan Tai Yong Xin was extinguished. In view of this, the Company decided to treat it as bad debt.

12. The resolution on the connected transactions to be entered into between the Company and Beiren Group Company was considered and approved, and the Chairman was authorized to enter into agreements with Beiren Group Company. Details will be announced upon signing. .

Related directors namely Pang Liandong, Deng Gang, Bai Fan, Yu Baogui and Duan Yuangang abstained from voting on this resolution.

13. The Rules and Procedures for Work of Annual Report of the Audit Committee of the Board of Directors was considered and approved.
14. The 2008 debriefing report of independent non-executive directors of the Company was considered and approved.
15. The resolution on amendments to the Articles of Association of the Company was considered and approved, details of which are set out in appendix 1, Amendments to the Articles of Association.
16. The resolution on amendments to the Rules and Procedures of the General Meetings of the Company was considered and approved.
17. The resolution on amendments to the Rules and Procedures of the Board of Directors of the Company was considered and approved.

The above resolutions 16 and 17 will be announced upon publication of notice of general meeting.

18. The 2008 debriefing report of members of the senior management of the Company was considered and approved.
19. The 2008 remuneration and performance evaluation on members of the senior management by the Audit Committee of the Company was considered and approved.
20. The 2009 Senior Management Members Performance Evaluation Results Contract of the Company was considered and approved and the Chairman was authorized to enter into the contract with members of the senior management.

Among the above resolutions, resolutions 1, 2, 3, 6, 7, 8, 14, 15, 16 and 17 will be put forward to the 2008 annual general meeting for consideration.

**The Board of Directors of
Beiren Printing Machinery Holdings Limited**

30 March 2009

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Deng Gang, Mr. Bai Fan and Mr. Yu Baogui as non-executive directors, Mr. Pang Liandong, Mr. Zhang Peiwu, Mr. Yang Zhendong and Mr. Duan Yuangang as executive directors and Mr. Xu Wencai, Ms. Wang Hui, Mr. Xie Bingguang and Mr. Wang Deyu as independent non-executive directors.

APPENDIX 1

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the requirements of the China Securities Regulatory Commission and the Shanghai Stock Exchange and based on the Company's actual circumstances, details of the amendments to the Articles of Association of the Company are set out as follows:

1. The second paragraph of the original Article 1 of the Articles of Association, which reads: "As approved by the document Ti Gai Sheng No. (1993)117 issued by the Economic Restructuring Commission of the State Council, the Company was set up by promotion on 12 July 1993 and registered in the Beijing Municipal Administration for Industry and Commerce on 13 July 1993 and was granted Business License for an Enterprise as a Legal Person with the registration number of 1100001501595."

be amended as: "As approved by the document Ti Gai Sheng No. (1993)117 issued by the Economic Restructuring Commission of the State Council, the Company was set up by promotion on 12 July 1993 and registered in the Beijing Municipal Administration for Industry and Commerce on 13 July 1993 and was granted Business License for an Enterprise as a Legal Person with the registration number of 110000005015956."

2. The first paragraph of the original Article 9 of the Articles of Association, which reads: "By the special resolution passed in the general meeting held on 14 July 1993 and the completion of registration procedures at the Beijing Municipal Administration for Industry and Commerce on that date, the Articles of Association of the Company became effective from that date. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 28 May 1995. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 11 June 2002. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 12 June 2003. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 24 May 2004. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 8 June 2005. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 27 June 2006 and the amended Articles of Association of the Company replaced the above mentioned Articles of Association of the Company."

be amended as: "By the special resolution passed in the general meeting held on 14 July 1993 and the completion of registration procedures at the Beijing Municipal Administration for Industry and Commerce on that date, the Articles of Association of the Company became effective from that date. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 28 May 1995. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 11 June 2002. Amendment was made to the above Articles of Association of the Company

based on the special resolution passed in the general meeting held on 12 June 2003. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 24 May 2004. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 8 June 2005. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on 27 June 2006. Amendment was made to the above Articles of Association of the Company based on the special resolution passed in the general meeting held on [•] 2009. The amended Articles of Association of the Company replaced the above mentioned Articles of Association of the Company and will become effective upon filing with relevant authorities.”

