
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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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)

2010 Annual Report

2010 Work Report of the Board of Directors

2010 Work Report of the Supervisory Committee

2010 Audited Domestic Auditor's Report

2010 Audited Overseas Auditor's Report

No Profit Distribution Plan for 2010

Appointment of Domestic and Overseas Auditors for 2011

Election of Directors

Remuneration and Contracts of Directors

Election of Supervisors

Remuneration and Contracts of Supervisors

Amendments to the Procedural Rules of the Meetings of the Board

Amendments to the Procedural Rules of the Meetings of

the Supervisory Committee

And

Notice of Annual General Meeting

A notice convening the 2010 annual general meeting ("the AGM") of Beiren Printing Machinery Holdings Limited (the "Company") to be held at the Conference Room 6206, No. 6, Rong Chang Dong Street, Beijing Economic and Technologic Development Zone, Beijing, PRC, on 18 May 2011 (Wednesday) at 9:00 a.m. is set out on pages 11 to 13 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.

30 March 2011

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. Zhao Guorong

Executive Directors

Mr. Zhang Peiwu

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

30 March 2011

To the shareholders of the Company ("Shareholders")

Dear Sir or Madam,

2010 Annual Report

2010 Work Report of the Board of Directors

2010 Work Report of the Supervisory Committee

2010 Audited Domestic Auditor's Report

2010 Audited Overseas Auditor's Report

No Profit Distribution Plan for 2010

Appointment of Domestic and Overseas Auditors for 2011

Election of Directors

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Remuneration and Contracts of Supervisors

Amendments to the Procedural Rules of the Meetings of the Board

**Amendments to the Procedural Rules of the Meetings of
the Supervisory Committee**

And

Notice of Annual General Meeting

INTRODUCTION

The purpose of this circular is to give you notice of the 2010 Annual General Meeting and to provide you with reasonable and necessary information.

LETTER FROM THE BOARD

At the 2010 Annual General Meeting, ordinary resolutions will be proposed to consider and approve (1) the Company's Annual Report for the year 2010; (2) the 2010 Work Report of the Board of directors of the Company (the "Board"); (3) the 2010 Work Report of the Supervisory Committee of the Company; (4) the Audited Report of Company's Domestic Auditor for the year 2010; (5) the Audited Report of Company's Overseas Auditor for the year 2010; (6) No Profit Distribution Plan for the year 2010; (7) the Appointment of Domestic and Overseas Auditors for 2011; (8) the election of directors of the Company (the "Directors"); (9) the remuneration and contracts of the Directors; (10) the election of supervisors; and (11) the remuneration and contracts of the supervisors.

2010 Annual Report of the Company, 2010 Work Report of the Board, 2010 Work Report of the Supervisory Committee, Audited Report of the Company's Domestic Auditor for the year 2010, Audited Report of the Company's Overseas Auditor for the year 2010 and No Profit Distribution Plan for 2010

Please refer to the 2010 Annual Report of the Company and the relevant sections thereof.

Appointment of Domestic and Overseas Auditors for 2011

According to the summary of the consultation on "Acceptance of Mainland Registered Companies Listed in Hong Kong to adopt Mainland Accounting and Audit Standards and the Appointment of Mainland Certified Public Accountant Firms", since the regulatory authorities of Hong Kong and the People's Republic of China ("PRC") have already reach an agreement to cancel the "dual audit" policy of H share companies, and the appointment of only domestic auditors will meet the requirements of the audit of listed companies. The Company is aware that ShingWing Certified Public Accountants Ltd ("ShingWing") is a Mainland accounting firm recognized by the Ministry of Finance of the PRC and China Securities Regulatory Commission, therefore the Audit Committee of the Board of Directors proposed that Board to consider and approve the appointment of ShingWing as the domestic and overseas auditor of the Company for the year 2011, and propose at the AGM to authorize the Board of Directors to be in charge of signing engagement letters with ShingWing and to determine ShingWing's remuneration.

