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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: 0187)**

**ANNOUNCEMENT OF RESOLUTIONS  
PASSED AT THE FOURTH MEETING OF  
THE SEVENTH BOARD OF DIRECTORS**

**The board of directors (the “Board”) and all members of the Board of the Company warrant that this announcement does not contain any false information, misleading statements or material omission and severally and jointly accept full responsibility for the truthfulness, accuracy and completeness of the contents herein contained.**

Pursuant to the notice of meeting dated 1 March 2012, the fourth meeting of the seventh Board of Directors of Beiren Printing Machinery Holdings Limited (the “Company”) was held at Conference Room No. 6203 of the Company on 2nd Floor, No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing, the PRC on 15 March 2012. Eight directors were eligible to attend the meeting and seven of them attended the meeting in person, with Director Ms. Wei Li being unable to attend the meeting due to business engagement who appointed Director Mr. Li Shenggao to attend the meeting and vote on her behalf. The supervisors and senior management of the Company also attended the meeting. The convening of the meeting was in compliance with the requirements of all applicable laws and the articles of association of the Company.

1. The proposal on appointment of senior management of the Company was considered and approved.

As Mr. Zhang Peiwu is currently the Chairman of the Company, Mr. Chen Bangshe (for details of biography, see appendix 1) was nominated to be the General Manager of the Company. General Manager Mr. Chen Bangshe nominated Mr. Xue Kexin (for details of biography, see appendix 2) and Mr. Cheng Tianming (for details of biography, see appendix 3) as the Deputy General Managers of the Company for a term commencing from 15 March 2012 until the conclusion of the 2013 annual general meeting. Independent non-executive directors of the Company expressed Independent Opinion on the appointment of General Manager and Deputy General Managers (see appendix 4).

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

2. The resolution on the nomination of Mr. Chen Bangshe as the candidate for director of the seventh board of directors was considered and approved and to be submitted to general meeting for approval. The nomination committee under the Board of the Company nominated Mr. Chen Bangshe as the candidate for director of the seventh board of directors of the Company, the proposed term of which commences from the date of approval at the general meeting until the conclusion of the 2013 annual general meeting.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

3. The resolution on the remuneration of the newly nominated candidate for director and the entering of written contract was considered and approved and to be submitted to general meeting for approval.

The basic salary of those senior management working as executive directors of the Company will be between RMB150,000 to 200,000 for the first year, the basic salary for the second and third year will be adjusted according to the results of the Company, but it will not exceed 120% of the basic salary of the preceding year, and it will not be lower than 90% of the basic salary of the preceding year; their year-end bonus will be given 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 number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

4. The 2011 Annual Report of the Company and its summary were considered and approved.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

5. The 2011 Annual Work Report of the Board of Directors of the Company was considered and approved.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

6. The 2011 Audited Financial Statements of the Company were considered and approved, details of which are set out in the Annual Report.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

7. The 2011 Self Assessment Report on the Company’s internal control was considered and approved, details of which are set out in the Annual Report.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

8. The 2011 Audited Internal Control Report of the Company was considered and approved, details of which are set out in the Annual Report.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

9. The 2011 Social Responsibility Report of the Company was considered and approved, details of which are set out in the Annual Report.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

10. The resolution on the report of the independent non-executive directors of the Company for the year 2011 was considered and approved.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

11. The resolution on the payment for the audit fee for 2011 to Shinewing Certified Public Accountants (hereinafter “Shinewing”) was considered and approved.

The resolution to authorize the Board to enter into agreements with Shinewing and determine their remuneration considered and approved at the 2010 Annual General Meeting, the Board of Directors considered and approved the audit fee in a total amount of RMB1.08 million to be paid to Shinewing in 2011. The audit fee includes fees related to audit services provided to the Company by the auditors, including audit fee, review fee and translation fee.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

12. The resolution on the payment for the audit fee for 2011 to Shu Lun Pan Certified Public Accountants LLP (hereinafter “Shu Lun Pan”) was considered and approved.

The resolution to authorize the Board to enter into agreements with Shu Lun Pan and determine their remuneration considered and approved at the 2010 Annual General Meeting, the Board considered and approved the audit fee in a total amount of RMB0.3 million to be paid to Shu Lun Pan in 2011. The audit fee includes fees related to the auditing services provided by the auditor in respect of the design and execution of internal control of the Company’s financial report.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

13. The reappointment of Shinewing as the audit organization for the 2012 financial report of the Company was considered and approved, and the authorization of the Board to enter into letter of appointment and determine its remuneration at the annual general meeting was proposed.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

14. The reappointment of Shu Lun Pan as the audit organization for the 2012 internal control report of the Company was considered and approved, and the authorization of the Board to enter into letter of appointment and determine its remuneration at the annual general meeting was proposed.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

15. The 2011 proposal of the Company not to distribute any profit was considered and approved.

In accordance with China Accounting Standards, the Company realized a net profit of RMB11,382,900 attributable to the parent company during the reporting period while the undistributed net profit at the end of the year was RMB-231,668,200. The Board did not recommend a profit distribution and transfer of capital reserve to share capital for the year 2011 due to the undistributed net profit is negative during the reporting period.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

