
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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2008 Annual Report
2008 Work Report of the Board of Director
2008 Work Report of the Supervisory Committee
2008 Audited Domestic Auditor's Report
2008 Audited Overseas Auditor's Report
No Profit Distribution Plan for 2008
Plan for Offsetting Losses
Appointment of Domestic and Overseas Auditors for 2009
Amendments to the Articles of Association
And
Notice of Annual General Meeting

A notice convening the 2008 annual general meeting of Beiren Printing Machinery Holdings Limited ("the AGM") to be held at the Conference Room 6206, No. 6, Rong Chang Dong Street, Beijing Economic and Technologic Development Zone, Beijing, PRC, on 26 May 2009 (Tuesday) at 9:00 a.m. is set out on pages 4 to 6 of this circular.

Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

8 April 2009

LETTER FROM THE BOARD



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. Pang Liandong

Mr. Zhang Peiwu

Mr. Yang Zhendong

Mr. Duan Yuangang

Independent non-executive directors

Mr. Xu Wencai

Ms. Wang Hui

Mr. Xie Bingguang

Mr. Wang Deyu

Registered office:

6 Rongchangdong Street

Economic and Technological

Development Zone

Beijing

PRC

8 April 2009

To the shareholders of the Company

Dear Sir or Madam,

2008 Annual Report
2008 Work Report of the Board of Directors
2008 Work Report of the Supervisory Committee
2008 Audited Domestic Auditor's Report
2008 Audited Overseas Auditor's Report
No Profit Distribution Plan for 2008
Plan for Offsetting Losses
Appointment of Domestic and Overseas Auditors for 2009
Amendments to the Articles of Association
And
Notice of Annual General Meeting

INTRODUCTION

The purpose of this circular is to give you notice of the 2008 Annual General Meeting and to provide you with reasonable and necessary information.

At the 2008 Annual General Meeting, ordinary resolutions will be proposed to consider and approve (1) the Company's Annual Report for the year 2008; (2) the 2008 Work Report of the Board of Directors; (3) the 2008 Work Report of the Supervisory Committee of the Company; (4) the Audited Report of Company's Domestic Auditor for the year 2008; (5) the Audited Report of

LETTER FROM THE BOARD

Company's Overseas Auditor for the year 2008; (6) No Profit Distribution Plan for the year 2008; (7) the Plan for Offsetting Losses; and (8) the Appointment of Domestic and Overseas Auditors for 2009; and special resolutions will be proposed to approve certain amendments to the Articles of Association, the Rules of Procedures for the General Meetings, the Rules of Procedures for the Meetings of the Board of Directors and the Rules of Procedures for the Meetings of the Supervisory Committee.

2008 Annual Report of the Company, 2008 Work Report of the Board of Director, 2008 Work Report of the Supervisory Committee, Audited Report of the Company's Domestic Auditor for the year 2008, Audited Report of the Company's Overseas Auditor for the year 2008 and No Profit Distribution Plan for 2008

Please refer to the 2008 Annual Report of the Company and the relevant sections thereof.

Plan for Offsetting Losses

Please refer to the Company's Announcement on Offsetting Losses dated 30 March 2009.

Appointment of Domestic and Overseas Auditors for 2009

The Board proposes that the Company continues to appoint ShineWing Certified Public Accountants and SHINEWING (HK) CPA Limited as its respective domestic and overseas auditors for the year 2009, and to authorize the Board of Directors to enter into employment contracts with them and determine their remuneration.

Proposed Amendments to the Articles of Association

The Board proposes to amend the Articles of Association of the Company, details of which are set out in Appendix I to this circular. The Board also proposes to amend the Rules of Procedures for the General Meetings, the Rules of Procedures for the Meetings of the Board of Directors and the Rules of Procedures for the Meetings of the Supervisory Committee by adoption, details of which are set out in Appendices II to IV of this circular.

Annual General Meeting

A notice convening the 2008 Annual General Meeting is set out on pages 4 to 6 of this circular.

A proxy form for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less 24 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rules 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the proposals mentioned as above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2008 Annual General Meeting.

GENERAL

Should there be any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

Yours faithfully,
For and on behalf of the board of
Beiren Printing Machinery Holdings Limited
Pang Liandong
Chairman

8 April 2009

NOTICE OF 2008 ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the 2008 Annual General Meeting of Beiren Printing Machinery Holdings Limited (the "Company") will be convened as follows:–

- I. Time of the Meeting: 26 May 2009 (Tuesday) at 9:00 a.m.
- II. Place of the Meeting: Conference Room of the Company, Room 6206, No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing
- III. Ordinary Resolutions:
 1. To consider and approve the 2008 Annual Report of the Company;
 2. To consider and approve the 2008 Work Report of the Board of Directors;
 3. To consider and approve the 2008 Work Report of the Supervisory Committee of the Company;
 4. To consider and approve the audited report of the domestic auditor of the Company for the year 2008;
 5. To consider and approve the audited report of the overseas auditors of the Company for the year 2008;
 6. To consider and approve the resolution of the Company not to distribute any profit for the year 2008;
 7. To consider and approve the plan for offsetting losses, the details of which are set out in the Announcement on Offsetting Losses of the Company dated 30 March 2009;
 8. To consider and approve 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, and to authorise the Board of Directors to enter into employment contracts with them and determine their remunerations;
- IV. Special Resolutions:
 9. To consider and approve the resolution on amendments to the Articles of Association, details of which are set out in Appendix I;
 10. To consider and approve the resolution on amendments to the Procedural Rules of the General Meetings, details of which are set out in Appendix II;
 11. To consider and approve the resolution on amendments to the Procedural Rules of the Meetings of the Board of Directors, details of which are set out in Appendix III;

NOTICE OF 2008 ANNUAL GENERAL MEETING

12. To consider and approve the resolution on amendments to the Procedural Rules of the Meetings of the Supervisory Committee, details of which are set out in Appendix IV.
- V. The 2008 debriefing report of independent non-executive directors.
- VI. Attendees of and Attendance at the Annual 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 24 April 2009 have the right to attend the 2008 Annual General Meeting after completion of registration procedures.
 3. Shareholders or proxies who intend to attend the Annual General Meeting are requested to deliver the reply slip of attending to the Company before 6 May 2009. The reply slip may be delivered in person, by post or facsimile.
 4. Holders of the Company's H shares should note that the register of members of the Company will be closed from 26 April 2009 to 26 May 2009 (both days inclusive), during which time no H Shares transfer will be registered. For holders of H Shares who intend to attend the Annual 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 24 April 2009. The address is Hong Kong Registrars Limited, Room 1712-1716, 17/F, 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 present his own identity card, evidence of shareholding and valid documents evidencing his capacity as a legal representative. While appointing proxy to attend the meeting, the proxy should present his identity card and an authorisation instrument affixed with the seal of the corporate shareholder and duly signed by its legal representative and evidence of shareholding.
 6. Each shareholder who is entitled to attend and vote at the Annual 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 Annual General Meeting.
 7. 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 Annual General Meeting.

