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**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)**

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE THIRD  
EXTRAORDINARY MEETING OF THE SEVENTH SESSION OF  
THE BOARD**

The board of directors of the Company together with the directors thereof guarantee that the information contained in this announcement does not contain any false statements, misleading representations or material omissions, and all of them jointly and severally accept responsibility as to the truthfulness, accuracy and completeness of the content of this announcement.

The third extraordinary meeting of the seventh session of the board of directors of Beiren Printing Machinery Holdings Limited (the "Company") was held on 11 May 2012 by way of written resolutions. The voting of the meeting was carried out in accordance with the related requirements of the Company Law of the People's Republic of China and the Articles of Association of the Company.

**THE FOLLOWING RESOLUTIONS WERE CONSIDERED AND PASSED BY THE BOARD OF THE COMPANY:**

1. The resolution in relation to the resignation of Mr. Xu Wencai as the independent non-executive director of the Company and the nomination of Mr. Zhang Shuangru (張雙儒) whose biography was attached below, as an independent non-executive director of the Company for the seventh session of the Board. Such resolution will be proposed at the 2011 annual general meeting of the Company for consideration and approval.

Due to job reasons, Mr. Xu Wencai tendered his resignation to the Board, resigning from the positions of independent non-executive director of the Company, a member of the Strategic Committee and the convener of the Nomination Committee of the Board. The Board fully respects the decision of Mr. Xu Wencai and accepts his application for resignation. However, after the resignation of Mr. Xu Wencai as an independent non-executive director of the Company, the present number of independent non-executive directors will be less than one-

third of the total number of directors as set out in the Articles of Association of the Company. Mr. Xu Wencai will therefore continue to hold office and his resignation will only become effective after the approval of the nomination of Mr. Zhang Shuangru (張雙儒) as an independent non-executive director at the 2011 annual general meeting. Other directors of the Board will continue to discharge their rights and duties.

Mr. Xu Wencai has confirmed that there were no other matters relating to his resignation that need to be brought to the attention of all the shareholders of the Company. The Board and Mr. Xu Wencai have confirmed that they were not aware of any personal obligations that Mr. Xu Wencai shall be responsible to the Company and its subsidiaries or any effects on such obligations as a result of the resignation. The Board and Mr. Xu Wencai have also confirmed that there was no disagreement between Mr. Xu Wencai and the Company which would have caused the resignation of Mr. Xu Wencai.

The Board hereby extends its appreciation to Mr. Xu Wencai's contribution to the Company and the Board during his terms of office.

The Nomination Committee of the Board nominates Mr. Zhang Shuangru (張雙儒) as an independent non-executive director of the Company for the seventh session of the Board, with a proposed term of office commencing from the date of approval at the 2011 annual general meeting until the conclusion of the 2013 annual general meeting.

#### **Biography of Mr. Zhang Shuangru (張雙儒)**

Mr. Zhang Shuangru (張雙儒), Chinese, male, aged 69, is a senior economist graduated from archeology, Department of History, Peking University. Mr. Zhang has served as deputy director of personnel department and deputy manager in 中國印刷公司 (China Printing Corporation). He was appointed as the chairman of China Printing Corporation, the deputy general manager of 中國印刷集團 (China Printing Group Corporation) and the chairman of 北京華聯印刷有限公司 (C&C Joint Printing Co.,(Beijing) Ltd.), and presently the vice-officer of the 全國印刷標準化技術委員會 (National Technical Committee on Printing of Standardization of Administration of China) and managing vice-chairman of 中國印刷技術協會 (Printing Technology Association of China).

Mr. Zhang received special subsidy from the State Council in 1994 and The Bisheng Printing Outstanding Achievement Award in 2009.

The Company will enter into a service contract with Mr. Zhang, whose annual remuneration is not exceeding RMB40,000 and will be determined according to the results of the Company, his obligations, time commitment, duties and contribution. The proposed term of Mr. Zhang serving as an independent non-executive director of the Company will commence from the date of approval at the 2011 annual general meeting until the conclusion of the 2013 annual general meeting.

Saved as disclosed above, Mr. Zhang 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 hold any directorships in any listed companies during the past three years. Save as disclosed above, there is no information relating to Mr. Zhang that needs 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.

Please see appendix 1 for the declaration of the proposer of the independent non-executive director nominee and see appendix 2 for the declaration of the independent non-executive director nominee.

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

2. To consider and approve the remuneration of and the entering into of a service contract with Mr. Zhang Shuangru as an independent non-executive director and to propose the same at the 2011 annual general meeting for approval.

The annual remuneration of Mr. Zhang as an independent non-executive director shall be RMB40,000.

