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*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(H Share Stock Code: 0187)**

## **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2012**

The board and all the directors of the Company confirm that there are no false statements or misleading representations contained in or material omissions from this announcement. All of them jointly and severally accept responsibility as to the truthfulness, accuracy and completeness of the contents of this announcement.

The board of Beiren Printing Machinery Holdings Limited (the “**Company**”) has decided to convene the first extraordinary general meeting (“**EGM**”) in 2012. At the EGM, resolutions regarding the material asset reorganisation of the Company and amendments to the Articles of Association of the Company, etc. will be considered and voted on site and through the online voting system. The relevant matters set out in the notice are as follows:

### **I. BASIC INFORMATION OF THE EGM:**

- (1) Convenor of the meeting: the board of the Company
- (2) Mode of the meeting: Voting on site and through the online voting system (applicable to A share market)
- (3) Time of the meeting: 18 December 2012 (Tuesday) at 9:00 am
- (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) Period for Online Voting: 9:30 to 11:30 a.m. and 1:00 to 3:00 p.m on 18 December 2012 shall be the time for voting through the trading system of the Shanghai Stock Exchange (applicable to A share market). The Company will provide an online voting platform for the holders of A shares of the Company through the trading system of the Shanghai Stock Exchange. Holders of A shares of the Company can exercise their voting rights via the trading system of Shanghai Stock Exchange during the online voting period.

## II. MATTERS FOR CONSIDERATION AT THE MEETING:

### Motions to be considered and approved by way of special resolution:

1. To consider and approve item by item the resolution regarding the material asset reorganisation of the Company;
  - (1) The counterparties
  - (2) Proposed assets for disposal and proposed assets for acquisition
  - (3) Pricing method
  - (4) Transaction price
  - (5) The handling of the difference in value of the proposed assets for disposal and the proposed assets for acquisition
  - (6) The attribution of the profit and loss in relation to the proposed assets for disposal and the proposed assets for acquisition arising from or incurred during the period commencing from the benchmark date for the valuation of the proposed assets for disposal and the proposed assets for acquisition up to the date of completion
  - (7) Completion
  - (8) Arrangements for staff of Beiren Holdings and the proposed assets for disposal
  - (9) Validity of the resolution
2. To consider and approve the resolution on the signing of the conditional “Material Assets Reorganisation Agreement of Beiren Printing Machinery Holdings Company Limited, Beijing Jingcheng Machinery Electric Holding Co., Ltd, and Beiren Group Corporation with Beijing Jingcheng Machinery Electric Holding Co., Ltd, and Beiren Group Corporation;
3. To consider and approve the resolution on the “Report of the Material Assets Reorganisation and Connected Transactions of Beiren Printing Machinery Holdings Company Limited (Draft)” and its extract;
4. To consider and approve the resolution authorising the board of directors of the Company to take actions relating to this transaction;
5. To consider and approve the resolution regarding the change of the name of the Company:

### **“THAT**

- (i) the Chinese name of the Company be changed from “北人印刷機械股份有限公司” to “北京京城機電股份有限公司” (provisional name only, the name specified in the relevant industrial and commercial registration shall prevail), and the English name of the Company from “Beiren Printing Machinery Holdings Limited” to “Beijing Jingcheng Machinery Electric Company Limited”; and

- (ii) the board of directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect and implement the change of the name of the Company.”
6. To consider and approve the resolution regarding amendment to Articles of Association of the Company (the “**Articles of Association**”).

“**THAT** the Articles of Association is amended as follows:

- (i) the current Article 230 be deleted in its entirety and be replaced by the following:

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.

- (ii) the current Article 231 be deleted in its entirety and be replaced by the following:

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.

## **III. WHO AND HOW TO JOIN THE EGM:**

- (1) The directors, supervisors and senior management of the Company.
- (2) Related parties such as solicitors engaged by the Company.

(3) Share record date: 16 November 2012 (Friday)

Shareholders whose names appear on the register of members of the Company at the close of business in the afternoon on 16 November 2012 (Friday) are entitled to attend the EGM and may appoint a proxy in writing to attend and vote. A proxy need not be a shareholder of the Company.

- (4) Shareholders who intend to attend the EGM in person or by proxy should deliver the reply slip to the Company on or before 28 November 2012 by hand, by post or by fax.
- (5) Holders of the Company's H shares should note that, the register of holders of H shares will be closed from 16 November 2012 to 18 December 2012, both days inclusive. Holders of the Company's H shares who intend to attend the EGM, must lodge all transfer documents of shares accompanied by the relevant share certificates with the Hong Kong Registrars Ltd. at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 15 November 2012.
- (6) A corporate shareholder shall be represented at the meeting by its legal representative, or a proxy appointed by the legal representative. If a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce the document of his identity, valid proof of his identity as a legal representative and the evidence of shareholding. Where a proxy is appointed by the legal representative to attend the meeting on his behalf, the proxy shall produce the document of his identity, the written proxy form duly issued by the legal representative of the corporate shareholder and the evidence of shareholding.
- (7) Shareholders who are entitled to attend and vote at the EGM may appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf.
- (8) If more than one proxy is appointed by a Shareholder, such proxies will only be entitled to vote on a poll.
- (9) Shareholders shall appoint a proxy in written form, which shall be signed by the person appointing the proxy or an attorney authorised by such person in writing. In order to be valid, a form of proxy signed by an attorney shall be submitted the power of attorney or other documents of authorisation notarially certified to the Company's registered address not less than 24 hours before convening the EGM.