3. The second paragraph of the original Article 10 of the Articles of Association, which reads: “For the purpose of these Articles of Association, other members of the senior management of the Company refer to the secretary to the board and chief financial officer.”

be amended as: “For the purpose of these Articles of Association, other members of the senior management of the Company refer to deputy managers of the Company, the secretary to the board and chief financial officer.”

4. Since the Company was not able to file amendments to the original Article 14 of the Articles of Association make pursuant to the special resolution passed in the general meeting of the Company held on 8 January 2009 with the relevant authorities, such amendments did not take effect. The scope of business of the Company shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.

The original Article 14 of the Articles of Association which reads: “The scope of main operation of the Company includes: operation (including development, introduction, manufacture and sales) of printing machines, packing machines, environmental protection equipments, press equipments and machine tools and provision of parts of aforesaid products.

The scope of ancillary operation of the Company includes: 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.

The Company shall file application with registration authority based on the scope of operation set out in this Article.

The Company is allowed to set up branches, subsidiaries, jointly controlled enterprises and offices overseas based on the scope of operation set out in this Article upon gaining approval in accordance with the approval procedures.”

be amended as: “The scope of main operation of the Company includes: operation (including development, introduction, manufacture and sales) of printing machines, packing machines, environmental protection equipments, press equipments and machine tools and provision of parts of aforesaid products.

The scope of ancillary operation of the Company includes: technical transfer, technical consultancy, technical support, experiment printing, and designing, manufacturing and processing of electromechanical products outside the main business, as well as leasing office and machines and equipments.

The Company shall file application with registration authority based on the scope of operation set out in the article. The scope of business of the Company shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.

The Company is allowed to set up branches, subsidiaries, jointly controlled enterprises and offices overseas based on the scope of operation set out in this article upon gaining approval in accordance with the approval procedures.”

5. The original Article 24 of the Articles of Association, which reads: “The Company may, pursuant to the needs of its operation and development, and in accordance with relevant provisions contained in the Articles of Association, approve an increase of its capital.

The Company may increase its capital in the following ways:

- (1) issue new shares to non-specified investors;
- (2) place new shares to existing shareholders;
- (3) issue bonus shares to existing shareholders;
- (4) through other means as permitted under the laws and administrative rules.

The Company’s increase in capital by issuing new shares shall, upon being approved in accordance with provisions contained in the Articles of Association, be conducted pursuant to procedures stipulated by relevant laws and administrative regulations of the State.”

be amended as: “The Company may, pursuant to the needs of its operation and development, and in accordance with relevant provisions contained in the Articles of Association, approve an increase of its capital.

The Company may increase its capital in the following ways:

- (1) issue new shares to non-specified investors;
- (2) place new shares to existing shareholders;

- (3) issue bonus shares to existing shareholders;
- (4) increase the share capital by means of transfer of common reserve fund;
- (5) through other means as permitted under the laws and administrative rules.

The Company's increase in capital by issuing new shares shall, upon being approved in accordance with provisions contained in the Articles of Association, be conducted pursuant to procedures stipulated by relevant laws and administrative regulations of the State."

6. The original Article 29 of the Articles of Association, which reads: "The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant supervising authority of the state, repurchase its own issued shares under the following circumstances:

- (1) cancellation of shares for the purpose of reducing its share capital;
- (2) merging with another company that holds shares in the Company; and
- (3) other circumstances permitted by the laws and administrative regulations."

be amended as: "The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant supervising authority of the state, repurchase its own issued shares under the following circumstances:

- (1) cancellation of shares for the purpose of reducing its share capital;
- (2) merging with another company that holds shares in the Company;
- (3) granting shares as a reward to employees of the Company;
- (4) when shareholder objects the resolutions in relation to merger or demerger of the Company passed at general meeting and requests the Company to purchase its shares;
- (5) other circumstances permitted by the laws and administrative regulations.

The Company shall not engage in the trading of its shares save for the circumstances specified above."