NOTICE OF 2008 ANNUAL GENERAL MEETING

VII. Other matters:

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

Contact telephone: 010-67802565

Fax: 010-67802570

Postal code: 100176

Contact person: Jiao Ruifang

The 2008 Annual General Meeting is expected to last for half a day. Attendees should bear their own accommodation and travel expenses.

Should there be any inconsistency between the Chinese and the English versions of this notice, the Chinese version shall prevail.

The Board of Directors of
Beiren Printing Machinery Holdings Limited

8 April 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.

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 26 May 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.

BEIREN PRINTING MACHINERY HOLDINGS LIMITED**PROCEDURAL RULES OF THE GENERAL MEETINGS****Chapter 1 General***Article 1*

In order to regulate corporate acts, ensure that the shareholders' general meeting legally exercises its functions and powers, these Procedural Rules are formulated in accordance with the provisions of the Company Law of the People's Republic of China (the "Company Law") and the Security Law of the People's Republic of China (the "Security Law").

Article 2

The Company shall convene shareholders' general meetings in strict compliance with the relevant requirements of the laws, administrative regulations, these Procedural Rules and the Articles of Association, and shall ensure that shareholders can exercise their rights according to laws.

The Board of Directors shall pragmatically perform its duties, and shall organize shareholders' general meetings in a serious and timely manner. All the Directors of the Company shall exercise their diligence to ensure the normal holding of a shareholders' general meeting and its lawful exercise of functions and powers.

Article 3

The shareholders' general meeting shall exercise its functions and powers within the scope specified by the Company Law and the Articles of Association.

Article 4

Shareholders' general meetings comprise of shareholders' annual general meetings and shareholders' extraordinary general meetings. The shareholders' annual general meeting shall be held once a year within 6 months from the accounting year end date of the previous year. Extraordinary general meeting shall be held from time to time and, upon the happening of an event which, according to Article 101 of the Company Law, requires the holding of an extraordinary general meeting, an extraordinary general meeting shall be held within 2 months of the happening of such event.

In the event that shareholders' general meetings cannot be held within the time periods as stated above, the Company shall report to the representative organizations of the Chinese securities regulator in the Company's locality and the stock exchange of the place where its shares are listed (the "Stock Exchange") and shall issue an announcement setting out the reasons.

Article 5

The Board of Directors shall appoint lawyers to issue opinions on the following which shall be announced:

- (1) whether the procedures for the convening and the holding of the shareholders' general meeting comply with the requirements of laws, administrative regulations, these Procedural Rules and the Articles of Association;

- (2) the legality and validity of the qualifications of the persons attending the meeting and the qualifications of the convener;
- (3) the legality and validity of the voting procedures and results of the shareholders' general meeting;
- (4) the issue of legal opinions on other issues upon the request of the Company.

Chapter 2 Convocation of the Shareholders' General Meeting

Article 6

The Board of Directors shall convene scheduled shareholders' general meeting according to the time limit as stipulated under Article 4 of these Procedural Rules.

Article 7

An Independent Director shall have the right to propose to the Board of Directors for holding an extraordinary general meeting. With regard to the proposal made by the Independent Director for convening an extraordinary general meeting, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.

If the Board of Directors agrees to hold the extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the resolution is made by the Board of Directors. If the Board of Directors does not agree to hold the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.

Article 8

The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall put forward its proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not within 10 days of the receipt of the proposal.

If the Board of Directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution of the Board of Directors is made. In the event of the notice making any change to the original motion, the consent of the Supervisory Committee shall be obtained.

If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days of the receipt of the proposal, the Board of Directors shall be deemed to be unable or to have failed in performing its duty of convening a shareholders' general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.

Article 9

Shareholders shall request to convene an extraordinary general meeting or a class general meeting in accordance with the following procedures:

- (1) Two or more than two shareholders holding over 10% (inclusive) of the voting rights of the shares having the right to vote in such a meeting may sign one or several written requests in the same form requesting the Board of Directors to convene an extraordinary general meeting or a class general meeting, and specify matters of such meeting. Upon receiving of the aforementioned written requests, the Board of Directors shall convene such extraordinary general meeting or class general meeting as soon as possible. The aforementioned number of shares held shall be determined as of the date of submitting of such written requests.
- (2) Shall the Board of Directors fail to issue a notice to convene such meeting, within 30 days upon receiving of the aforementioned written requests, shareholders submitting such written requests may convene such meeting on their own within four months upon receiving of such written requests by the Board of Directors. The procedures for convening such shareholders' general meeting shall follow those shareholders' general meeting convened by Directors as much as possible.

All expenses necessary for convening shareholders' general meeting by the shareholders as a result of the Directors' failure to convene a meeting at shareholders' request shall be borne by the Company, and the Company shall be entitled to obtain indemnification from the defaulting Directors.

Article 10

In the event that the Supervisory Committee or the shareholders intend to convene a shareholders' general meeting, the Supervisory Committee or the shareholders concerned shall issue a written notice to the Board of Directors and, at the same time, notify the representative organizations of the Chinese securities regulator in the Company's locality and the Stock Exchange.

Before announcing the decision to convene the shareholders' general meeting, the shareholding of those shareholders who convened the meeting shall not be less than 10%.

The Supervisory Committee and the shareholders convening the shareholders' general meeting shall, at the time of issuing the notice of shareholders' general meeting and the announcement to convene the shareholders' general meeting, submit relevant materials to the representative organizations of the Chinese securities regulator in the Company's locality and the Stock Exchange.

