

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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: 0187)**

**ANNOUNCEMENT OF RESOLUTIONS  
PASSED AT THE 2010 ANNUAL GENERAL MEETING**

The Board of Directors and all members of the Board of the Company warrant that this announcement does not contain any false information, misleading statement or material omission and severally and jointly accept full responsibility for the truthfulness, accuracy and completeness of the contents herein contained.

Important notices:

- No proposal was rejected or amended at the 2010 Annual General Meeting (the “**AGM**”) of Beiren Printing Machinery Holdings Limited (the “**Company**”).
- Additional proposals were submitted for voting at the AGM; the proposals were: 1. ordinary resolution: To consider and approve the appointment of Shu Lun Pan Certified Public Accountants LLP as the Company's 2011 internal control auditor; 2. special resolution: To consider and approve the amendments to the Articles of Association. On 28 April 2011, the Company received two provisional proposals from 北人集團公司 (Beiren Group Corporation) (a substantial shareholder which holds 201,620,000 shares, representing 47.78% of the total share capital of the Company). The two provisional proposals were sought to be submitted to the 2010 AGM of the Company for consideration, and were disclosed on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) on 28 April 2011.

**I. CONVENING AND ATTENDANCE OF THE MEETING**

Pursuant to the notice of AGM dated 30 March 2011 and the supplemental notice of AGM dated 28 April 2011, the AGM of the Company was held at the Conference Room of the Company, Room 6206, No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing, the People's Republic of China (the “**PRC**”) at 9:00 a.m. on 18 May 2011.

The Company has 422,000,000 shares in total wherein 422,000,000 shares carrying voting rights (for or against the resolutions at the meeting), with no shareholder holding shares entitling the holder to attend the AGM and vote only against the resolutions. The AGM was convened by the Board of Directors of the Company and presided over by Mr. Zhao Guorong, the Chairman of the Company. 2 shareholders and proxies were present at the AGM, holding 201,650,000 shares which represented 47.79% of the total number of shares carrying voting rights of the Company, comprising 201,620,000 A shares, representing 47.78% of the total number of shares carrying voting rights of the Company, and 30,000 H shares representing 0.007% of the total number of shares carrying voting rights of the Company. The Company's directors, supervisors, senior management, lawyer and auditors were present at the AGM. The convening and holding of the AGM was in compliance with the relevant requirements under the Company Law of the PRC and the Articles of Association of the Company.

## **II. VOTING AT THE MEETING**

As proposed by Mr. Zhao Guorong, the Chairman of the Company, the following ordinary resolutions were considered and approved, and the lawyer of Beijing Kang Da Law Firm, the auditor of ShineWing Certified Public Accountants Limited, supervisor representative and shareholder representative were appointed as the scrutineer for the vote taking.

### **(1) Ordinary Resolutions**

1. To consider and approve the 2010 Annual Report of the Company.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

2. To consider and approve the 2010 Work Report of the Board of Directors of the Company.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

3. To consider and approve the 2010 Work Report of the Supervisory Committee of the Company.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

4. To consider and approve the audited report of the domestic auditor of the Company for the year 2010.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

5. To consider and approve the audited report of the overseas auditors of the Company for the year 2010.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

6. To consider and approve the resolution of the Company not to distribute any profit for the year 2010.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

7. To consider and approve the re-appointment of SHINEWING Certified Public Accountants as the domestic and overseas auditors of the Company respectively for the year 2011, and to authorise the Board of Directors to enter into employment contracts with them and determine their remunerations.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

8. This proposal on the election of the new session of the Board of Directors of the Company was considered and approved by the way of accumulated poll. The tenure of office of the Seventh Board of Directors is 3 years from 18 May 2011 to the closing of 2013 annual general meeting.

- (1) To elect Mr. Zhao Guorong as the executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).

- (2) To elect Mr. Zhang Peiwu as the executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).

- (3) To elect Mr. Duan Yuangang as the executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).
- (4) To elect Mr. Teng Mingzhi as the non-executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).
- (5) To elect Ms. Wang Pei as the non-executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).
- (6) To elect Mr. Li Shenggao as the non-executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).
- (7) To elect Ms. Wei Li as the non-executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).
- (8) To elect Mr. Xu Wencai as the independent non-executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).
- (9) To elect Ms. Wang Hui as the independent non-executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).
- (10) To elect Mr. Xie Bingguang as the independent non-executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).

(11) To elect Mr. Wang Deyu as the independent non-executive director of the seventh Board of Directors of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).

9. To consider and approve the remuneration of the directors and entering into of their written contracts and authorize the chairman to sign such written contracts

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).

10. This proposal on the election of the new session of the Supervisory Committee of the Company was considered and approved by the way of accumulated poll. The tenure of office of the Seventh Supervisory Committee is 3 years from 18 May 2011 to the closing of 2013 annual general meeting.

(1) To elect Mr. Guo Xuan as the supervisors of the seventh Supervisory Committee of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).

(2) To elect Ms. Wang Huiling as the supervisors of the seventh Supervisory Committee of the Company (201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting).

(3) 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 and authorize the chairman to sign such written contracts

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

12. To consider and approve the appointment of Shu Lun Pan Certified Public Accountants LLP as the Company's 2011 internal control auditor, and to authorise the Board of Directors to enter into employment contracts with them and determine its remunerations.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

## **(2) Special Resolutions**

13. To consider and approve the amendments to the Procedural Rules of the Meetings of the Board.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

14. To consider and approve the amendments to the Procedural Rules of the Meetings of the Supervisory Committee.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

15. To consider and approve the amendments to the Articles of Association.

(201,650,000 shares cast votes for the resolution, representing 100% of the total number of shares carrying voting rights held by shareholders who attended the meeting, no share voted against the resolution or abstained from voting.)

As more than 50% of the votes were cast in favour of each resolution, all the resolutions were duly passed.

3. The independent non-executive directors of the Company reported their duties at the AGM.

## **4. PRESENCE OF LAWYER**

The AGM was witnessed by the lawyer from Beijing Kang Da Law Firm, which issued a legal opinion concluding that the convening and the procedure for convening and holding of and the voting procedures adopted at the AGM, and the eligibility of the persons who attended the AGM were in compliance with the Company Law of the PRC, the Articles of Association of the Company, the relevant provisions of laws and regulations, and were lawful and effective.

## 5. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions passed at the AGM;
2. The legal opinion issued by Beijing Kang Da Law Firm in respect of the AGM.

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

18 May 2011

*As at the date of this announcement, the board of Directors of the Company comprises Mr. Zhao Guorong, Mr. Zhang Peiwu and Mr. Duan Yuangang as executive directors, Mr. Teng Mingzhi, Ms. Wang Bei, Mr. Li Shenggao and Ms. Wei Li as non-executive directors and Mr. Xu Wencai, Ms. Wang Hui, Mr. Xie Bingguang and Mr. Wang Deyu as independent non-executive directors.*