

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 SEVENTH MEETING
OF THE SEVENTH BOARD OF DIRECTORS**

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

Pursuant to the notice of meeting dated 10 July 2012, the seventh meeting of the seventh session of the Board of Directors of Beiren Printing Machinery Holdings Limited (the "Company") was held at Conference Room No. 6203 on second floor, No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing, the PRC on 26 July 2012. Eleven directors were eligible to attend the meeting and nine of them attended the meeting in person. Mr. Teng Mingzhi, the non-executive director and Ms. Wang Hui, the independent non-executive director were absent from the meeting due to business engagement, and had appointed Mr. Zhang Peiwu, the Chairman and Mr. Wang Deyu, the independent non-executive director to attend the meeting and vote on their behalf. The supervisors and senior management members 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.

The meeting was presided over by Mr. Zhang Peiwu, the Chairman of the Board, at which the following resolutions were considered and approved:

1. The 2012 Interim Report of the Company and its summary were considered and approved.

The number of valid votes for the resolution was 11, with 11 affirmative votes, 0 dissenting vote, and 0 abstention vote.

2. The resolution in relation to the provision for impairment of the Company for the half year of 2012 was considered and approved.

During the reporting period, further provision for bad debts of accounts receivables of RMB17.6967 million was made by the Company by examining the book value of accounts receivable and testing for impairment in accordance with the accounting policies and accounting estimates of the Company, in which, RMB16.7616 million was made by its parent company and RMB 0.9351 million was made by its subsidiary Beijing Beiren Fuji Printing Machinery Co.,Ltd.

The number of valid votes for the resolution was 11, with 11 affirmative votes, 0 dissenting vote and 0 abstention vote.

3. The resolution in relation to the disposal of operating land assets of Shaanxi Beiren Printing Machinery Company Limited (“Shaanxi Beiren”) was approved and considered.

In view of that the residential land for staff of 10,589.40 square meters with a value of RMB 916,838.85 are non-operating assets of Shaanxi Beiren, the subsidiary cannot bring any economic benefit to the Company and does not meet the definition as an asset, thus the non-operating assets was removed from the carrying amount of Shaanxi Beiren and was included in non-operating expense.

The number of valid votes for the resolution was 11, with 11 affirmative votes, 0 dissenting vote, and 0 abstention vote.

4. The resolution in relation to requisition of land in Weinan Hi-tech Zone by Shaanxi Beiren was approved and considered.

In response to the national green printing policy, Shaanxi Beiren established the “Green Printing Machinery Industrial Zone” by requisition of land in the portion of Hengtong Road in Weinan Hi-tech Zone in order to achieve the changes of Shaanxi Beiren to the strategy of green printing machinery and to enhance the influence of Shaanxi Beiren’s products in domestic and overseas market. The newly requisitioned land was 15 acres in which the requisition fee per acre was RMB120 thousand and the total expenses amounted to RMB1.8 million.

The number of valid votes for the resolution was 11, with 11 affirmative votes, 0 dissenting vote, and 0 abstention vote.

5. The resolution in relation to the disposal of part of the idle equipments of the Company.

The Company plans to dispose the idle equipments which are of backward crafts and technology and reduced performance. The net book value of which amounted to RMB 1.5966 million and the assessed net value amounted to RMB 1.5802 million. The Board agreed to dispose the equipments with a minimum price no less than the assessed net value and trade them publicly in China Beijing Equity Exchange.

The number of valid votes for the resolution was 11, with 11 affirmative votes, 0 dissenting vote, and 0 abstention vote.

6. The resolution in relation to the the establishment of “北人迪普瑞印刷裝備科技有限公司”, the joint venture by the Company and the three shareholders (who are not the connected parties of the Company) including Beijing Institute of Graphic Communication was approved and considered.

Such project was jointly funded and organized by the Company, Beijing Institute of Graphic Communication, Beijing Beiren Jingyan and Beijing Industrial Developing Investment Management Co., Ltd. The temporary name of the Company to be set up was “北人迪普瑞印刷裝備科技有限公司”. The registered capital for this project was RMB 20 million, among which, the Company contributed a total amount of RMB 9,262,800 by assets in kind, cash and intellectual property right which accounted for 46.3% of shares; Beijing Institute of Graphic Communication contributed RMB 4,543,700 by intellectual property right which accounted for 22.7% of shares; Beiren Jingyan contributed RMB 1,193,500 by assets in kind which account for 6% of shares; Beijing Industrial Developing Investment Management Co., Ltd. contributed RMB 5,000,000 by cash which accounted for 25% of shares. The total investment of this project amounted to RMB 14.95 million.

The establishment of the new company, 北人迪普瑞印刷裝備科技有限公司 (the temporary name, subject to business registration) was approved and considered; the capital contribution proposal, feasibility research report, joint-venture agreement and the articles of association of such company were approved and considered.

The number of valid votes for the resolution was 11, with 11 affirmative votes, 0 dissenting vote, and 0 abstention vote.

7. The reports from the senior management of the Company on their jobs in the first half year had been heard and the results of their performance review prepared by the Remuneration Committee and Supervisory Committee were approved and considered.

The number of valid votes for the resolution was 11, with 11 affirmative votes, 0 dissenting vote, and 0 abstention vote.

8. The resolution in relation to the amendment of the articles of association of the Company was approved and considered.