Article 11

With regard to the shareholders' general meeting convened by the Supervisory Committee or shareholders on its/their own initiative, the Board of Directors and its secretary shall offer cooperation. The Board of Directors shall provide the register of shareholders as of the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for other purposes except for the shareholders' general meeting.

Article 12

All expenses necessary for convening shareholders' general meeting by the Supervisory Committee or the shareholders shall be borne by the Company.

Chapter 3 Proposed Motions and Notice of Shareholders' General Meeting*Article 13*

The contents of the proposals shall fall within the responsibilities of the shareholders' general meeting. The proposals shall specify the matters for discussion and consideration and such proposals shall comply with the relevant requirements under the laws, administrative regulations and the Articles of Association.

Article 14

Shareholder(s) individually or in aggregate holding over 3% of the shares in the Company may propose extraordinary motions and submit the same in writing to the convener 10 days prior to the holding of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with 2 days of the receipt of the motion and announce the contents of the extraordinary motions.

Besides the aforementioned provision, upon the issuance of the notice of shareholders' general meeting, the convener may not alter motions specified in such notice of shareholders' general meeting or propose any new motion.

Motions that are not specified in the notice of shareholders' general meeting or do not comply with the requirements of Article 13 herein shall not be put to vote at the shareholders' general meeting.

Article 15

The convener shall, 45 days prior to the convening of shareholders' general meeting; notify all shareholders by means of announcing of such.

Article 16

The notice of shareholders' general meeting (or any supplemental notice) shall thoroughly and completely disclose the specific contents of all proposals, as well as all the information or explanations which are necessary for the shareholders to make a reasonable judgment in respect of the matters to be discussed. In the event that Independent Directors are required to express their views on the matters to be discussed, the notice of shareholders' general meeting (or any supplemental notice) shall also disclose the views of the Independent Directors and the reasons for forming such views.

Article 17

If the election of Directors or Supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall fully disclose detailed information of the Director candidates or Supervisor candidates, which shall at least include:

- (1) personal particulars, such as educational background, working experiences, and concurrent positions;

- (2) whether such candidates are connected with the Company, its controlling shareholders or its factual controllers;
- (3) the number of shares of the Company held by such candidates; and
- (4) whether such candidates have been subjected to the punishment of China Securities Regulatory Commission or any other relevant department or the reprimand of the Stock Exchange.

Unless the accumulative voting system is adopted for the election of Directors or Supervisors, each Director candidate or Supervisor candidate shall be proposed in a separate motion.

Article 18

The notice of shareholders' general meeting shall set out the place and time of the meeting and the shareholding record date. The shareholding record date shall not be changed once it has been confirmed.

Article 19

Following the issue of the notice of shareholders' general meeting, such meeting shall not be postponed or cancelled and the motions set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement stating the reasons therefor at least 2 working days prior to the date on which the meeting is originally scheduled.

Chapter 4 Holding of Shareholders' General Meeting

Article 20

Shareholders' general meetings of the Company shall be held at No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone.

A venue shall be set aside for the convening of physical shareholders' general meetings. The Company may provide assistance to shareholders in their participation of shareholders' general meeting by the provision of safe, economic and convenient on line and other means. Attendance of shareholders' general meeting by the aforesaid methods shall be treated as valid.

Shareholders may attend shareholders' general meetings in person and exercise their voting rights, shareholders may also authorize other person to attend such meeting on behalf on them and exercise such voting rights within the scope of authorization.

Article 21

If the shareholders' general meeting can be attended online or other methods, the notice of shareholders' general meeting shall clearly specify the time of voting and the procedures for voting for attendance on line or through other methods.

Voting at shareholders' general meetings by such online or other methods shall not commence earlier than 3:00 pm of the day prior to the convening of the physical shareholders' general meeting, and shall not be later than 9:30 am of the day of convening of the physical shareholders' general meeting, and such voting shall not be closed before 3:00 pm of the day of closing of the physical shareholders' general meeting.

Article 22

The Board of Directors and other conveners shall take necessary measures to ensure proper order of the shareholders' general meeting. With regard to activities that violate the order of the shareholders' general meeting, affray or activities that are harmful to the legal rights and interests of other shareholders, the Company is entitled to take action to restrain such activities and promptly report the same to relevant authorities.

Article 23

All shareholders registered on the shareholding record date or their proxies shall be entitled to attend shareholders' general meetings, and shall not be rejected by the Company and the convener.

Article 24

Shareholders shall attend shareholders' general meetings with their share account cards, identity cards or other valid documents or certificates to certify their identities. Proxies shall also provide proxy authorization letters from shareholders and valid personal identity cards.

Article 25

The convener and the lawyers engaged by the Company shall jointly verify the validity of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing authority, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of their voting shares.

Article 26

All Directors, Supervisors and the secretary to the Board of Directors shall attend the shareholders' general meeting, managers and other Senior Management personnel shall be present at the meeting.

Article 27

A shareholders' general meeting shall be presided over by the Chairman of the Board of Directors. If the Chairman of the Board of Directors is unable to perform or fails to perform his duties, the Vice-chairman shall preside over the meeting; and if the Vice-chairman is unable to perform or fails to perform his duties, a Director jointly elected by over one half of all Directors shall preside over the meeting.

For a shareholders' general meeting convened by the Supervisory Committee itself, such meeting shall be presided over by the Chairman of the Supervisory Committee. If the Chairman of the Supervisory Committee is unable to perform or fails to perform his duties, a Supervisor jointly elected by over one half of all Supervisors shall preside over the meeting.

For a shareholders' general meeting convened by the shareholders themselves, such meeting shall be presided over by a shareholder representative elected by the convening shareholders.

During the course of a shareholders' meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders' general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue.

Article 28

During the annual shareholders' general meeting, the Board of Directors and the Supervisory committee shall respectively give a report on their work in the previous year to shareholders' general meeting, each independent non-executive director shall also give a work report.

Article 29

On shareholders' general meetings, Directors, Supervisors and senior management shall give explanations and illustrations with regard to inquiries made by shareholders.

Article 30

The chairman of meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of their voting shares which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article 31

When transactions are being resolved in the shareholders' general meeting, all shareholders who are connected with such transactions shall abstain from voting. The voting shares of the aforesaid shareholders shall not be included into the total number of voting shares held by shareholders present at the shareholders' general meeting.