7. The original Article 30 of the Articles of Association, which reads: "The Company may, with the approval of the relevant governing authorities of the state for repurchasing its shares, conduct the repurchase in one of the following ways:

- (1) making a general offer of repurchase to all of its shareholders in proportion to their shareholdings;

(2) repurchase of shares through public dealing on a stock exchange;

(3) repurchase by an off-market agreement.”

be amended as: “The Company may, with the approval of the relevant governing authorities of the state for repurchasing its shares, conduct the repurchase in one of the following ways:

(1) making a general offer of repurchase to all of its shareholders in proportion to their shareholdings;

(2) repurchase of shares through public dealing on a stock exchange;

(3) repurchase by an off-market agreement;

(4) other means permitted by the China Securities Regulatory Commission.”

8. The original Article 32 of the Articles of Association, which reads: “After repurchase of shares by the Company in accordance with applicable laws, the Company shall cancel the shares repurchased within the period prescribed by laws and administrative regulations and shall apply to the original company registration authority for registration of alteration of its registered capital.

The registered capital of the Company shall be reduced by the total nominal value of the shares so cancelled.”

be amended as: “After the Company repurchases its own shares pursuant to Article 29 of the Articles of Association, it shall, under the circumstance as mentioned in item (1) of Article 29, cancel such shares within 10 days after the purchase; while under circumstance as mentioned in item (2) or (4), transfer or cancel such shares within 6 months, and shall apply to the original company registration authority for registration of alteration of its registered capital.

The registered capital of the Company shall be reduced by the total nominal value of the shares so cancelled.

The shares purchased by the Company in accordance with item (3) of Article 29 shall not exceed 5% of the total issued shares of the Company. The fund to finance the share purchase shall be expensed out of the Company’s profit after taxation. The shares purchased by the Company shall be transferred to its employees within 1 year.”

9. Two articles be added before the original Article 55 of the Articles of Association:

Article 1: “Shareholders individually or jointly holding 1% or more of the Company’s shares for 180 consecutive days or more shall have the right to request the Supervisory Committee in writing to bring a legal action in the People’s Court against any director or member of senior management for loss of the Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties; shareholders may request the Board of Directors in writing to bring legal action against the Supervisory Committee for the loss of the Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties.

The shareholders described in the preceding paragraph may bring legal action in the People’s Court directly in their own names in the interest of the Company in the event that the Supervisory Committee or the Board of Directors refuses to initiate legal proceedings after receiving the aforesaid written request of shareholders, or fails to initiate such legal proceedings within thirty days on which such request is received, or in case of emergency where failure to initiate such legal proceedings immediately will result in irreparable damage to the Company’s interest.

Shareholders as referred to in the first paragraph of this article may also initiate legal proceedings in the People’s Court under the provisions set out in the preceding two paragraphs if any third parties infringe the lawful interests of the Company causing damage to the Company.”

Article 2: “Shareholders may initiate legal proceedings against any director or member of senior management for violation of any laws, administrative regulations or the provisions of this Articles of Association causing damage to the interests of shareholders.”

10. The original Article 59 of the Articles of Association, which reads: “The controlling shareholder and beneficial controller of the Company have the duty to act in good faith towards the Company and public shareholders of the Company. The controlling shareholder should strictly exercise its rights as contributor in accordance with the laws. Controlling shareholder shall not take advantage of connected transactions, profit distribution, asset restructuring, external investment, capital appropriation and loan guarantee to the detriment of the lawful interests of the Company and public shareholders, nor shall it make use of its position as controlling shareholder to harm the interests of the Company and public shareholders.”

be amended as: “Neither the controlling shareholder nor the beneficial controller of the Company may prejudice the interests of the Company by taking advantage of his/her connected relationship. Anyone who causes any loss to the Company as a result of violating this provision shall be liable for compensation.

The controlling shareholder and beneficial controller of the Company have the duty to act in good faith towards the Company and public shareholders of the Company. The controlling shareholder should strictly exercise its rights as contributor in accordance with the laws. Controlling shareholder shall not take advantage of profit distribution, asset restructuring, external investment, capital

appropriation and loan guarantee to the detriment of the lawful interests of the Company and public shareholders, nor shall it make use of its position as controlling shareholder to harm the interests of the Company and public shareholders.”