16. The resolution on provision for impairment of the Company for the year 2011 was considered and approved.

Based on the balance of accounts receivable and actual age of accounts and actual usage of assets as of 31 December 2011 upon physical stock take, analysis and audit, provisions for impairment were made by the Company in accordance with the Corporate Accounting Standard issued by the Ministry of Finance and the Internal Control System on Bad Debt Provision and Assets Impairment Provision and Loss Treatment of the Company. As of 31 December 2011, the current bad debt provision and assets impairment provision of the Company were RMB10,384,900, of which RMB10,039,300 was from the parent company, and RMB33,300, RMB642,300 and RMB-330,000 were from Shaanxi Beiren Printing Machinery Company Limited, Beijing Beiren Fuji Printing Machinery Co., Ltd. and Beijing Beiren Jinyan Printing Machinery Factory, all being subsidiaries of the Company, respectively.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

17. The resolution related to the application for banking facility and loan by the Company in 2012 was considered and approved.

The Company will apply for banking facility of RMB429,000,000 million in 2012, of which consent is given to the Company to apply for loans from banks with security, charge and guarantee depending on the requirements of the bank loans, which will not exceed RMB369,000,000 (of which, an application has been made to the beneficial controller Beijing Jingcheng Machinery Electric Holding Co., Ltd. for an entrusted loan facility in the amount of RMB250,000,000 without security and guarantee which is charged at an interest rate not higher than that of bank loans in the same period, notes facility of RMB40,000,000 and letter of guarantee facility of RMB20,000,000) for a term of one year, and agrees to grant an entrusted loan in an amount of RMB90,000,000 to subsidiary Shaanxi Beiren Printing Machinery Limited for a term of one year. Pursuant to the requirements of the guidelines on connected transactions of Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolution is exempted from the disclosure requirements of connected transactions.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

18. The 2012 Technological Reform Plan was considered and approved.

The technology reform investment budget of the Company for the year 2012 is RMB34,977,400, of which new equipment projects shall be RMB13,168,000, equipment upgrading projects shall be RMB13,276,400, equipment transformation projects was RMB5,430,000, special equipment projects shall be RMB80,000, safety and environmental protection projects shall be RMB125,000 and relocation projects was RMB2,898,000. The objective of the above technology reform investment is to improve the production efficiency and product quality and minimize the operating cost of the Company.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

19. The 2012 annual audit plan of the Company was considered and approved.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

20. The 2012 internal control plan of the Company was considered and passed.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

21. The resolution on the connected transaction in respect of commissioning associated company Beijing Beiyong Casting Company Limited for the processing of casting parts was considered and approved, details of which are set out in the continuing connected transactions announcement.

As the Company's senior management member Mr. Chen Changge is the Chairman of associated company Beijing Beiyong Casting Company Limited, the transaction between the Company and the associated company constitutes a connected transaction.

Valid vote for this resolution: 8; Affirmative vote: 8; Dissenting vote: 0; Abstention Vote: 0.

22. The resolution on the connected transaction in respect of the Company leasing buildings to associated company Beijing Beiyong Casting Company Limited was considered and approved, details of which are set out in the continuing connected transactions announcement.

As the Company's senior management member Mr. Chen Changge is the Chairman of associated company Beijing Beiyong Casting Company Limited, the transaction between the Company and the associated company constitutes a connected transaction.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

23. The resolution on the connected transaction in respect of the Company leasing part of the plants and office space to Beijing Jingcheng Nagano Construction Machinery Company Limited (hereafter "Jingcheng Nagano") was considered and approved, details of which are set out in the continuing connected transactions announcement.

As Jingcheng Nagano is a subsidiary of our beneficial controller Beijing Jingcheng Mechanical & Electrical Holding Co., Ltd., the resolution constitutes continuing connected transactions. Therefore, Mr. Zhang Peiwu, Mr. Teng Mingzhi, Mr. Li Shenggao and Ms. Wei Li, being connected directors, abstained from voting, and the remaining four directors with vote rights have unanimously approved the resolution.

24. The resolution on the connected transaction in respect of the Company acting as the sales agent for certain products of its controlling shareholder Beiren Group Corporation was considered and approved, details of which are set out in the continuing connected transactions announcement.

As Beiren Group Corporation is the controlling shareholder of the Company, the resolution constitutes a continuing connected transactions. Therefore, Mr. Zhang Peiwu, Mr. Teng Mingzhi, Mr. Li Shenggao and Ms. Wei Li, being connected directors, abstained from voting, and the remaining four directors with vote rights have unanimously approved the resolution.

25. The 2011 debriefing report of members of the senior management of the Company was considered and approved.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

26. The 2011 remuneration and performance evaluation on members of the senior management by the Audit Committee of the Company was considered and approved.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

27. The resolutions on the appointment of directors for subsidiaries was considered and approved.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

28. The convening of the 2011 annual general meeting of the Company on Tuesday, 29 May, 2012 was considered and approved, details of which will be announced otherwise.