Shares of the Company held by the Company shall carry no voting rights and such shares shall be excluded from the total number of voting shares represented by the shareholders at the meeting.

Article 32

When voting on the election of Directors and Supervisors, the shareholders' general meeting may implement the accumulative voting system according to the Articles of Association or the resolution of the shareholder's general meeting.

The aforementioned accumulative voting system shall mean a system whereby each share, at voting to elect Directors or Supervisors at a shareholders' general meeting, carries the number of voting rights equivalent to the number of the Directors or Supervisors to be elected, and a shareholder may concentrate his or her voting rights.

Article 33

Other than the accumulative voting system, the shareholders' general meeting shall resolve separately on all proposals. If different proposals for the same matter are made, such proposals shall be voted on in the order of the time at which they are made. No proposal shall be left aside or left unresolved by shareholders' general meetings, unless such meetings have been suspended or unable to resolve on such proposal due to force majeure events and other special reasons.

Article 34

The shareholders' general meeting shall not amend a proposal while it is being considered thereat, and a proposal so amended will be deemed a new proposal and it shall not be voted on at the then shareholders' general meeting.

Article 35

Insofar as a particular resolution is concerned, a shareholder shall only cast its vote in one of the following ways: physically, on line or by other method as stipulated. In the event of multiple votes being cast by the same shareholder on the same resolution, the vote that was cast in the first instance shall prevail.

Article 36

Shareholders attending the shareholders' general meeting shall vote for, against or abstain from voting on the resolutions put forward for voting.

For voting slips that are left blank, incorrectly completed, illegible or not cast, the voter shall be deemed to have waived his voting rights, and the votes in respect of the number of shares held by him shall be counted as "abstention".

Article 37

Two shareholders' representatives shall be elected to participate in vote counting and to supervise the counting process before any voting takes place at the shareholders' general meeting, but shareholders (and their proxies) who have an interest in the matters under consideration shall not participate in vote counting and the supervision of the counting process.

The Company's lawyers, shareholders' representatives, Supervisors' representatives, auditors and share transfer agents shall be responsible for vote counting and supervising the counting process when the voting takes place at the shareholders' meeting.

Shareholders (or their proxies) voting on line or by other means shall be entitled to inspect through the corresponding voting system their votes cast.

Article 38

The closing time of the shareholders' general meeting at the venue where such meeting is physically held shall not be earlier than that for attending such meeting on line or by other means. The chairman of the meeting shall announce how the votes were cast and the voting results in respect of each resolution, and announce whether such resolution has been passed according to the voting results.

Before the official announcement of the voting results, the Company, the counting officers, the voting observers, the major shareholders and the on line service providers and other relevant parties shall be obliged to keep confidential the way the votes were cast.

Article 39

Resolutions of the shareholders' general meeting shall be announced promptly. The number of shareholders and proxies attending the meeting, the total number of voting shares they represented and the percentage of the total number of the voting shares of the Company they represented, the voting methods, the voting result for each motion and details of each of the resolutions passed shall be stated clearly in the announcement.

Separate statistics and announcements shall be made with regard to the attendance and voting results of holders of domestic and foreign shares.

Article 40

If proposals made at the meeting are not adopted, or if a shareholders' general meeting has resolved to modify the resolutions passed at the previous shareholders' general meeting, the Board of Directors shall give specific notification in relation thereof in the announcement of resolution of the shareholders' general meeting.

Article 41

The Secretary to the Board of Directors shall be responsible for keeping minutes of the shareholders' general meetings. The minutes shall set out the following:

- (1) the date, place and agenda of the meeting, and the name of the convener;
- (2) the name of the chairman of the meeting, and the Directors, Supervisors, managers and other Senior Management personnel of the Company attending or present at the meeting;
- (3) the number of shareholders and proxies attending the meeting, the total number of voting shares they represented and the percentage of the total number of shares of the Company they represented;
- (4) the discussions in respect of each motion, highlights of the speeches made at the meeting and the voting results;
- (5) details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;
- (6) the name of the lawyer, counting officer and voting observer;
- (7) other matters which, according to the provisions of the Articles of Association, shall be recorded in the minutes of the meeting.

Directors and Supervisors attending the meeting, the Secretary to the Board of Directors, the convener or their representatives, and the chairman of the meeting shall sign on the minutes of the meeting, and ensure the truthfulness, accuracy and completeness of the minutes of the meeting.. The minutes of the meeting and the signed attendance record of the shareholders who attended physically, the proxy forms and the valid information relating to voting on line and by other means shall be kept together, for a period of not less than 10 years.

Article 42

The convener shall ensure the continuity of the shareholders' general meeting until the adoption of the final resolutions. Shall the shareholders' general meeting be suspended or unable to resolve on proposals due to force majeure events or other special reasons, necessary actions shall be taken to resume such meeting or directly terminate such meeting, and announce such promptly. Meanwhile, the convener shall report such to the representative organizations of the Chinese securities regulator in the Company's locality and the Stock Exchange.

Article 43

When the shareholders' general meeting has passed motions regarding the election of Directors, Supervisors, the newly appointed Directors, Supervisors shall assume their duties in accordance with requirements of the Articles of Association.

Article 44

When the shareholders' general meeting has passed motions regarding cash distribution, bonus issue or conversion of statutory surplus reserve into capital, the specific proposals shall be implemented within 2 months after the close of the shareholders' general meeting.

Article 45

Resolutions of the Company's shareholders' general meeting which violate the laws and regulations shall be rendered void.

In the event that the convening procedures of the shareholders' general meeting, or the voting procedures thereof contravene any law or administrative regulation or the Articles of Association, or the content of any resolution adopted at the shareholders' general meeting contravenes the Articles of Association, the shareholders may, within 60 days of the date of adoption of the relevant resolution, apply to the People's Court for rescission of such resolution.

Chapter 5 Miscellaneous*Article 46*

Announcements or notices referred to in these Procedural Rules shall mean related information disclosures published on newspapers designated by CSRC. For lengthy announcements or notices, the Company may opt to disclose summaries of such announcements or notices on newspapers designated by CSRC, however, the full text of such shall be published at the same time on websites designated by CSRC.