Curriculum vitae of Directors

Remuneration and contracts of Directors

Executive Directors

- (1) Zhao Guorong, Chinese nationality, male, aged 40, graduated from Cheung Kong Graduate School of Business with EMBA. Mr Zhao was the Sales Manager and Chief Executive Officer of Babcock & Wilcox Beijing Company Ltd. (Sino-US joint venture), Deputy Managing Director of 北京西海工貿公司, Chairman of the board of directors of Beijing Jing-Cheng Zhong'ao Elevator Co., Ltd, Director of Investment Co-operation department of Beijing Jingcheng Mechanical & Electrical Holding Co., Ltd., Director and General Manager of Jingcheng Holding (Hong Kong) Company Limited, Director of BMEI Co., Ltd, Director of B. J. Electric Motor Co., Ltd, Director of Beijing Tianhai Industry Co., Ltd (Sino-HK joint venture), Director of Beijing Jingcheng Heavy Industry Co., Ltd. Mr Zhao has been the General Manager of Beiren Group Corporation since July 2009. At present, Mr. Zhao is the Chairman of the sixth Board. Mr Zhao has in-depth knowledge in corporate governance, strategic planning and corporate culture and has rich experience in merger and acquisition and corporate reorganization.

LETTER FROM THE BOARD

- (2) Zhang Peiwu, Chinese nationality, male, aged 48, postgraduate in printing mechanics, senior economist. Mr Zhang taught in Xi'an University of Technology of Shaanxi Province and was Deputy Manager and Legal Representative of Sichuan Printing Materials Company, Manager of China Printing Materials Corporation, assistant to General Manager of Beiren Group Corporation and served concurrently as the General Manager of Operation and Sales Company. Mr. Zhang started working in the Company in September 2006 and has been appointed as Director since July 2007. He has years of experience in marketing and administration.
- (3) Duan Yuangang, Chinese nationality, male, aged 37, graduate of degree in financial accounting and fiscal taxation, master degree in finance, senior accountant, CICS/CICP. Mr Duan was the Accountant Supervisor and Deputy General Accountant of Beijing Electric Motor General Corporation, Chief Accountant of Beijing B. J. Electric Motor Co., Ltd., and the Head of audit department and Head of planning and finance department of Beijing Jingcheng Mechanical & Electrical Holding Co., Ltd. Mr Duan started working in the Company since September 2008 and has been appointed as Director since January 2009. Mr Duan has extensive experience in financial management.

Non-executive Directors

- (4) Teng Mingzhi, Chinese nationality, male, aged 38, Research Master degree in mechanical and electrical integration, senior engineer. Mr Teng was Deputy Head of Propaganda Unit of the Committee of the Party, Officer of the Secretariat, Assistant to the Director of Beijing Mechanical and Electrical Institute; Deputy Director of Beijing Mechanical and Electrical Institute; Deputy Director off Resource Allocation and Company Reform of Beijing Jingcheng Mechanical & Electrical Holding Co., Ltd.; Director of Strategic Planning and Technology of Beijing Jingcheng Mechanical & Electrical Holding Co., Ltd. At present Mr. Teng is Director of Strategic Planning Beijing Jingcheng Mechanical & Electrical Holding Co., Ltd, Deputy Director (part-time) of Technical Institute. Mr Teng has rich experience in strategic management and technical management.
- (5) Wang Pei, Chinese nationality, female, aged 36, graduate of finance, Bachelor in economics, accountant. Ms Wang was Accountant of Finance Department of Beijing Heavy Electrical and Mechanical Plant; Manager of Finance Department and Director, Deputy Chief Accountant of Finance Department of 北京北重汽輪電機有限責任公司. At present, she is Deputy Director of Financial Planning Department of Beijing Jingcheng Mechanical & Electrical Holding Co., Ltd. Ms Wang has rich financial management experience.
- (6) Li Shenggao, Chinese nationally, male, aged 35, graduate of accounting from Harbin University of Science and Technology. He is now studying in Guanghua Management College, Beijing University for a master degree of accounting. Mr. Li was an accountant, the manager of financial department and the assistant to the Chief Accountant of Babcock & Wilcox Beijing Company Ltd (a sino-american company), the general manager of Beijing Yan Long Import and Export Co., Ltd. (a legal person) and the general manager of 無錫市北人協民印刷機械廠 (a legal person). Since October 2008, he has been the CFO of Beiren Group Corporation, the general manager of 上海北人集團綜合貿易商廈 (a legal person), the vice chairman of Beijing Beiren Gunze Machinery Co., Ltd (a sino-japanese company), a director of 海門北人印刷機有限公司 and the branch manager of the Shenzhen branch of Beiren Group Corporation (legal representative). Mr. Li has in-depth knowledge in the comprehensive budget management and cost control, corporate internal control and risk management as well as corporate financial planning and tax planning.