11. The original Article 68 of the Articles of Association, which reads: “The following guarantees provided by the Company are subject to approval at the general meeting:

- (1) any guarantee as provided after the total amount of guarantees provided by the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets;
- (2) any guarantee as provided after the total amount of guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets;
- (3) a guarantee provided to a party whose asset-liability ratio is higher than 70%;
- (4) a guarantee, the amount of which by itself exceeds 10% of the latest audited net assets;
- (5) a guarantee provided to the shareholder, beneficial controller or their respective connected parties.”

be amended as: “The Company’s guarantees to be approved at general meeting shall be considered and approved by the Board of Directors before submission to the shareholders’ general meeting. External guarantees to be approved at general meeting include but not limited to the following:

- (1) any guarantee as provided after the total amount of guarantees provided by the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets;
- (2) a guarantee provided to a party whose asset-liability ratio is higher than 70%;
- (3) a guarantee, the amount of which by itself exceeds 10% of the latest audited net assets;
- (4) a guarantee provided to a shareholder, beneficial controller or their connected parties.

In approving resolutions in respect of guarantees to be provided in favour of shareholders, beneficial controller and their connected parties, such shareholders or shareholders controlled by such beneficial controller shall abstain from voting. Such resolution must be passed by votes representing more than half of the voting rights held by other shareholders attending the meeting in favour of the resolution.

External guarantees to be approved at board meeting must be approved by resolution by over two thirds of the attending directors. Where a guarantee is provided in favour of a third party, the Company must request the party to provide a counter-guarantee and the providing party must be capable to do so.”

12. The original Article 92 of the Articles of Association, which reads: “After the notice of the general meeting is sent out, unless there is an incident of force majeure or other accidents, the Board shall not change the time of the shareholders’ general meeting. If the time of the general meeting is changed due to force majeure, the shareholding registration date shall not be altered.”

be amended as: “After the notice of the general meeting is sent out, the general meeting shall not be postponed or cancelled, nor shall the proposals listed in the notice of the general meeting be withdrawn if there is no justifying reason. In case the general meeting is postponed or cancelled, the convener shall make announcement with reason at least two business days prior to the original date of the shareholders’ general meeting.”

13. An article be added before the original Article 95 of the Articles of Association, which reads: “The Company shall formulate the rules and procedures of the general meeting which shall set out in detail the procedures of convention and voting in respect of the general meeting (including notice, registration, consideration and approval for proposals, voting, vote counting, announcement of voting results, the resolution making process, minutes of the meeting and signing, announcements and other matters) and the principles of granting authorisation to the Board of Directors at the shareholders’ general meeting. The scope of authorisation shall be specified in details. The rules and procedures of the general meeting shall be prepared by the Board of Directors to be approved at the general meeting and attached to the Articles of Association as an appendix.”

14. Item 3 of the original Article 98 of the Articles of Association, which reads: “the number of shareholders and proxies present at the meeting, total number of voting shares held by them, and the proportion to the total number of shares of the Company;”

be amended as: “the number of domestic shareholders (including their proxies), holders of shares listed overseas (including their proxies), holders of tradable shares (including their proxies) and holders of non-tradable shares (including their proxies), the total number of voting shares held by them and the proportion to the total number of shares of the Company;”

15. The third paragraph of the original Article 102 of the Articles of Association, which reads: “The Board of Directors, independent non-executive directors and shareholders who satisfy the relevant conditions may collect the shareholders’ voting rights.”

be amended as: “The Board of Directors, independent non-executive Directors and shareholders who satisfy the relevant conditions may collect the shareholders’ voting rights. The collection of such voting rights shall be for no consideration, and sufficient information shall be disclosed to the shareholders granting the proxy.”

16. The original Article 111 of the Articles of Association, which reads: “List of candidates for directors and supervisors is submitted to the general meeting in form of a proposal for voting.