The number of valid votes for this resolution was 8, with 8 affirmative votes, 0 dissenting votes and 0 abstention vote.

Among the above resolutions, resolutions 2, 3, 4, 5, 6, 8, 10, 13, 14 and 15 will be put forward to the 2011 annual general meeting for consideration.

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

15 March 2012

*As at the date of this announcement, the Board of the Company comprises Mr. Zhang Peiwu as executive director, Mr. Teng Mingzhi, 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.*



## Appendix 1: Bibliography of Chen Bangshe

Chen Bangshe, male, Chinese nationality, aged 46, is a postgraduate and a senior engineer. Mr. Chen was the Chief Engineer and Deputy Plant Manager of Shaanxi Printing Machinery Plant, and Vice Chairman and General Manager of Shaanxi Huanggong Group Holdings. From January 2002 till now, he has been the General Manager of the Company's subsidiary Shaanxi Beiren Printing Machinery Limited. Mr. Chen was honored with the titles of the "Labor Model of Shaanxi Province", "Outstanding Contributions Experts in Shaanxi Province", "Outstanding Packaging Entrepreneur in China", "The Ninth Bisheng Printing Outstanding New Comer Award" as well as "Top 100 Excellent Printing Entrepreneur in Modern China". Mr. Chen has extensive experience in corporate management and printing machinery design.

The Company will enter into service contract with Mr. Chen, whose remuneration regarding his basic salary will range from RMB150,000 to 200,000 for the first year, the basic salary for the second and third year will be adjusted according to the results of the Company, but which will not exceed 120% of the basic salary of the preceding year, and which will not be lower than 90% of the basic salary of the preceding year; their year-end bonus will be at the sole discretion of the Board of Directors.

Mr. Chen has been appointed as an executive director of the Company with a proposed term commencing from the date of approval at the general meeting until the conclusion of the 2013 annual general meeting.

Saved as disclosed above, director candidate Mr. Chen does not have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), and does not held any directorships in any listed companies during the past three years. Save as disclosed above, there is no information relating to the candidates for election as directors that need to be disclosed pursuant to the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any other matter to be brought to the attention of the shareholders.

As at the latest practicable date, the above director candidate does not have any interest or short positions in the shares, underlying shares and debentures of the Company which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein.

## Appendix 2: Bibliography of Xue Kexin

Xue Kexin, male, Chinese nationality, aged 47, is a postgraduate and an economist. Mr. Xue was the technical planner for the production and technology division of the Company, assistant to the head of division; Deputy Director and Director of Department of Business Administration and Operation of the Company, Supervisor of the Supervisory Committee of the Company and secretary to the Board of Directors and Deputy General Manager of Shaanxi Beiren Printing Machinery Limited. He is currently the General Manager of Beijing Beiren Fuji Printing Machinery Limited and Assistant General Manager of the Company. Mr. Xue has extensive experience in production management, marketing business operation and management.



### Appendix 3: Bibliography of Cheng Tianming

Cheng Tianming, male, Chinese nationality, aged 51, a postgraduate and an engineer. Mr. Cheng acted as the Director of the general manager's office of the Company, Deputy General Manager of Beiren Hotel, Deputy General Manager of Single sheet-fed Offset Printing Presses Branch and Director of Department of Quality Assurance of the Company. He is currently the assistant to General Manager of the Company and Head of Department of Production Management. Mr. Cheng has extensive experience in production and management as well as corporate management.

### Appendix 4

#### **Independent Opinion of Independent Non-executive Directors of Beiren Printing Machinery Holdings Limited on the Appointment of General Manager and Deputy General Managers of the Company**

Pursuant to the Guiding Opinions Regarding the Establishment of Systems of Independent Directors by Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》), I, as an independent non-executive director of the seventh Board of Directors of Beiren Printing Machinery Holdings Limited hereby issue my independent opinion on matters including the appointment of General Manager and Deputy General Managers at the fourth meeting of the seventh Board of Directors as follow:

1. After reviewing the biographies, performance records and other relevant materials of Mr. Chen Bangshe, Mr. Xue Kexin and Mr. Cheng Tianming as provided by the Company before the meeting, I have not discovered any one of them who has the situations specified in Section 147 of the Company Law of the PRC, nor are they prohibited from entry into the market by China Securities Regulatory Commission, or experiencing a prohibition not yet expired. The appointment of the General Manager and Deputy General Manager is legally qualified.
2. The nomination process and the appointment approval process of the General Manager and Deputy General Managers are in compliance with relevant provisions of the Company Law of the PRC and the articles of association of the Company. The General Manager and Deputy General Managers are engaged under legitimate nomination manner and appointment process.
3. Based on my knowledge, I am of the view that each of Mr. Chen Bangshe, Mr. Xue Kexin, Mr. Cheng Tianming has adequate academic background, professional experience and physical condition, will be able to meet the requirements of their respective duties in the Company.
4. The Board of Directors of the Company considered that the appointment of General Manager and Deputy General Managers did not jeopardize the interests of medium and minority shareholders.

Independent non-executive directors: Xu Wencai, Wang Hui, Xie Bingguang and Wang Deyu

15 March 2012