

*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**  
BEIREN

**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)**

**CHANGE OF PRINCIPAL BUSINESS ACTIVITIES**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS, THE RULES OF PROCEDURE FOR THE BOARD AND THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE**

**PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS AND APPOINTMENT OF GENERAL MANAGER AND DEPUTY GENERAL MANAGERS**

On 31 October 2013, the Board announces that the principal business of the Company has been changed and the Board has approved, among others, regarding the amendments to the Articles of Association, the rules of procedure of the general meeting of Shareholders, the rules of procedure for the Board and the rules of procedure for the Supervisory Committee, the proposed appointment of Directors and Supervisors, the appointment of General Manager and Deputy General Managers and the details of which are set out in this announcement.

**CHANGE OF PRINCIPAL BUSINESS ACTIVITIES**

Reference is made to the circular of the Company dated 3 December 2012 (the “Circular”) in relation to the Reorganisation (as defined in the Circular) of Beiren Printing Machinery Holdings Limited (the “Company”), the board of directors of the Company (the “Board”) announces that all the conditions under the Material Asset Reorganisation Agreement (as defined in the Circular) have been fulfilled and the completion of the Reorganisation took place on 31 October 2013. On 31 October 2013, the principal business of the Company has been changed to the research and development, manufacture and sale of compressed gas cylinders, gas compressors and related equipment. The Company specialises in the research and development, manufacture and sales of equipment for industrial gas storage and transportation and natural gas storage and transportation as well as gas compressor machinery.

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS, THE RULES OF PROCEDURE FOR THE BOARD AND THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE**

The Board announces that at the first extraordinary general meeting of 2013 of the Company (the “EGM”), inter alia, resolutions will be proposed to approve the proposed amendments to the articles of association of the Company (the “Articles of Association”), the rules of procedure of the general meeting of the shareholders of the Company (the “Shareholders”), the rules of procedure for the Board and the rules of procedure for the supervisory committee of the Company (the “Supervisory Committee”).

The amendments to the Articles of Association mainly include (i) the amendments to the name of the Company; (ii) amendments to the registered office of the Company; (iii) amendments to the scope of business of the Company; (iv) amendments to the place of holding the general meetings of the Company. Also to further enhance the Articles of Association, the rules of procedure of the general meeting of Shareholders, the rules of procedure for the Board and the rules of procedure for the Supervisory Committee.

The relevant proposed amendments to the Articles of Association, the rules of procedure of the general meeting of Shareholders, the rules of procedure for the Board and the rules of procedure for the Supervisory Committee are subject to the approval of the Shareholders by way of special resolutions at the EGM and the approval and permission of the relevant PRC government authorities (if necessary) and will become effective after registration with the relevant authorities in the PRC.

## **PROPOSED APPOINTMENTS OF DIRECTORS AND SUPERVISORS**

The Board and Supervisory Committee have proposed the appointment of five Directors, two Supervisors representing the Shareholders and have nominated Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie as the candidates for election as executive Directors, Mr. Jiang Zili as the candidate for election as a non-executive Director, Ms. Liu Zhe and Mr. Han Bingkui as candidates for election as supervisors of the Company (the “Supervisors”) representing the Shareholders. There will be another candidate proposed for democratic election as the Supervisor representing the staff and workers at a separate meeting held by the staff and workers of the Company.

The proposed term of directorship of Mr. Jiang Zili, Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie will be from the date of approval at the EGM to the 2013 annual general meeting of the Company (the “2013 AGM”).

The Company will enter into a service contract with Mr. Jiang Zili, the proposed non-executive Director. He is entitled to an annual fee not exceeding RMB40,000. The Company will enter into service contracts with Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie, the proposed executive Directors. They will be entitled to a basic salary with a range of RMB150,000 to RMB250,000 in the first year. The basic salary for the second and third year will be adjusted in accordance with the performance of the Company. It will not exceed 120% of the basic salary of the previous year of tenure and will not be less than 90% of basic salary of the first year of tenure. Year-end bonus will be determined at the sole discretion of the Board.