Supplemental notices of shareholders' general meetings referred to in these Procedural Rules shall be published on the same designated newspaper where the meeting notice has been published.

Article 47

Terms "over" and "within" shall include the number itself and the terms "exceed", "less than" and "more than" shall not include the number itself.

Article 48

These Procedural Rules (as revised) have been formulated by the Board of Directors, and shall be effective upon approval of shareholders' general meeting.

Article 49

These Procedural Rules are to be interpreted by the Board of Directors.

BEIREN PRINTING MACHINERY HOLDINGS LIMITED**PROCEDURAL RULES OF THE MEETINGS OF THE BOARD***Article 1 Objectives*

In order to further regulate meeting and decision making procedures of the Board of the Company, procure the effective performance of duties of the Directors and the Board, and to enhance the standardized operation and scientific decision making level of the Board, these Procedural Rules are formulated in accordance with the provisions of the Company Law, the Security Law, the Code of Corporate Governance for Listed Companies, the Stock Listing Rules of Shanghai Stock Exchange and other related requirements.

Article 2 Secretariat of the Board

The Board has established a secretariat to deal with routine matters of the Board.

The secretary to the Board shall also be the chief of the secretariat of the Board, responsible for keeping the seals of the Board and the secretariat of the Board.

Article 3 Regular meetings

Board meetings are divided into regular meetings and temporary meetings.

The Board shall at least have 4 regular meetings every year.

Article 4 Proposals at regular meetings

Before issuing a notice to convene a regular meeting of the Board, the secretariat of the Board shall fully solicit opinions of Directors, and form initial meeting proposals for drafting by the Chairman.

Before drafting the proposals, the Chairman shall seek opinions from managers and other Senior Management personnel whenever necessary.

Article 5 Temporary meetings

In the event of any of the following, a temporary meeting shall be convened by the Board:

- (1) As suggested by shareholders holding over 10% of the Company's voting rights;
- (2) As requested by over 1/3 of the Directors;
- (3) As suggested by the Supervisory Committee;
- (4) The Chairman deems necessary;
- (5) As requested by over 1/2 of the independent directors;
- (6) As proposed by managers;
- (7) As requested by security regulatory departments;
- (8) Other events stipulated in the Articles of Association of the Company.

Article 6 Proposal submitting procedures at temporary meetings

If a temporary meeting is convened as a result of an event set out in the above Article, the person requesting the meeting shall submit his signed and sealed written request to the Chairman either directly or through the secretariat of the Board. The written proposal shall set out the following matters:

- (1) the name of the person requesting the meeting;
- (2) the reasons for the request or the objective circumstances justifying the request;
- (3) the time for convening the requested meeting or the time period within which the requested meeting is to be convened, the venue and the means of conducting the meeting;
- (4) precise and detailed motions to be proposed;
- (5) contact details of the person requesting the meeting and the date of the request notice.

The proposed motions shall be matters within the terms of reference of the Board as regulated under the Company's Articles of Association and accordingly, shall be submitted together with relating and relevant information.

The secretariat to the Board shall, upon receiving of the above mentioned written request and related information, transfer such to the Chairman on the same day. If the Chairman considers the proposals not precise or detailed enough or the related information not sufficient, the person requesting the meeting may be required to provide related amendments or supplements.

Within 10 days upon receiving of such suggestion or request from security regulatory departments, the Chairman shall convene and chair the meeting of the Board.

Article 7 Convening and chairing of meetings

Board meetings shall be convened and chaired by the Chairman of the Board. In case that the Chairman cannot or does not perform his/her duty, the Vice Chairman shall convene or chair the Board meeting. If the Vice Chairman cannot or does not perform his/her duty, over 1/2 of the Directors may elect one Director to convene and chair the meeting.

Article 8 Meeting notices

In convening regular and temporary meetings of the Board, the secretariat to the Board shall give respectively fourteen days, eight hours prior written meeting notices sealed by the secretariat to the Board in person, by fax, e-mail or other means, to all Directors, Supervisors and managers, the secretary of the Board. If not delivered in person, it shall then be confirmed by telephone, with related records.

If a temporary Board meeting shall be convened as soon as possible in emergency, a meeting notice may be given from time to time by telephone or other oral means, however, the convener shall explain such at the meeting.

Article 9 Content of meeting notices

Written meeting notices shall include the following:

- (1) Time and place of the meeting;
- (2) Form of the meeting;
- (3) Matters to be reviewed (meeting proposals);
- (4) The convener and chairman of the meeting, persons submitting proposals at temporary meetings and the written proposals;
- (5) Meeting information needed for the voting of Directors;
- (6) Requirements with regard to meeting attendance by Directors in person or through authorization of other Directors;
- (7) Contact person for the meeting and his/her contact details.

Oral meeting notices shall include at least the content in item (1) and (2) above, and the explanation as to the emergency need to convene a temporary Board meeting as soon as possible.

Article 10 Changes in meeting notices

Upon the dispatch of a written notice of a regular Board meeting, if it is necessary to change the time, place or other items of the meeting, or increase, alter, cancel meeting proposals, written notice of changes shall be dispatched three days prior to the original date of convening of such meeting, with explanations and information and material related to new proposals. In case of a notice period of less than three days, the meeting shall be postponed accordingly, or be convened at the original date upon the approval of all attending Directors.

Upon the dispatch of a written notice of a temporary Board meeting, if it is necessary to change the time, place or other items of the meeting, or increase, alter, cancel meeting proposals, prior authorization of all attending Directors shall be obtained, with related records.

Article 11 Holding of meetings

The quorum for a Board meeting shall be over 1/2 of the Directors. Shall related Directors refuse or neglect to attend meetings and cause such meetings to fail to satisfy the quorum requirement, the Chairman and the secretary to the Board shall notify regulatory departments in a timely manner.

Supervisors may attend Board meetings, non-director managers and secretary to the Board shall attend Board meetings. If deemed necessary by the chairman of the meeting, other related personnel may be required to attend a Board meeting.

Article 12 Attending in person and by proxy

Board meetings shall be attended in principle by the Directors in person. If for some reason a Director cannot attend a meeting, he/she shall review meeting material beforehand, form defined opinions, and appoint another Director to attend on his/her behalf in writing.