To enhance the transparency of dividend distribution in cash so as to provide a steady expectation of return for the investors, the Company amended the Article of Association in combination with the actual situation of the Company pursuant to the requirement of the “Notice Regarding Further Improvement of Cash Dividends Distribution of Listed Companies” of Beijing Securities Regulatory Bureau.

Original Article of Association:

Article 230 The company may distribute dividends in the form of:

- (1) cash;
- (2) shares.

is now amended as:

Article 230 The basic principles of profit distribution policy of the Company are:

Taking full account of return to investors and distributing dividend to shareholders per annum in proportion to realized distributable profits (consolidated statement) for the year concerned;

Maintaining the continuity and stability of the Company's dividend distribution policy, in the interest of the Company in the long term and that of all shareholders as a whole, and in line with the sustainable development of the Company;

Giving priority to distribute dividends in cash as the method of profits distribution.

Profits distribution policies of the Company are to be specified as follows:

Profits shall be distributed in the following manner: the Company may distribute dividends in cash, in shares or in a combination of both cash and shares. Subject to conditions, interim profits distribution may be made by the Company:

Specific circumstances for and proportions of cash dividend of the Company:

Save as special circumstances, if the Company's profit for the year and its undistributed profits (consolidated statement) are positive, the Company may distribute dividends in cash and the profits to be distributed in cash per annum will not be less than 5% of the realized distributable profits (consolidated statement) for that year, and that the total profit to be distributed in cash in the last three years will not be less than 30% of the average annual realized distributable profits (consolidated statement) in the last three years.

The "special circumstance" above refer to the aggregate expenditure amount of major investment plan or significant cash expenditure in the next 12 months of the Company reaches or exceeds 25% of the Company's latest audited net assets. "Major investment plan" or "Significant cash expenditure" includes foreign investment, payment of foreign debt, or major assets acquisition etc.

Conditions for distributing dividends in shares by the Company:

Where the Company's business is in a sound situation, and the Board considers that the stock price of the Company does not match with the share capital size and distributing dividends in shares will be favorable to all shareholders of the Company as a whole, provided that the above conditions of cash dividend are fully met, the Company may propose dividends distribution in shares.

Original Articles of Association:

Article 231 The Company's profit distributions shall take into account proper returns to the investors. The profit distribution plan prepared by the board of directors shall specify that cash distribution shall not be less than 30% of the distributable profit of the current year. When no such a cash distribution plan is prepared, the board of directors shall disclose reasons in a regular report, and independent non-executive directors shall provide an independent opinion on this matter.

When any shareholder violates relevant provisions and misappropriates the funds of the Company, the Company shall withhold his cash dividends to pay off the misappropriated amount.

is now amended as:

Article 231 Procedures for considering the profit distribution plan of the Company:

The profit distribution plan of the Company shall be drawn up by the board of directors. The board of directors shall thoroughly discuss the rationality of the profit distribution plan and form a special resolution which shall be approved and considered by the board of directors and the Supervisory Committee before submitting to the general meeting for consideration. In considering the profit distribution plan, the Company shall make network voting method accessible to shareholders.

Where the Company has no cash dividends in particular cases as provided for in the foregoing Article 230, the board of directors shall explain the specific reasons for not distributing cash dividends, the exact purpose for the retained profit and the estimated investment return, submit such to the general meeting for consideration after independent non-executive directors express their opinions thereon and disclose the same in the designated media of the Company.

Alteration of the Company's profit distribution policy:

In case of war, natural disasters and other force majeure, or changes to the Company's external operational environment resulting in material impact on its production and operation, or relatively significant changes to the Company's operational position, the Company may adjust its profit distribution policy.

The board of directors shall conduct specific discussion over adjustment to the Company's profit distribution policy, provide detailed reasons for such adjustment, provide a written report to be considered by independent non-executive directors, and then submit to the general meeting for approval by way of a special resolution. In considering alterations to the profit distribution policy, the Company shall make network voting method accessible to shareholders.

The number of valid votes for the resolution was 11, with 11 affirmative votes, 0 dissenting vote, and 0 abstention vote.

9. The resolution in relation to the borrowing of capital by Beijing Beiren Fuji Printing Machinery Co., Ltd ("Beiren Fuji") from Beiren Group Corporation, its substantial shareholder.

To relieve the periodic shortage of operating capital of Beiren Fuji and to ensure liquidity during its production and operation process, the Board agreed that Beiren Fuji to borrow RMB 8 million from Beiren Group Corporation, its substantial shareholder. Such borrowings was unsecured with no guarantee, the level of interest rate is no higher than the benchmark interest rate of the loan over for the same period as required by the People's Bank of China and the term was two months (from 26 July to 26 September).

As this resolution involves an exempted connected transaction, The directors namely Mr. Zhang Peiwu, Mr. Teng Mingzhi, Ms. Wu Dongbo, Mr. Li Shenggao and Ms. Wei Li as the connected directors have abstained from voting, and the other 6 non-connected directors conducted the voting.

The number of valid votes for the resolution was 6, with 6 affirmative votes, 0 dissenting vote, and 0 abstention vote.

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

Beijing, the PRC
26 July 2012

As at the date of this announcement, the Board of the Company comprises Mr. Zhang Peiwu, Mr. Chen Bangshe, Ms. Jiang Chi as executive directors, Mr. Teng Mingzhi, Ms. Wu Dongbo, Mr. Li Shenggao and Ms. Wei Li as non-executive directors and Mr. Zhang Shuangru, Ms. Wang Hui, Mr. Xie Bingguang and Mr. Wang Deyu as independent non-executive directors.