When voting on election of directors and supervisors, the general meeting may adopt the cumulative voting mechanism in accordance with these Articles of Association or resolutions of the general meeting.

Under the aforesaid cumulative voting mechanism, each share carrying voting right is entitled to such number of votes equivalent to the number of director and supervisor candidates which may be pooled in the course of the election of directors and supervisors at the shareholders’ general meeting.

The Board of Directors shall make a public announcement to the shareholders concerning the biographies and general information of the candidates for directors and supervisors.”

be amended as: “For the proposal to elect directors and/or supervisors to be discussed at the general meeting, the following information of candidates for directors and/or supervisors shall be fully disclosed in the notice of general meeting which shall at least include the following:

- (1) personal information such as education background, working experience and concurrent post etc.;
- (2) whether any connected relationship with the Company or the controlling shareholder and beneficial controller of the Company exists;
- (3) disclosure of holding of shares in the Company;
- (4) whether they are subject to the punishment of China Securities Regulatory Commission and other relevant departments and the reprimand of any stock exchange.

Except for the cumulative voting system for electing directors and/or supervisors, nomination of each candidate for directors and/or supervisors shall be proposed as individual motion.

Under the aforesaid cumulative voting mechanism, each share carrying voting right is entitled to such number of votes equivalent to the number of director and supervisor candidates which may be pooled in the course of the election of directors and supervisors at the shareholders’ general meeting. The Board of Directors shall make a public announcement to the shareholders concerning the biographies and general information of the candidates for directors and supervisors.”

17. The original Article 120 of the Articles of Association be deleted.

The original Article 120 of the Articles of Association reads: “The Board of Directors, independent non-executive directors and shareholders who satisfy the relevant stipulated conditions are entitled to collect the voting rights at the shareholders’ general meeting from other shareholders. The collection of such voting rights shall be for no consideration, and sufficient information shall be disclosed to the shareholders granting the proxy.”

18. The first paragraph of the original Article 124 of the Articles of Association, which reads: “When the Supervisory Committee convenes a general meeting on its own, it shall give a written notice to the Board of Directors and file the same with the local office of China Securities Regulatory Commission at the place where the Company is located and the stock exchange for record.”

be amended as: “When the Supervisory Committee or a shareholder convenes a general meeting on its/his own, it/he shall give a written notice to the Board of Directors and file the same with the local office of China Securities Regulatory Commission at the place where the Company is located and the stock exchange for record.”

19. The original Article 125 of the Articles of Association which reads: “The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to a general meeting convened by the Supervisory Committee. The Board of Directors shall provide the register of shareholders as of the record date.”

be amended as: “The Board of Directors and the secretary to the Board of Directors shall cooperate with respect to matters relating to a general meeting convened by the Supervisory Committee or a shareholder. The Board of Directors shall provide the register of shareholders as of the record date.”

20. The original Article 143 of the Articles of Association, which reads: “The directors shall be elected at the general meeting and their term of office shall be three years. Upon the expiry of the term, a director shall be eligible for re-election and re-appointment.

The written notices in relation to the intention to nominate a person for election as a director and the indication of such person’s willingness to accept the nomination shall be lodged to the Company after the date of the notice of the general meeting and seven (7) days prior to the date of such meeting.

The chairman and vice chairman of the Board of Directors shall be elected or removed by more than one-half of all the directors. The term of office of the chairman and vice chairman of the Board of Directors shall be three years, renewable upon re-election and re-appointment.

Subject to the compliance with relevant laws and administrative regulations, any director may be dismissed during his/her service by way of an ordinary resolution at the general meeting (without prejudice to any claim for compensation pursuant to any contract). However, no director shall be dismissed at a general meeting without valid reasons prior to the expiry of his/her service term.

A director is not required to hold shares of the Company.

A position of director may be held by general manager or other members of the senior management. But the number of directors acting concurrently as the general manager, other members of the senior management or appointed as the representative of employees may not exceed one-half of the total number of directors of the Company.”

be amended as: “The directors shall be elected at the general meeting and their term of office shall be three years. Upon the expiry of the term, a director shall be eligible for re-election and re-appointment.