The power of attorney shall specify:

- (1) the names of the appointing Director and the Director being appointed;
- (2) the concise opinion of the appointing Director with regard to each proposal;
- (3) the authorization scope and the instruction with regard to voting intention on proposals;
- (4) the signature of the appointing Director, date, among others.

A specific authorization shall be given in the power of attorney to appoint another Director to execute the written confirmation for regular reports.

The Director being appointed shall submit the written power of attorney to the chairman of the meeting, and state such appointment on the meeting signature book.

Article 13 Restrictions on appointed attendance

The appointing and the being appointed Directors shall abide the following principles:

- (1) In reviewing connected transactions, unconnected Directors shall not appoint connected Directors to attend related meetings; and connected Directors shall not accept such appointments from unconnected Directors;
- (2) Independent Directors shall not appoint non-independent Directors to attend meetings, and non-independent Directors shall not accept such appointments from independent Directors;
- (3) Directors shall not appoint other Directors with full power to attend meetings without specific personal opinions towards and voting intentions on proposals, and related Directors shall not accept such appointments with full power or undefined authorization;
- (4) A Director shall not accept appointments from more than two Directors, and Directors shall not appoint a Director already appointed by more than two Directors to attend meetings.

Article 14 Forms of meetings

Board meetings shall in principle be held physically. In case necessary, and upon the approval of the convener (chairman) and the person submitting the proposal, a meeting may also be held through visual, telephone, fax or e-mail voting and other means, provided that the Directors can fully express their opinion. A Board meeting may also be held through a combination of physical attending and other means.

Shall a meeting be held by means other than the physical attending, Directors appearing by visual means, voicing opinions at telephone conference, actually receiving fax or e-mail and other valid votes within a specified period, or submitting written confirmation of attendance after the meeting, shall be counted in the number of Directors attending the meeting.

Article 15 Review procedures of meetings

The chairman of a meeting shall remind Directors attending the Board meeting to issue defined opinions with regard to various proposals.

Shall a proposal require the prior authorization of independent Directors, the chairman of the meeting shall appoint an independent Director to announce the written authorization agreed upon by independent Directors before the discussion of such proposal.

The chairman of a meeting shall promptly stop a Director from jeopardizing the normal meeting proceeding or affecting speeches of other Directors.

Board meetings shall not vote on proposals not included in meeting notices, unless unanimously agreed upon by all attending Directors. Shall a Director be appointed by other Directors to attend a Board meeting, the appointed Director shall not vote on proposals not included in meeting notices on behalf of the appointing Director.

Article 16 Issuance of opinions

Directors shall read related meeting material carefully, and issue independent, prudent opinions as informed and knowledgeable persons.

Directors may request information needed for decision making from the secretariat to the Board, the convener of the meeting, managers and other senior management personnel, special committees, accountants, law firms and other related personnel and institutions, and may propose to the chairman during the meeting to invite the above mentioned personnel and institutions to attend the meeting to explain related situations.

Article 17 Voting at meetings

Upon full discussion, the chairman shall remind attending Directors to vote on each proposal in a timely manner.

One Director shall have one vote at a voting, which shall be registered and in written form.

A Director shall vote for, against or abstain from a voting. Attending Directors shall choose one among the above intentions. Shall a Director make no choice, or choose more than two intentions, the chairman of the meeting shall require such Director to choose again. Shall a Director refuse to choose, he/she shall be deemed abstained. Shall a Director leave a meeting and do not return, without making a choice, he/she shall be deemed abstained.

Article 18 Statistics of voting results

Upon completion of voting by Directors, the security affairs representative and related personnel of the secretariat to the Board shall collect votes from Directors in a timely manner, and count such votes under the supervision of a Supervisor or an independent Director.

For meetings attended physically by Directors, the chairman of the meeting shall announce the voting results immediately. Under other circumstances, the chairman shall request the secretary of the Board to notify the Directors of the voting results before the next working day upon the end of the required voting period.

Directors voting after the announcement of voting results by the chairman or the end of the required voting period shall not be counted.

Article 19 Adoption of resolutions

Besides provisions stipulated in Article 20 herein, the review and passing of meeting proposals and the adoption of related resolutions by the Board shall have more than half of all Directors of the Company voted for such proposals. Shall laws, administrative regulations and the Articles of Association of the Company require any resolution to be adopted by more Directors, such requirements shall be complied with.

Resolutions adopted by Directors with regard to guarantees, within their authorized terms and in accordance with requirements of the Articles of Association of the Company, shall have more than half of all Directors of the Company and more than two third of the attending Directors voted for such resolutions.

Shall there be any discrepancy in content or in meaning between different resolutions, the later adopted resolution shall prevail.

Article 20 Abstain from voting

Under the following circumstances, Directors shall abstain from voting on related resolutions:

- (1) as required by the Stock Listing Rules of Shanghai Stock Exchange;
- (2) as considered necessary by the Director himself/herself;
- (3) other circumstances as required by the Articles of Association of the Company, where connected relationships existed between the Directors and the enterprises involved in the meeting proposals.

Where Directors have abstained from voting, related Board meetings shall be attended by more than half of the unconnected Directors, and related resolutions shall be adopted by more than half of the unconnected Directors. Shall unconnected Directors attending the meeting be less than three in number, related resolutions shall not be put to voting, and such matter shall be submitted for review of a shareholders' general meeting.

Article 21 No exceeding of authority

The Board shall strictly comply with authorizations from shareholders' general meetings and the Articles of Association of the Company, and shall not adopt any resolution in excess of such authorizations.

Article 22 Specific requirements with regard to profit distribution

Where a Board meeting needs to adopt a resolution with regard to profit distribution, the registered accountant shall be notified of the distribution plan to be submitted for the review of the Board, and be required to issue an audit report draft thereon (with financial data other than those related the distribution confirmed). Upon adoption of the distribution resolution by the Board, the registered accountant shall be required to issue a formal audit report, and the Board shall adopt resolutions with regard to other related matters of the regular report based on such formal audit report issued by the registered accountant.

Article 23 Handling of proposals not adopted

Where proposals were not adopted and no material changes occurred in related conditions and factors, proposal of similar content shall not be reviewed again by the Board within one month.