LETTER FROM THE BOARD

- (7) Wei Li, Chinese nationality, female, aged 49, Editor (編審), graduate of printing mechanics from Xian Polytechnic, graduate of EMBA of 阿靈頓 Campus, University of Texas. Ms Wei was Chief Editor, Director of Printing Technology Magazine Company of China Printing Science and Technology Research Institute; Director, Deputy Director of China Printing Science and Technology Research Institute. At present, she is the Deputy General Manager of Beiren Group Company, Director Beijing Printing Machinery Institute, General Manager of 北京北人大酒店 etc. Ms Wei is familiar with the printing and publishing sector, and has certain experience in corporate governance, strategy and investment, human resources management, remuneration and incentive and administration.

Independent non-executive directors

- (8) Xu Wencai, Chinese nationality, male, aged 54, MS and professor. Mr Xu stayed in Shaanxi Mechanics College as teacher after graduating from printing mechanics. He was Chief of Printing and Packaging Engineering Department and Head of Packaging Engineering of Xi'an University of Technology in 1995 and afterwards he transferred to Beijing Printing College in 1998. He is currently assistant to Chief of Beijing Printing College, and Chief of Printing and Packaging Engineering College, Head of Printing and Packaging Materials and Technology Beijing Key Laboratory, Chief Editor of "Beijing Printing College Journal". Xu Wencai was granted the first prize of the 8th "Sen Ze Xin Fu Printing Technology Awards" in 2001, special government subsidy granted by the State Council in 2001, and Outstanding Contribution to Packaging Science and Education Award of "20 Years of China's Modern Packaging Engineering" in 2007. Mr Xu has been an Independent Non-executive Director of the Sixth Board since 2008.
- (9) Wang Hui, Chinese nationality, female, aged 50, Independent Non-executive Director, post doctoral studies, deputy researcher. Ms Wang was technician and engineer of Tianjin Engineering Mechanics Institute of Department of Mechanics; Chief of Quality Control Section, Chief of Technology Department of Guangdong Shunde Zhenhua Automotive Rearview Mirror Limited of China Auto Corporation; Chief of Technology Innovation and Development and Research Centre of Economic and Management College of Tsinghua University; senior manager of China Huarong Asset Management Corporation; senior business director of Debenture Business Department, General Manager of M&A Business and Management Department, senior manager of Institutional Enterprise M&A and Development Strategy Department of China Securities Co., Ltd. She is now Vice-chairlady and President of China Jiujiu Industrial C., Ltd. She has been an Independent Non-executive Director of the Sixth Board since 2008.
- (10) Xie Bingguang, Chinese nationality, male, aged 56, Independent Non-executive Director, LLM, solicitor. Mr Xie is now Head and senior solicitor of Beijing Hualian Law Firm, mediator of China International Trade Arbitration Commission and International Chamber of Commerce of China; arbitrator of Beijing Arbitration Commission; member of Criminal Committee of All China Lawyers Association; member of Civil Law Affairs Committee of Beijing Municipal Lawyers Association; member of Real Estate Affairs Committee of Beijing Municipal Lawyers Association; and director of Beijing Law Society and Economic Society. Mr Xie has been an Independent Non-executive Director of the Sixth Board since 2008.
- (11) Mr Wang Deyu, Chinese nationality, male, aged 37, Independent Non-executive Director, MBA holder with certified public accountant qualification in China. Mr Wang was loan officer of Yantai branch of Bank of China; auditor of Zeng Fu Cheng Accounting Firm in Singapore; special assistant to General Manager of Yantai Wanhua Polyurethanes Co., Ltd.; Senior Consultant of BearingPoint (Shanghai) Limited; and manager of

LETTER FROM THE BOARD

PricewaterhouseCoopers (Beijing) Company. He is currently Financial Director of Sichuan Lessin Department Store Ltd. Mr Wang has been an Independent Non-executive Director of the Sixth Board since 2008.