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

**The board of directors of Beiren Printing Machinery Holdings Limited**

Beijing, the PRC  
11 May 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.*

- \* In this announcement, English names of the PRC established companies/entities are only translations of their official Chinese names. In the event of any inconsistency, the Chinese names shall prevail.

## **APPENDIX 1**

### **Beiren Printing Machinery Holdings Limited Declaration of the proposer of the independent non-executive director nominee**

The proposer, the Nomination Committee of the Board of Directors of Beiren Printing Machinery Holdings Limited (the “Company”) hereby makes a public declaration in respect of the nomination of Mr Zhang Shuangru as the independent non-executive director nominee of the Seventh Session of the Board of Directors, that there is no any relationship between the nominee and the Company which may affect the independence of the nominee, details of this declaration are as follows:

This nomination has been made after full understanding of the occupation, academic background, job titles, detailed work experiences and all part-time jobs etc of the nominee, the nominee has given written consent to serve as an independent non-executive director nominee of the Seventh Session of the Board of Directors, the proposer is of the opinion that the nominee:

1. possesses the qualifications to serve as a director of listed companies pursuant to the laws, administrative regulations and other relevant stipulations;
2. fulfills the requirements to serve as a director as stipulated in the Articles of Association of the Company;
3. possesses the independence required by the “Guidance on the Establishment of the System of Independent Directors by Listed Companies” of the China Securities Regulatory Commission:
  1. The nominee and his direct family members, main social contacts do not work in the Company and its subsidiaries;
  2. The nominee and his direct family members do not directly or indirectly hold 1% of the issued shares of the company, nor are they the top ten largest shareholders of the Company;
  3. The nominee and his direct family members do not work in the companies of those shareholders directly or indirectly holding 5% of the issued shares of the Company, nor do they work in the companies of the top five largest shareholders of the Company;
  4. The above three situations do not apply to the nominee within the recent year;
  5. The nominee is not any personnel providing finance, legal, management consultancy, technical consultancy services to the Company and its subsidiaries.
4. The number of listed companies (the Company inclusive) in which the nominee is serving as non-executive director does not exceed 5.

The proposer warrants the truthfulness, completeness and accuracy of the above declaration and guarantees that the above declaration does not contain any misrepresentation or misleading information, the proposer fully understands the possible consequences of making false declaration.

**Proposer: Nomination Committee of the Board of  
Directors of  
Beiren Printing Machinery Holdings Limited**

Beijing, 11 May 2012

## APPENDIX 2

### **Beiren Printing Machinery Holdings Limited Declaration of the independent non-executive director nominees**

I, the declarant, Mr Zhang Shuangru in the capacity of the independent non-executive director nominee of the Seventh Session of the Board of Directors of Beiren Printing Machinery Holdings Limited (the “Company”), hereby makes a public declaration that during the period in which I serve as an independent non-executive director of the Company, there is no any relationship between me and the Company which may affect my independence, details of this declaration are as follows:

1. I and my direct family members, main social contacts do not work in the Company and its subsidiaries;
2. I and my direct family members do not directly or indirectly hold 1% or more than 1% of the issued shares of the Company;
3. I and my direct family members are not the top ten largest shareholders of the Company;
4. I and my direct family members do not work in the companies of those shareholders directly or indirectly holding 5% or more than 5% of the issued shares of the Company;
5. I and my direct family members do not work in the companies of the top five largest shareholders of the Company;
6. The above five situations do not apply to me within the recent year;
7. I do not provide any finance, legal, management consultancy, technical consultancy services to the Company and its subsidiaries.
8. I have never obtained other additional and undisclosed interests from the Company and its major shareholders or any organizations and personnel having an interest in it;
9. I conform to the requirements of the Articles of Association of the Company.

Besides, the number of listed companies (the Company inclusive) in which I serve as an independent non-executive director does not exceed 5.

I fully understand the duties of an independent non-executive director, I warrant the truthfulness, completeness and accuracy of the above declaration and guarantee that the above declaration does not contain any misrepresentation or misleading information, I fully understand the possible consequences of making false declaration. The Shanghai Stock Exchange can rely on this declaration to determine the qualifications and independence of myself. During the period in which I serve as an independent non-executive director of the Company, I will comply with the regulations, rules, notices of China Securities Regulatory Commission and the requirements of the business rules of Shanghai Stock Exchange, and will submit to the supervision of Shanghai Stock Exchange, and will ensure I have adequate time and energy to carry out my duties and make independent judgment, and will not be affected by the major shareholders, beneficial controlling persons or other companies or persons having an interest in the Company.

**Declarant: Zhang Shuangru**

Beijing, 11 May 2012