Article 24 Voting suspension

Where more than half of the attending Directors or more than two independent Directors consider a resolution not defined, not specified, or without sufficient meeting information, among others, so that they are not in a position to make a judgment with regard to related matters, the chairman of the meeting shall request a suspension of voting with regard to such matter at such meeting.

Directors proposing such suspension of voting shall specify required conditions to be fulfilled upon the next review submission of such proposal.

Article 25 Taping of meetings

Board meeting attended by Directors physically, or through visual, telephone and other means, may be fully taped wherever necessary.

Article 26 Minutes of meetings

The secretary to the Board shall arrange staff of the secretariat of the Board to prepare minutes of Board meetings. Minutes of Board meetings shall include the following:

- (1) Session, date, place and form of the meeting;
- (2) Dispatch of meeting notice;
- (3) Names of the convener and the chairman of the meeting;
- (4) Name of Directors attending the meeting, as well as names of Directors (proxies) attending the Board meeting as appointed by others;
- (5) Proposals reviewed at the meeting, key points in speeches and main opinions of each Director with regard to related matters, and their voting intentions on the proposals;
- (6) Voting manner and results of each proposal (the voting result shall specify the number of votes for, against or abstained);
- (7) Other matters that the attending Directors deem necessary to be recorded.

Article 27 Summaries of meetings and records of resolutions

Besides minutes of meetings, the secretary to the Board may also arrange (if necessary) staff of the secretariat of the Board to prepare a concise summary of the meeting with reference to its holding, and to prepare separate records for resolutions adopted at the meeting in accordance with voting results.

Article 28 Signatures of Directors

Attending Directors shall sign and confirm meeting minutes and resolution records for himself/herself and on behalf of the appointing Directors. Shall a Director have different opinions with regard to meeting minutes or resolution records, a written statement may be made upon the signature, where necessary, a report shall be submitted to regulatory departments in a timely manner, public announcements may also be made.

If a Director does not sign and confirm in accordance with the aforementioned requirements, and does not make a written statement with regard to different opinions, or report to regulatory departments, or make a public announcement, such Director shall be deemed fully agree with content of such meeting minutes and resolution records.

Article 29 Resolution announcements

The secretary to the Board shall announce resolutions of the Board in accordance with related requirements of the Stock Listing Rules of Shanghai Stock Exchange. Before the disclosure of a resolution announcement, Directors and personnel attending the meeting, recording and servicing staff shall be held responsible for the confidentiality of the content of the resolution.

Article 30 Implementation of resolutions

The Chairman of the Board shall procure related personnel to implement resolutions of the Board, supervise the implementation of such resolutions, and report the implementation of adopted resolutions at following meetings of the Board.

Article 31 Filing of meeting documents

Board meeting documents, including meeting notices and meeting material, meeting attendance signature book, the power of attorney of appointing Directors, meeting taping information, votes, meeting minutes signed and confirmed by attending Directors, meeting summaries, resolution records, resolution announcements, among others, shall be filed by the secretary to the Board.

Board meeting documents shall be filed for a term of at least ten years.

Article 32 Miscellaneous

“Over” a number as used in these Procedural Rules shall include the number itself.

These Procedural Rules (as revised) have been formulated by the Board of Directors, and shall be effective upon approval of shareholders’ general meeting.

These Procedural Rules are to be interpreted by the Board of Directors.

BEIREN PRINTING MACHINERY HOLDINGS LIMITED**PROCEDURAL RULES OF THE MEETINGS OF THE SUPERVISORY COMMITTEE***Article 1 Objectives*

In order to further regulate meeting and voting procedures of the Supervisory Committee of the Company, procure the effective performance of supervisory duties of the Supervisors and the Supervisory Committee, and to improve corporate governance structure of the Company, these Procedural Rules are formulated in accordance with the provisions of the Company Law, the Security Law, the Code of Corporate Governance for Listed Companies, the Stock Listing Rules of Shanghai Stock Exchange and other related requirements.

Article 2 Secretariat of the Supervisory Committee

The Supervisory Committee shall have a secretary and a secretariat to deal with routine matters of the Supervisory Committee.

The secretary to the Supervisory Committee shall also be the chief of the secretariat of the Supervisory Committee, responsible for keeping the seal of the Supervisory Committee. The Supervisory Committee may also require the security affairs representative of the Company or other personnel to help with routine matters of the Supervisory Committee.

Article 3 Regular and temporary meetings of the Supervisory Committee

Supervisory Committee meetings are divided into regular meetings and temporary meetings.

The Supervisory Committee shall at least have one regular meeting every six months. In the event of any of the following, a temporary meeting shall be convened by the Supervisory Committee within 10 days thereafter:

- (1) As suggested by any Supervisor;
- (2) Where resolutions have been adopted by shareholders' general meetings, Board meetings in violation of laws, regulations, rules, provisions and requirements of regulatory departments, the Article of Association, resolutions of shareholders' general meetings of the Company, and other related requirements;
- (3) Where improper acts of Directors, senior management personnel may cause material damages to the Company or bad impacts on the market;
- (4) Where the Company, Directors, Supervisors, senior management personnel have been sued by shareholders;
- (5) Where the Company, Directors, Supervisors, senior management personnel have been punished by security regulatory departments or publicly condemned by Shanghai Stock Exchange;
- (6) As requested by security regulatory departments;
- (7) Other events stipulated in the Articles of Association of the Company.

Article 4 Proposals at regular meetings

Before issuing a notice to convene a regular meeting of the Supervisory Committee, the secretariat of the Supervisory Committee shall solicit meeting proposals from all Supervisors, and solicit opinions from Company staff for at least two days. In the solicitation of proposals and opinions, the secretariat of the Supervisory Committee shall state that the focus of the Supervisory Committee is on the supervision on regulated operation of the Company and duty acts of Directors and senior management personnel, not the decision making in operation management of the Company.

Article 5 Proposal submitting procedures at temporary meetings

If a temporary meeting is convened as suggested by a Supervisor, the person requesting the meeting shall submit his signed and sealed written request to the chairman of the Supervisory Committee either directly or through the secretariat of the Supervisory Committee. The written proposal shall set out the following matters:

- (1) the name of the Supervisor requesting the meeting;
- (2) the reasons for the request or the objective circumstances justifying the request;
- (3) the time for convening the requested meeting or the time period within which the requested meeting is to be convened, the venue and the means of conducting the meeting;
- (4) precise and detailed motions to be proposed;
- (5) contact details of the Supervisor requesting the meeting and the date of the request proposal.

