
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: 0187)

2011 Annual Report

2011 Work Report of the Board of Director

2011 Work Report of the Supervisory Committee

2011 Auditor's Audited Financial Statements

2011 Auditor's Audited Internal Control Report

No Profit Distribution Plan for 2011

Appointment of the auditor for 2012 Financial Reports

Appointment of the auditor for 2012 Internal Control Report

Appointment of Additional Directors

Remuneration and Contracts of the Additional Directors

And

Notice of Annual General Meeting

A notice convening the 2011 annual general meeting ("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 29 May 2012 (Tuesday) at 9:00 a.m. is set out on pages 5 to 7 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.

11 April 2012

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: 0187)

Executive director:

Mr. Zhang Peiwu

Registered office:

6 Rongchangdong Street
Economic and Technological
Development Zone

Non-executive directors:

Mr. Teng Mingzhi

Mr. Li Shenggao

Ms. Wei Li

Independent Non-executive directors:

Mr. Xu Wencai

Ms. Wang Hui

Mr. Xie Bingguang

Mr. Wang Deyu

Dear Sir or Madam,

2011 Annual Report

2011 Work Report of the Board of Director

2011 Work Report of the Supervisory Committee

2011 Auditor's Audited Financial Statements

2011 Auditor's Audited Internal Control Report

No Profit Distribution Plan for 2011

Appointment of the auditor for 2012 Financial Reports

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Notice of Annual General Meeting

INTRODUCTION

The purpose of this circular is to give you notice of the 2011 AGM and to provide you with reasonable and necessary information.

LETTER FROM THE BOARD

At the 2011 AGM, ordinary resolutions will be proposed to consider and approve (1) the Company's Annual Report for the year 2011; (2) the 2011 Work Report of the Board of Directors ("the Board"); (3) the 2011 Work Report of the Supervisory Committee of the Company; (4) the 2011 audited Financial Reports of the Company; (5) the 2011 audited Internal Control Report of the Company; (6) no profit distribution plan for the year 2011; (7) the appointment of the auditor for 2012 Financial Reports; (8) the appointment of the auditor for 2012 Internal Control Report; (9) the appointment of additional directors of the Company ("the Director"); (10) the remuneration and contracts of the additional directors.

2011 Annual Report of the Company, 2011 Work Report of the Board of Directors, 2011 Work Report of the Supervisory Committee, the 2011 audited Financial Reports, the 2011 audited Internal Control Report and no profit distribution plan for the year 2011.

Please refer to the 2011 Annual Report of the Company and the relevant sections thereof.

Appointment of Auditor for 2012 Financial Reports

The Board proposes that the Company continues to appoint ShineWing Certified Public Accountants as its auditor for Financial Reports for the year 2012, and to authorize the Board to enter into employment contract with it and determine its remuneration.

Appointment of Auditor for 2012 Internal Control Report

The Board proposes that the Company continues to appoint BDO China Shu Lun Pan Certified Public Accounts LLP as its auditor for Internal Control Report for the year 2012, and to authorize the Board to enter into employment contract with it and determine its remuneration.

BIOGRAPHY OF THE ADDITIONAL DIRECTORS

Remuneration and contracts of the Additional Directors

Executive Directors

- (1) 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. In January 2002, he has been the General Manager of the Company's subsidiary Shaanxi Beiren Printing Machinery Limited. Mr. Chen is currently the General Manager of the Company. 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.
- (2) Jiang Chi, female, Chinese, 37 years old, graduated from Beijing Technology and Business University. Ms. Jiang obtained a bachelor of economics and she is a senior accountant. Ms. Jiang worked as an accountant for Beijing Double-Crane Pharmaceutical Co., Ltd, the financial head of Shiji Xingye Investment Co., Ltd. (世紀興業投資有限公司), the assistant to the financial manager of China National (Group) Corporation of Traditional & Herbal Medicine, the financial manager of Huayi Pharmaceutical Co., Ltd, the budget financial head of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the deputy head of the project financial department of Beijing Jingcheng Machinery Electric Holding Co., Ltd. and is now the deputy chief accountant of the Company. Ms. Jiang possesses extensive experience in financial management.