Directors shall be elected at the general meeting from candidates nominated by the Board of Directors or shareholders representing 3% or more of the issued shares.

The written notices in relation to the intention to nominate a person for election as a director and the indication of such person’s willingness to accept the nomination shall be lodged to the Company after the date of the notice of the general meeting and seven (7) days prior to the date of such meeting.

The chairman and vice chairman of the Board of Directors shall be elected or removed by more than one-half of all the directors. The term of office of the chairman and vice chairman of the Board of Directors shall be three years, renewable upon re-election and re-appointment.

Subject to complying with relevant laws and administrative regulations, any director may be dismissed during his/her service term by way of an ordinary resolution (without prejudice to any claim for compensation pursuant to any contract). However, no director shall be dismissed at a general meeting without valid reasons prior to the expiry of his/her service term.

A director is not required to hold shares of the Company.

A position of director may be held by general manager or other members of the senior management. But the number of directors acting concurrently as the general manager, other members of the senior management or appointed as the representative of employees may not exceed one-half of the total number of directors of the Company.”

21. Item (10) of the first paragraph of the original Article 145 of the Articles of Association, which reads: “To appoint or dismiss the Company’s general manager, and pursuant to the general manager’s nominations to appoint or dismiss the deputy general managers and financial officers of the Company and to determine their remuneration;”

be amended as: “To appoint or dismiss the Company’s general manager and secretary to the Board of Directors, and pursuant to the general manager’s nominations to appoint or dismiss the deputy general managers and financial officers of the Company and to determine their remuneration;”

22. Two articles be added before the original Article 147 of the Articles of Association:

Article 1: “The Board of Directors shall give explanations at the general meeting on the qualified auditing opinions issued by the certified public accountants to the Company’s financial reports. The Board of Directors shall formulate rules and procedures of its meetings to ensure that the Board of Directors have put into action the resolutions passed at the general meeting so as to promote work efficiency and make scientific decisions.”

Article 2: “The rules and procedures of the board meeting shall include procedures for convening and voting, it shall be prepared by the Board of Directors to be approved at the shareholders’ general meeting and attached to the Articles of Association as an appendix.”

23. The original Article 148 of the Articles of Association, which reads: “The Chairman is entitled to exercise the following powers:

- (1) to preside over general meetings, to convene and preside over Board meetings and to lead the daily work of the Board of Directors;
- (2) to supervise and monitor the implementation of resolutions of the Board of Directors;
- (3) to exercise certain powers of the Board of Directors in accordance with authorization of the Board during intermissions of the meetings of the Board of Directors;
- (4) to sign shares, corporate debentures and other securities of the Company;
- (5) to sign documents for appointment or dismissal of the Company’s general managers, deputy general managers, secretary to the Board of Directors, financial officers or other members of the senior management in accordance with decision of the Board of Directors;
- (6) to nominate candidates for general managers, secretary to the Board of Directors and financial officers;
- (7) to sign important documents of the Board of Directors and other documents that should be signed by the legal representative of the Company;
- (8) to exercise the powers of the legal representative;
- (9) in case of emergency circumstances of force majeure events such as extraordinary natural disasters, to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide post-event reports to the Board and the general meeting;
- (10) to exercise any other powers conferred by the Board of Directors.

In the event that the Chairman is unable to perform his/her powers, the Chairman may designate the Vice-chairman to exercise such powers on the Chairman’s behalf.”

be amended as: “the Chairman is entitled to exercise the following powers:

- (1) to preside over general meetings, to convene and preside over Board meetings and to lead the daily work of the Board of Directors;
- (2) to supervise and monitor the implementation of resolutions of the Board of Directors;
- (3) to exercise certain powers of the Board of Directors in accordance with authorization of the Board during intermissions of the meetings of the Board of Directors;
- (4) to sign shares, corporate debentures and other securities of the Company;
- (5) to sign documents for appointment or dismissal of the Company’s general managers, deputy general managers, secretary to the Board of Directors, financial officers or other senior management in accordance with decision of the Board of Directors;
- (6) to nominate candidates for general managers and secretary to the Board of Directors;
- (7) to sign important documents of the Board of Directors and other documents that should be signed by the legal representative of the Company;
- (8) to exercise the powers of the legal representative;
- (9) in case of emergency circumstances of force majeure events such as extraordinary natural disasters, to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide post-event reports to the Board and the general meeting;

(10) to exercise any other powers conferred by the Board of Directors.