#### 4. SPECIFIC OPERATIONAL PROCEDURES OF ONLINE VOTING

1. The specific voting program for trading system

- (1) At the EGM, the Company will provide an online voting platform to holders of the A shares of the Company through the trading system of the Shanghai Stock Exchange where holders of A shares of the Company may participate in the online voting with such trading system (the "**Online Voting**"). Period of Online Voting through trading system at the EGM: from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m. During the Online Voting, the operation of voting program will follow the precedent of the subscription of new shares.

(2) Voting Code

Voting Code	Voting Abbreviation	Note
738860	Voting of Beiren	Holders of A shares

(3) Number of resolutions to be voted in the EGM and the corresponding quoted price are as follows:

Resolution Number	Content of the resolution	Corresponding quoted price
	All resolutions	99.00
	<u>Motions to be considered and approved by way of special resolution:</u>	
1	To consider and approve the resolution regarding the material asset reorganisation of the Company	1.00
1.1	(1) The counterparties	1.01
1.2	(2) Proposed assets for disposal and proposed assets for acquisition	1.02
1.3	(3) Pricing method	1.03
1.4	(4) Transaction price	1.04
1.5	(5) The handling of the difference in value of the proposed assets for disposal and the proposed assets for acquisition	1.05
1.6	(6) The attribution of the profit and loss in relation to the proposed assets for disposal and the proposed assets for acquisition arising from or incurred during the period commencing from the benchmark date for the valuation of the proposed assets for disposal and the proposed assets for acquisition up to the date of completion	1.06
1.7	(7) Completion	1.07
1.8	(8) Arrangements for staff of Beiren Holdings and the proposed assets for disposal	1.08
1.9	(9) Validity of the resolution	1.09

<b>Resolution Number</b>	<b>Content of the resolution</b>	<b>Corresponding quoted price</b>
2	To consider and approve the resolution on the signing of the conditional “Material Assets Reorganisation Agreement of Beiren Printing Machinery Holdings Company Limited, Beijing Jingcheng Machinery Electric Holding Co., Ltd, and Beiren Group Corporation” with Beijing Jingcheng Machinery Electric Holding Co., Ltd, and Beiren Group Corporation	2.00
3	To consider and approve the resolution on the “Report of the Material Asset Reorganisation and Connected Transactions of Beiren Printing Machinery Holdings Company Limited (Draft)” and its extract	3.00
4	To consider and approve the resolution authorising the board of directors of the Company to take actions relating to this transaction	4.00
5	To consider and approve the resolution for the change of the name of the Company	5.00
6	To consider and approve resolution regarding amendment to the Articles of Association of the Company	6.00

(4) Voting intention

<b>Types of voting intention</b>	<b>Corresponding number of shares to be voted</b>
For	1 share
Against	2 shares
Abstain	3 shares

## 2. Examples For Voting

- (1) Following the registration date for entitlements, investor of A shares of “Beiren Holding” shall fill in “99.00” and “1 share” under the quoted price and the number of shares to be voted if they intend to vote in favor of all resolutions to be proposed during the online voting, and shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738860	Buy	RMB99.00	1 share

- (2) Example for voting for single resolution

If an investor would like to vote separately for the resolutions to be proposed in the EGM with the intention to vote in favor of Resolution 2 during the online voting, he shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738860	Buy	RMB2.00	1 share

If an investor would like to vote separately for the resolutions to be proposed in the EGM with the intention to vote against Resolution 2 during the online voting, he shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738860	Buy	RMB2.00	2 shares

If an investor would like to vote separately for the resolutions to be proposed in the EGM with the intention to abstain from voting to Resolution 2, he shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738860	Buy	RMB2.00	3 shares



(3) Example for voting for items under single resolution

If an investor would like to vote in favor of item 1 under Resolution 1, he shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738860	Buy	RMB1.01	1 share

If an investor would like to vote against item 1 under Resolution 1, he just has to change the number of shares to be voted as 2 shares and other contents declared shall remain the same:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738860	Buy	RMB1.01	2 shares

If an investor has the intention to abstain from voting to item 1 under Resolution 1, he just has to change the number of shares to be voted as 3 shares and other contents declared shall remain the same:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738860	Buy	RMB1.01	3 shares

3. Other matters need to be brought to attention

- (1) voting cannot be withdrawn;
- (2) for voting which does not comply with the requirement above will be regarded as invalid and shall not be included in the voting statistics;
- (3) shareholders can only vote once for the same resolution, if more than one vote is taken, the vote which was first made shall be counted and shall not be withdrawn;
- (4) voting which does not comply with the provision above shall be invalid, it will be cancelled by the Shanghai Stock Exchange trading system automatically.

## 5. OTHER MATTERS:

The Company's registered address: No. 6 Rong Chang Dong Street, Beijing Economic and Technological Development Zone, Beijing

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Postal Code: 100176

Contact Person: Jiao Ruifang

It is expected that the EGM will take half a day and shareholders attending the EGM shall be responsible for their own transportation and accommodation costs.

On behalf of the Board  
**Beiren Printing Machinery Holdings Limited**  
**Jiao Rui Fang**  
*Company Secretary*

Beijing, the PRC, 2 November 2012

*As at the date of this announcement, the board of directors of the Company comprises Mr. Zhang Peiwu, Mr. Chen Bangshe and 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.*