LETTER FROM THE BOARD

Non-executive Director

- (3) Wu Dongbo, female, Chinese, 40 years old, graduated from Northern Jiaotong University majoring in accounting. Ms. Wu obtained a bachelor of economics and she is a senior accountant. Ms. Wu worked as an accountant in Beijing Xidan Commercial District Construction and Development Company (北京西單商業區建設開發公司), the manager of the advisory department of Beijing Fangyuan Huazxin Certified Public Accountants Company Limited, the auditing head of Beijing Jingcheng Machinery Electric Holding Co., Ltd, and is now the head of the audit department of Beijing Jingcheng Machinery Electric Holding Co., Ltd. Ms. Wu possesses extensive experiences in corporate management and financial management.

Unless otherwise disclosed above, Mr. Chen Bangshe, Ms. Jiang Chi and Ms. Wu Dongbo (“Director Nominees”) for appointment 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 service contract with all elected Directors Nominees. The remuneration of Mr. Chen Bangshe and Ms. Jiang Chi is with reference to newly appointed executive directors in the senior management and the basic salary will range from 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 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 and will be implemented according to the “Performance Contract” entered into between the senior management and the Board during the year. The emolument of non-executive director, Ms. Wu Dongbo will not exceed RMB40,000 per year.

For the Director Nominees for appointment 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 are no other matters concerning the Director Nominees that need to be brought to the attention of the shareholders of the Company (“Shareholders”).

As at 10 April, 2012, 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.

AGM

A notice convening the AGM is set out on pages 5 to 7 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.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rules 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
Mr. Zhang Peiwu
Chairman

Beijing, PRC 11 April 2012

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: 0187)

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (“AGM”) of Beiren Printing Machinery Holdings Limited (the “Company”) will be convened as follows:–

I. Basic Information of the meeting:

1. Convenor of the meeting: the Board of the Company
2. Manner of the meeting: voting by way of poll at the meeting
3. Time of the meeting: 29 May 2012 (Tuesday) at 9:00am
4. Place of the meeting: Conference Room of the Company, Room 6206, No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing
5. Shares registration date: 27 April 2012 (Friday)

II. Ordinary Resolutions:

1. To consider and approve the 2011 Annual Report of the Company;
2. To consider and approve the 2011 Work Report of the Board of Directors of the Company;
3. To consider and approve the 2011 Work Report of the Supervisory Committee of the Company;
4. To consider and approve the 2011 financial report of the Company audited by ShineWing Certified Public Accountant;
5. To consider and approve the 2011 internal control report of the Company audited by Shu Lun Pan Certified Public Accountants LLP;
6. To consider and approve the resolution of the Company not to distribute any profit for the year 2011;
7. To consider and approve re-appointment of SHINEWING Certified Public Accountants for the Company's 2012 financial reports, and to authorise the Board of Directors to enter into employment contracts with it and determine its remuneration(5);
8. To consider and approve re-appointment of Shu Lun Pan Certified Public Accountants LLP as the Company's 2012 internal control auditor, and authorizing the Board of Directors to enter into employment contract with it and determining its remuneration.

NOTICE OF 2010 ANNUAL GENERAL MEETING

9. To approve the appointment of Mr. Chen Bangshe and Ms. Jiang Chi as Executive Directors of the Seventh Board of Directors of the Company(5) and M(5)s. Wu Dongbo as Non-executive director of the Seventh Board of Directors of the Company;
 10. To consider and approve the remuneration of the additional directors and entering into of their written contracts;
- III. The 2011 debriefing report of independent non-executive directors of the seventh Board of Directors of the Company.
- IV. 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 27 April 2012 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 9 May 2012. 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 27 April 2012 to 29 May 2012 (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 26 April 2012. 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

NOTICE OF 2010 ANNUAL GENERAL MEETING

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.

V. 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.

Yours faithfully,
For and on behalf of the board of
Beiren Printing Machinery Holdings Limited
Mr. Zhang Peiwu
Chairman

Beijing, PRC 11 April 2012