The term of office of Ms. Liu Zhe and Mr. Han Bingkui will be from the date of approval at the EGM to the 2013 AGM. The Company will enter into service contracts with Ms. Liu Zhe and Mr. Han Bingkui. Ms. Liu Zhe and Mr. Han Bingkui is entitled to an annual fee of not exceeding RMB40,000 depending on his/her performance.

According to the Articles of Association, the appointment of Directors and Supervisors is subject to the approval of the Shareholders. Accordingly, the Board has resolved to submit the proposal as an ordinary resolution at the EGM to approve the appointment of Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie as executive Directors, Mr. Jiang Zili as a non-executive Director, Ms. Liu Zhe and Mr. Han Bingkui as Supervisors and their respective remuneration packages.

The Company will also issue an announcement as required under Rule 13.51 of the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited as soon as practicable when the proposed election of the Directors and Supervisors are approved at the EGM and the proposed democratic election of the Supervisor representing the staff and workers is approved at a separate meeting held by the staff and workers of the Company.

The biographical details of the proposed Directors including Mr. Jiang Zili, Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie are as follows:

- (1) Jiang Zili, Chinese, male, aged 45. He obtained a Ph.D. and is a professor level senior engineer. Mr. Jiang served as the director of Environmental Protection Institute, Beijing Research Institute of Mechanical and Electrical Technology; vice-president and the president of Beijing Research Institute of Mechanical and Electrical Technology; party committee, director and general manager of Beijing Machinery and Electricity Institute CO., LTD.; chairman of Beiren Machine Tool Works Co., LTD.; chairman of Zhejiang Jingcheng Renewable Resources Co., Ltd.; and chairman of Hohhot Solid Waste Disposal and Treatment Co., Ltd. (呼和浩特固廢處置有限公司). In 2009, Mr. Jiang received on-job training in Taizhou government in Zhejiang province as the Deputy Secretary-General. He is currently the deputy general manager of Beijing Jingcheng Machinery Electric Holding Co., Ltd ("Jingcheng Holding"). Mr. Jiang has rich experiences in capital operation and management of business operations.
- (2) Wang Pingsheng, Chinese, male, aged 64. He obtained a bachelor's degree and is a senior engineer. Mr. Wang worked at Beijing Metal Structures Factory (北京金屬結構廠) as a

technician and the deputy director of the workshop. He served as the deputy factory director and factory director of the Beijing High Pressure Gas Cylinders Factory (北京高壓氣瓶廠). He was also the general manager of Beijing Tianhai Industrial Co., Ltd. (“Tianhai Industrial”). He is currently the chairman of Tianhai Industrial and Beijing Jingcheng Compressor Co., Ltd. (“Jingcheng Compressor”)

- (3) Hu Chuanzhong, Chinese, male, aged 44. He obtained a bachelor degree in mechanical engineering from Tsinghua University and an EMBA from the University of Texas at Arlington, US. He is a senior engineer. Mr. Wu was a technician, assistant engineer, deputy director, director, vice president of engineering, deputy manager of technical quality department, and deputy general manager of Tianhai Industrial. He was also the chairman of Tianjin Tianhai High Pressure Containers Co., Ltd (“Tianjin Tianhai”). He is currently the general manager, director and party secretary of Tianhai Industrial as well as the director of Tianjin Tianhai and Langfang Tianhai High Pressure Containers Co., Ltd.
- (4) Kang Yiqing, Chinese, male, aged 54. He obtained a bachelor degree in mechanical engineering from Tsinghua University and an EMBA from China Europe International Business School. Mr. Kang was a technician of Beijing Boiler Plant (北京鍋爐廠). He was a design engineer of technology department, manager of manufacturing service center, container workshop manager, model wall workshop manager and head of manufacturing department. He was also a deputy party secretary and deputy general manager (of the Chinese partner) of Babcock & Wilcox Beijing Company Ltd and party secretary, chairman and general manager of Beijing B.J. Electric Motor Co., Ltd. He is currently the party secretary, general manager and director of Jingcheng Compressor.
- (5) Li Junjie, Chinese, male, aged 35. He obtained a bachelor degree in industrial economics from Taiyuan Heavy Machinery Institute and an EMBA degree from Guanghua School of Management of Peking University. He was an accountant of finance department, salesman of marketing department and deputy manager of human resources department in Tianhai Industrial. He is currently the deputy party secretary and deputy general manager of Tianhai Industrial.