Within three days upon receiving of the written request from the Supervisor by the secretariat or the chairman of the Supervisory Committee, the secretariat of the Supervisory Committee shall issue a notice to convene a temporary meeting of the Supervisory Committee.

Shall the secretariat of the Supervisory Committee neglect to issue the meeting notice, the Supervisor requesting the meeting shall report to regulatory departments in a timely manner.

Article 6 Convening and chairing of meetings

Supervisory Committee meetings shall be convened and chaired by the chairman of the Supervisory Committee. In case that the chairman cannot or does not perform his/her duty, over 1/2 of the Supervisors may elect one Supervisor to convene and chair the meeting.

Article 7 Meeting notices

In convening regular and temporary meetings of the Supervisory Committee, the secretariat to the Supervisory Committee shall give respectively ten days, five days prior written meeting notices sealed by the Supervisory Committee in person, by fax, e-mail or other means, to all Supervisors. If not delivered in person, it shall then be confirmed by telephone, with related records.

If a temporary Supervisory Committee meeting shall be convened as soon as possible in emergency, a meeting notice may from time to time be given by oral, telephone or other means, however, the convener shall explain such at the meeting.

Article 8 Content of meeting notices

Written meeting notices shall include the following:

- (1) Time and place of the meeting;
- (2) Matters to be reviewed (meeting proposals);
- (3) The convener and chairman of the meeting, persons submitting proposals at temporary meetings and the written proposals;
- (4) Meeting information needed for the voting of Supervisors;
- (5) Requirements with regard to meeting attendance by Supervisors in person;
- (6) Contact person for the meeting and his/her contact details.

Oral meeting notices shall include at least the content in item (1) and (2) above, and the explanation as to the emergency need to convene a temporary Supervisory Committee meeting as soon as possible.

Article 9 Forms of meetings

Supervisory Committee meetings shall be held physically.

In emergencies, Supervisory Committee meetings may vote by communication means, whereas the convener (the chairman) of the Supervisory Committee meeting shall explain such emergencies to attending Supervisors. If a voting is conducted in communication means, Supervisors shall fax their signed and confirmed written opinions and voting intentions with regard to matters under review to the secretariat of the Supervisory Committee. Supervisors shall not just state their voting intentions without written opinions or reasons for such voting.

Article 10 Holding of meetings

The quorum for a Supervisory Committee meeting shall be over 1/2 of the Supervisors. Shall related Supervisors refuse or neglect to attend meetings and cause such meetings to fail to satisfy the quorum requirement, other Supervisors shall notify regulatory departments in a timely manner.

Article 11 Review procedures of meetings

The chairman of a meeting shall remind attending Supervisors to issue defined opinions with regard to various proposals.

Where suggested by Supervisors, the chairman of a meeting shall request Directors, senior management personnel, other staff of the Company or staff of related intermediary institutions to attend the meeting for enquiries.

Article 12 Resolutions of Supervisory Committee meetings

One Supervisor shall have one vote at a voting, which shall be registered and in written form.

A Supervisor shall vote for, against or abstain from a voting. Attending Supervisors shall choose one among the above intentions. Shall a Supervisor make no choice, or choose more than two intentions, the chairman of the meeting shall require such Supervisor to choose again. Shall a Supervisor refuse to choose, he/she shall be deemed abstained. Shall a Supervisor leave a meeting and do not return, without making a choice, he/she shall be deemed abstained.

Resolutions adopted at Supervisory Committee meetings shall have more than half of all Supervisors voted for such resolutions.

Article 13 Taping of meetings

Supervisory Committee meetings may be fully taped wherever necessary.

Article 14 Minutes of meetings

The secretary to the Supervisory Committee shall prepare minutes of site meetings. Minutes of meetings shall include the following:

- (1) Session, date, place and form of the meeting;
- (2) Dispatch of meeting notice;
- (3) Names of the convener and the chairman of the meeting;
- (4) Name of Supervisors attending the meeting;
- (5) Proposals reviewed at the meeting, key points in speeches and main opinions of each Supervisor with regard to related matters, and their voting intentions on the proposals;
- (6) Voting manner and result of each proposal (the voting result shall specify the number of votes for, against or abstained);
- (7) Other matters that the attending Supervisors deem necessary to be recorded.

For Supervisory Committee meetings held by communication means, the secretariat of the Supervisory Committee shall prepare minutes of such meetings with reference to the abovementioned requirements.

Article 15 Signatures of Supervisors

Attending Supervisors shall sign and confirm meeting minutes. Shall a Supervisor have different opinions with regard to meeting minutes, a written statement may be made upon the signature, where necessary, a report shall be submitted to regulatory departments in a timely manner, public announcements may also be made.

If a Supervisor does not sign and confirm in accordance with the aforementioned requirements, and does not make a written statement with regard to different opinions, or report to regulatory departments, or make a public announcement, such Supervisor shall be deemed fully agree with content of such meeting minutes.

Article 16 Resolution announcements

The secretary to the Board shall announce resolutions of the Supervisory Committee in accordance with related requirements of the Stock Listing Rules of Shanghai Stock Exchange.

Article 17 Implementation of resolutions

Supervisors shall procure related personnel to implement resolutions of the Supervisory Committee, the chairman of the Supervisory Committee shall report the implementation of adopted resolutions at following meetings of the Supervisory Committee.

Article 18 Filing of meeting documents

Supervisory Committee meeting documents, including meeting notices and meeting material, meeting attendance signature book, meeting taping information, votes, meeting minutes signed and confirmed by attending Supervisors, resolution announcements, among others, shall be filed by the secretary to the Supervisory Committee.

Supervisory Committee meeting documents shall be filed for a term of at least ten years.

Article 19 Miscellaneous

Matters not stipulated in these Procedural Rules shall be implemented with reference to related requirements of the Procedural Rules of the Board of the Company.

“Over” a number as used in these Procedural Rules shall include the number itself.

These Procedural Rules (as revised) have been formulated by the Supervisory Committee, and shall be effective upon approval of shareholders’ general meeting.

These Procedural Rules are to be interpreted by the Supervisory Committee.