Unless otherwise disclosed above, all the director nominees for appointment/re-election in the forthcoming AGM are not connected with the other Directors or supervisors, senior management, major shareholders or controlling shareholders of the Company, and do not hold any equity interest of the Company as defined in Section XV of the Securities and Futures Ordinance (Cap 571) ("SFO") and have not hold any director positions in any other listed companies in the last 3 years. It is proposed that the term of office of all Director nominees starts from the date of approval at the AGM to the conclusion of 2013 annual general meeting of the Company. The Company will enter into written contracts with all elected Directors. The basis of the Directors' emolument is as follows: The basic salary of those senior management working as executive Directors for the first session of the Board will be between RMB150,000 to RMB200,000 for the first year, the basic salary for the second and third year will be adjusted according to the results of the Company, but will not exceed 120% of the basic salary of the preceding year, which will not exceed 90% of the basic salary of the preceding year; their year end bonus will be at the sole discretion of the Board and will be implemented according to the "Performance Contract" entered into between the senior management and the Board during the year. The emolument of the independent non-executive Directors will be RMB40,000, and the emolument of the non-executive Directors will not exceed RMB40,000.

For those Director nominees for appointment/reselection in the forthcoming AGM, other than disclosed above, there is no information requiring disclosure under any stipulations of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules"), and there is nothing drawing the attention of the Shareholders.

As at 25 March 2011, according to the register kept under Article 352 of the SFO (Cap 571), all Director nominees of the Company do not hold any shares, the interests or short positions of the underlying shares and debentures of the Company.

The Biography of the Supervisors and the Supervisor Representative of Employees

Remuneration and Contracts of Supervisors

Supervisor Representative of Employees:

1. Wang Liansheng, Chinese nationality, male, aged 53, Chairman of the Supervisory Committee, a degree holder and a senior political engineer. Mr. Wang had been the Head of Promotion Department of Party Committee and the Supervisor of Party Committee Office of Beiren Group Corporation, the Assistant to Head of Production Plant of Web-fed Offset Press Branch of the Company, as well as the Head of Promotion Department of Party Committee of Beiren Group Corporation and the Company. Mr. Wang started working in the Company from April 1981. He is currently the Deputy Secretary of Party Committee and the Secretary of Disciplinary Committee of the Company. He has been appointed as the Supervisor of the Company since November 2009. Mr. Wang has years of experience in corporate management. It is proposed that the term of office starts from the date on which the proposal is approved at the AGM to the conclusion of 2013 annual general meeting of the Company. Mr. Wang will enter into a written contract with the Company. Mr. Wang's annual remuneration should not exceed RMB40,000 and should be determined with reference to his performance and duty in the Company.

LETTER FROM THE BOARD

Supervisors:

2. Guo Xuan, Chinese nationality, male, aged 41, supervisor, a university graduate of BS and an engineer. Mr. Guo was Head of the Production Section of the Gear Plant of the Company, Deputy Director of Human Resources Department of the Company, Deputy General Manager of Singlesheetfed Offset Printing Presses Manufacture Branch, and General Manager of the Third Manufacture Subsidiary; and Manager of the Business Administration and Operation Department of the Company. Mr. Guo started working in of the Company from October 1992. He is currently Assistant to General Manager and Head of Human Resources Department of of the Company. He has been appointed as the Supervisor of of the Company since July 2008. Mr. Guo has experience in human resources management and corporate management. It is proposed that the term of office starts from the date on which the proposal is approved at the AGM to the conclusion of 2013 annual general meeting of the Company. Mr. Guo will enter into a written contract with the Company. The annual remuneration of Mr. Guo should not exceed RMB 40,000 and should be determined with reference to Mr. Guo's performance and duty in the Company.
3. Wang Huiling, Chinese nationality female, aged 47, Head of Business Administration and Operation Department and secretary of the Supervisory Committee, obtained a degree in corporate administration, a degree in Economics and is a senior economist and internationally registered internal auditor. Ms. Wang has been the planner of the Company and the manager of its subsidiaries. Ms. Wang started working in of the Company from August 1987. She has been appointed as Deputy Head and Head of Business Administration and Operation Department since May 2008. Ms. Wang has years of experience in corporate management as well as financial analysis. It is proposed that the term of office starts from the date on which the proposal is approved at the AGM to the conclusion of 2013 annual general meeting of the Company. Ms. Wang will enter into a written contract with the Company. The annual remuneration should not exceed RMB40,000 and should be determined with reference to Ms. Wang's performance and duty in the Company.

Save for the disclosed above, none of the supervisors nominated to be re-elected on the AGM have any relationship with other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company, nor did they hold any interests in shares of the Company within the meaning of Part XV of the SFO, nor did they hold directorship in any other listed public companies in the last three years. In respect of the supervisors who are nominated to be re-elected on the AGM, save for disclosed above, there is no information to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders.