Save as disclosed above, Mr. Jiang Zili, Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie do not have any relationship with any Directors, Supervisors and senior management of the Company. Mr. Jiang Zili is the deputy general manager of Jingcheng Holding, the controlling shareholder of the Company. Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie do not have any relationship with substantial shareholders or controlling shareholder of the Company. Mr. Jiang Zili, Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) and did not hold any directorship in listed public companies in Hong Kong or overseas for the last three years. Save as disclosed above, in respect of Mr. Jiang Zili, Mr. Wang Pingsheng, Mr. Hu Chuanzhong, Mr. Kang Yiqing and Mr. Li Junjie, there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders.

The biographical details of the proposed Supervisors including Ms. Liu Zhe and Mr. Han Bingkui are as follows:

1. Liu Zhe, Chinese, female, aged 35, is a lecturer with a bachelor's degree in engineering. Ms. Liu was a teacher, group leader of teaching and research, Youth League secretary, secretary of student party branch of Light Industry Branch of Beijing Industry and Trade Technicians College, Youth League secretary and director of publicity department of the party/company of Jingcheng Holding. Currently, she is deputy party secretary, secretary of discipline inspection commission and chairman of labour union of Tianhai Industrial.
2. Han Bingkui, Chinese, male, aged 58, graduate of economics and management and is a senior accountant. Mr. Han was chief of finance division and accountant of Beijing High Pressure Gas Cylinder Factory (北京高壓氣瓶廠), deputy head of finance department of Tianhai Industrial, and director, chief accountant and deputy head of finance department of Tianhai Industrial. Currently, he is director, chief financial officer and department head of finance department of Tianhai Industrial.

There will be another Supervisor representing the staff and workers elected at a separate meeting held by the staff and workers of the Company in accordance with statutory procedures.

Save as disclosed above, Ms. Liu Zhe and Mr. Han Bingkui do not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, they do not have any interest in shares of the Company within the meaning of Part XV of the SFO and did not hold any directorship in other listed companies for the last three years. Save as disclosed above, in respect of Ms. Liu Zhe and Mr. Han Bingkui, there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders.

As of the Latest Practicable Date, according to the register maintained pursuant to Section 352 of the SFO, all of the proposed Supervisors do not have any interest or short positions in the shares, underlying shares and debentures of the Company.

## **APPOINTMENT OF GENERAL MANAGER AND DEPUTY GENERAL MANAGERS**

The Board is pleased to announce that Mr. Hu Chuanzhong has been appointed as General Manager of the Company with effect from 31 October 2013 until the 2013 AGM. The Board further announces that Mr. Kang Yiqing and Mr. Li Junjie have been appointed as the Deputy General Managers of the Company with effect from 31 October 2013 until the 2013 AGM.

## GENERAL

A circular, together with the notice of EGM containing, inter alia, (i) details of the amendments to the Articles of Association, the rules of procedure of the general meeting of Shareholders, the rules of procedure for the Board and the rules of procedure for the Supervisory Committee and (ii) the biographical details of the proposed Directors and Supervisors will be despatched to the Shareholders as soon as practicable.

For and on behalf of the Board  
**Beiren Printing Machinery Holdings Limited**  
**Jiao RuiFang**  
*Company Secretary*

Beijing, the PRC, 31 October 2013

*As at the date of this announcement, the Board 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.*