The Vice Chairman shall assist the Chairman with his/her work. If the Chairman fails to or does not perform his/her duties, such duties shall be performed by the Vice Chairman. If the Vice Chairman fails to or does not perform his/her duties, the duties shall be performed by a director collectively elected by a majority of directors.”

24. The original Article 149 of the Articles of Association, which reads: “The Board shall convene at least four regular meetings per annum, with one meeting each quarter, to be convened by the Chairman. The notice of meeting shall be served to all Directors fourteen (14) days prior to the convening of such meeting.

The Chairman of the Board shall convene an extraordinary meeting of the Board within three (3) business days in case of any of the following circumstances:

- (1) when deemed as necessary by the Chairman of the Board;
- (2) when proposed by more than one-third of the directors;
- (3) when proposed by the Supervisory Committee;
- (4) when proposed by the general manager; and
- (5) when proposed jointly by more than one half of the independent non-executive directors.”

be amended as: “The Board shall convene at least four regular meetings per annum, with one meeting each quarter, to be convened by the Chairman. The notice of meeting shall be served to all Directors by ways of express, registered post, email or delivery in person fourteen (14) days prior to the convening of such meeting.

The Board shall convene an extraordinary meeting of the Board when proposed by shareholders who represent more than 10% of voting rights, more than one-third of the directors, Supervisory Committee, general manager or more than one-half of the independent non-executive directors. The Chairman of the Board shall convene and hold an extraordinary meeting of the Board within ten (10) days after such a proposal.

The notice of convening an extraordinary meeting of the Board shall be served in the same way as the notice of convening a regular meeting, but such notice shall be served eight (8) hours earlier (provided that the time limit for such notice shall be within ten (10) days prior to the date of such meeting).”

25. The second paragraph of the original paragraph 2 of the Article 150 of the Articles of Association be deleted.

The second paragraph of the original Article 150 of the Articles of Association reads: “The notice of convening an extraordinary meeting of the Board shall be served in the same way as the notice of convening a regular meeting, provided that the time limit for such notice shall be within nine (9) days prior to the date of meeting.”

26. An article be added before the original Article 153 of the Articles of Association, which reads: “Regular meeting or extraordinary meeting of the Board can be convened by conference call or through other similar communication facilities, provided that all attending directors may hear each other clearly and communicate freely. Under such circumstances, all attending directors shall be considered having attended the meeting in person.”
27. The original Article 154 of the Articles of Association, which reads: “Subject to the requirements as set out in Article 198 of the Articles of Association of the Company, a director shall abstain from voting and is not entitled to vote on any board resolution wherein he (including but not limited to any of his/her associates) has an interest, and he shall not be counted in the quorum present at the meeting of the Board of Directors.

In this Article, “associates” has the same meaning as defined in the Listing Rules of the Hong Kong Stock Exchange.”

be amended as: “Unless exempted in accordance with relevant listing rules, laws or regulations of Hong Kong or the People’s Republic of China, no directors shall vote on resolutions for approving any contract or arrangement in which he/she or his/her associates (with the same meaning as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) has or have material interest, nor vote as proxy of other directors. Such meeting of Board of Directors may be held by more than half of non-connected directors attending the meeting. Resolutions made by such meeting of Board of Directors shall be approved by more than half of non-connected directors. Where there are less than three (3) non-connected directors attending a meeting of Board of Directors, such matters shall be submitted to the general meeting of shareholders for consideration.”

28. Five articles be added before the original Article 174 of the Articles of Association:

Article 1: “Persons who are appointed to positions other than as directors in the controlling shareholder or beneficiary controller of the Company shall not be appointed as members of the senior management of the Company.”