As at 25 March 2011, none of the supervisor candidates and supervisor representatives of employees of the Company hold any interests or short position in the shares, underlying shares and debentures of the Company as recorded in the register required to be kept under Section 352 of the SFO (Cap 571).

LETTER FROM THE BOARD

Amendments to the Procedural Rules of the Meetings of the Board

The details of the amendments are as follows:

1. The existing Rule 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.

shall be amended as follows: Office of the Board

The Board has established an Office of the Board to deal with routine matters of the Board and keep the seals of the Board.

2. The second clause of the existing Rule 8: In convening regular and extraordinary meetings of the Board, the secretariat of the Board shall give written prior meeting notices of fourteen days and eight hours respectively sealed with the seal of the secretariat of the Board by hand, fax, e-mail or other means, to all Directors, Supervisors, managers and the secretary to the Board. If not delivered by hand, it shall also be confirmed by telephone, with related records.

shall be amended as follows: In convening regular and extraordinary meetings of the Board, the office of the Board shall give written prior meeting notices of fourteen days and eight hours respectively by hand, fax, e-mail or other means, to all Directors, Supervisors, managers and the secretary to the Board. If not delivered by hand, it shall also be confirmed by telephone.

3. The existing Rule 9: Contents of meeting notices

Written meeting notices shall include at least the following contents:

- (1) Time and place of the meeting;
- (2) Form of the meeting;
- (3) Matters to be considered (meeting proposals);
- (4) The convener and chairman of the meeting, persons submitting proposals at extraordinary meetings and the written proposals;
- (5) Meeting information needed for voting by 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 contents in item (1) and (2) above, and the explanation as to the emergency need to convene an extraordinary Board meeting as soon as possible.

shall be amended as follows: Contents of meeting notices

LETTER FROM THE BOARD

Written meeting notices shall include at least the following contents:

- (1) Time and place of the meeting;
- (2) Timeframe for holding the meeting;
- (3) The convener and chairman of the meeting, persons submitting proposals at extraordinary meetings;
- (4) Matters or issues to be considered;
- (5) Date of dispatch of notices.

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

4. **The last clause of the existing Rule 12:** The Director being appointed shall submit the written power of attorney to the chairman of the meeting, and state such appointment on the meeting attendance signature book.

shall be amended as follows: The Director being appointed shall submit the written power of attorney to the chairman of the meeting.

5. **The third clause of the existing Rule 17:** One Director shall have one vote on an open and written ballot.

shall be amended as follows: One Director shall have one vote on a show of hands.

6. **The existing Rule 18 shall be deleted:** Statistics of voting results

Upon completion of voting by attending Directors, the security affairs representative and related personnel of the secretariat of 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 to 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.

7. **The items (5) and (6) of the existing Rule 26:**

- (5) Proposals considered at the meeting, key points in speeches and main opinions of each Director with regard to the 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);

LETTER FROM THE BOARD

shall be amended as follows:

- (5) Proposals considered at the meeting, key points in speeches and main opinions of Directors with regard to the related matters;
- (6) Voting results of each proposal;

8. The existing Rule 31: Filing of meeting documents

Board meeting documents, including meeting notices and meeting materials, 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, etc., shall be filed by the secretary to the Board.

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

shall be amended as follows: Filing of meeting documents

Board meeting documents, including meeting notices and meeting materials, the power of attorney of appointing Directors, meeting taping information, meeting minutes signed and confirmed by attending Directors, meeting summaries, resolution records, resolution announcements, etc., shall be filed by the secretary to the Board.

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

9. For all existing Rules: “Secretariat of the Board” shall be amended to “Office of the Board”.

Amendments to the Procedural Rules of the Meetings of the Supervisory Committee

The details of the amendments are as follows:

- 1. **Item (iv) of the existing Rule 8 shall be deleted:** Meeting information needed for the voting of Supervisors.
- 2. **The second clause of the existing Rule 12:** One Supervisor shall have one vote on an open and written ballot.

shall be amended as follows: One Supervisor shall have one vote on a show of hands.