Article 2: “Managers should set up working rules and regulations for implementation upon approval of the Board of Directors.”

Article 3: “Rules and regulations for managers include the following:

- (1) Conditions, procedures for managers to convene a meeting and persons involved;
- (2) Duties of managers and other members of the senior management and division of duties;
- (3) The limits of authority in utilizing the capital of the Company, assets and executing material contracts, and the system of reporting to the Board of Directors, and the Supervisory Committee;

(4) Other issues deemed necessary by the Board of Directors.”

Article 4: “Members of the senior management may resign before the expiry of term of office. The detailed procedures and methods of resignation of members of the senior management are subject to their employment contracts with the Company.”

Article 5: “The loss arising from the breach of laws, administrative regulations, department regulations or the Articles of Association by members of the senior management in the course of executing their duties should be borne by them.”

29. The second paragraph of the original Article 176 of the Articles of Association, which reads: “Supervisory Committee shall convene at least one meeting per year. Such meeting shall be convened by the Chairman of the Supervisory Committee.”

be amended as: “Supervisory Committee shall convene at least two meetings per year. Such meeting shall be convened by the Chairman of Supervisory Committee. Notice of such meeting shall be delivered personally to all supervisors fourteen (14) days before the meeting is held.

Notice of meeting of Supervisory Committee shall include the following:

- (1) date and location of the meeting to be held and meeting period;
- (2) reasons and objects of the meeting;
- (3) date of the notice.

Supervisors may propose to convene extraordinary meeting of Supervisory Committee.”

30. An article be added before the original Article 192 of the Articles of Association, which reads: “No director shall act on behalf of the Company or the Board of Directors without lawful authorization provided hereunder or by the Board of Directors. When a director acts on his/her own behalf and a third party reasonably considers such director is acting on behalf of the Company or the Board of Directors, such director shall declare in advance his/her position and capacity.”

31. The original Article 221 of the Articles of Association, which reads: “The Company shall attach importance to reasonable return to investors while distributing profit. Recommendation of nil profit distribution in cash by the Board of directors shall be justified and disclosed in the regular reports and the independent non-executive directors shall give their independent opinion thereon. In case of fund appropriated by a shareholder in violation of regulations, the Company shall make a deduction to the cash dividend distributable to such shareholder to repay the fund appropriated thereby.”

be amended as: “The Company shall attach importance to reasonable return to investors while distributing profit. In the Profit Distribution Plan of the Board of Directors, profit to be distributed in cash shall not be less than 30% of the annual distributable profit realized in that year. Recommendation of nil profit distribution in cash by the Board of Directors shall be justified

and disclosed in the regular reports and the independent non-executive directors shall give their independent opinion thereon.

In case of fund appropriated by a shareholder in violation of regulations, the Company shall make a deduction to the cash dividend distributable to such shareholder to repay the fund appropriated thereby.”

32. Three articles be added before the original Article 255 of the Articles of Association:

Article 1: “Where the notice of the Company is delivered by hand, the addressee to which such notice is delivered shall sign his/her name (or affix his/her seal to) on the acknowledgement of service and the date of acknowledgement shall be deemed as the date of service; where a notice of the Company is delivered by post, three (3) working days after the date of delivery to the post office shall be deemed as the date of service; where a notice of the Company is delivered by email, the date of which the email is sent shall be deemed as the date of service; and where a notice of the Company is delivered in form of an announcement, the first day on which such announcement is published shall be deemed as the date of service.”

Article 2: “Any meeting and resolutions of such meeting shall not be invalidated in the event of any accidental omission in sending the notice of meeting to persons entitled to receive the same or that such persons have not received the notice of meeting.”

Article 3: “Shanghai Securities Daily has been designated by the Company as the newspaper for dissemination of Company information. The website of the Shanghai Stock Exchange <http://www.sse.com.cn> and The Stock Exchange of Hong Kong Limited <http://www.hkexnews.hk> have been designated by the Company as the websites for dissemination of Company information.”

For any of the above changes resulting in changes in the numbering and terms of articles, adjustments will be made accordingly.