- 3. **The second clause of the existing Rule 18:** Supervisory Committee meeting documents, including meeting notices and meeting materials, meeting attendance signature book, meeting taping information, votes, meeting minutes signed and confirmed by attending Supervisors, resolution announcements, etc., shall be filed by the secretary to the Supervisory Committee.

shall be amended as follows: Supervisory Committee meeting documents, including meeting notices and meeting materials, meeting taping information, meeting minutes signed and confirmed by attending Supervisors, resolution announcements, etc., shall be filed by the secretary to the Supervisory Committee.

LETTER FROM THE BOARD

Annual General Meeting

A notice convening the AGM is set out on pages 11 to 13 of this circular.

A proxy form for use by the Shareholders at the AGM is enclosed. Whether or not you intend to attend and vote at the AGM, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM 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.

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 AGM.

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
Zhao Guorong
Chairman

Beijing, the PRC, 30 March 2011

NOTICE OF 2010 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 2010 annual general meeting (“AGM”) of Beiren Printing Machinery Holdings Limited (the “Company”) will be convened as follows:–

- I. Time of the meeting: 18 May 2011 (Wednesday) 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 2010 Annual Report of the Company;
 2. To consider and approve the 2010 Work Report of the Board of Directors of the Company;
 3. To consider and approve the 2010 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 2010;
 5. To consider and approve the audited report of the overseas auditor of the Company for the year 2010;
 6. To consider and approve the resolution of the Company not to distribute any profit for the year 2010;
 7. To consider and approve re-appointment of SHINEWING Certified Public Accountants as the domestic and overseas auditors of the Company for the year 2011, and to authorise the Board of Directors to enter into employment contracts with them and determine their remunerations;
 8. To elect Mr Zhao Guorong, Mr Zhang Peiwu and Mr Duan Yuangang as the executive directors of the seventh Board of Directors of the Company, Mr Teng Mingzhi, Ms Wang Pei, Mr Li Shenggao and Ms Wei Li as the non-executive directors of the seventh Board of Directors of the Company and Mr Xu Wencai, Ms Wang Hui, Mr Xie Bingguang and Mr Wang Deyu as the independent non-executive directors of the seventh Board of Directors of the Company;
 9. To consider and approve the remuneration of the directors and entering into of their written contracts;
 10. To elect Mr Guo Xuan and Ms Wang Huiling as the supervisors of the seventh Supervisory Committee of the Company and Mr Wang Liansheng is the supervisor of the seventh Supervisory Committee elected by the representative of employees;
 11. To consider and approve the remuneration of the supervisors and entering into of their written contracts;

NOTICE OF 2010 ANNUAL GENERAL MEETING

IV. Extraordinary Resolutions:

12. To consider and approve the amendments to the Procedural Rules of the Meetings of the Board;
13. To consider and approve the amendments to the Procedural Rules of the Meetings of the Supervisory Committee.

V. The 2010 debriefing report of independent non-executive directors of the sixth Board of Directors of the Company.

VI. Attendees of and Attendance at the AGM:

1. The directors, supervisors and senior management of the Company.
2. Shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company at the close of business on 18 April 2011 have the right to attend the AGM after completion of registration procedures.
3. Shareholders or proxies who intend to attend the AGM are requested to deliver the reply slip of attending to the Company before 28 April 2011. The reply slip may be delivered in person, by post or facsimile.
4. Holders of the Company's H shares ("H Shares") should note that the register of members of the Company will be closed from 18 April 2011 to 18 May 2011 (both days inclusive), during which time no H Shares transfer will be registered. For holders of H Shares who intend to attend the AGM, transfer documents together with the related share certificates must be lodged with the Hong Kong share registrar of the Company no later than 4:30 p.m. on 15 April 2011. 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 AGM may appoint one or more proxy(ies) who need not be a Shareholder, to attend and vote on his or her behalf at the AGM.
7. For any Shareholder who appoints more than one proxy, his or her proxies can only exercise the voting right by way of poll.
8. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney authorised in writing. If that instrument is signed by an attorney on behalf of the appointer, the power of attorney authorising that attorney to sign, or other authority, must be notarially certified. To be valid, the notarially certified copy of the power of attorney, or other authority, together with the form of proxy must be delivered to the registered address of the Company not less than 24 hours before the time appointed for the holding of the AGM.

NOTICE OF 2010 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 AGM is expected to last for half a day. Attendees should bear their own accommodation and travel expenses.

By order of the Board of directors
Beiren Printing Machinery Holdings Limited
Zhao Guorong
Chairman

Beijing, the PRC, 30 March 2011