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**北京京城機電股份有限公司**  
**Beijing Jingcheng Machinery Electric Company Limited**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 0187)**

**ANNOUNCEMENT ON THE RESOLUTIONS PASSED AT  
THE TWENTY-THIRD EXTRAORDINARY MEETING OF  
THE EIGHTH SESSION OF THE BOARD OF DIRECTORS**

**The Board of the Company and all members of the Board warrant that there are no false representations, misleading statements and material omissions in this announcement, and are severally and jointly responsible for the truthfulness, accuracy and completeness of the contents herein contained.**

Pursuant to the notice of meeting dated 17 April 2017, the twenty-third extraordinary meeting of the eighth session of the board of directors (the “Board”) of Beijing Jingcheng Machinery Electric Company Limited (the “Company”) was held on 25 April 2017 at the Conference Room of Jingcheng Holding Mansion, Beijing, the PRC. All of the 10 eligible directors attended the meeting in person. The supervisors and senior management 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 the chairman of the Company, Mr. Wang Jun, at which the following resolutions were considered and approved by the attending directors:

- 1. The Resolution on the resignation of director and general manager and appointment of the general manager of the Company and the change in composition of the members of special committees of the Board was considered and approved.**

The Board announces that Mr. Chen Changge submitted his resignation to the Board to resign from the positions of the director, general manager of the Company, a member of the remuneration and monitoring committee and a member of the nomination committee due to work reasons. The number of members of the Board will not fall below the quorum for convening the Board meeting due to the

resignation of Mr. Chen Changge, which ensures the normal operation of the Board. The Board fully respects Mr. Chen Changge's decision and has accepted his resignation. The resignation takes effect from 25 April 2017.

The Board hereby expresses its gratitude towards Mr. Chen Changge for his contribution to the Company during his tenure of office as a director and general manager.

As nominated by the chairman, and approved unanimously by the attending directors, Mr. Li Junjie was appointed as the general manager, with a term of office from 25 April 2017 to 2016 annual general meeting.

As approved unanimously by the attending directors, Mr. Wang Jun was recommended to be a member of the remuneration and monitoring committee and Mr. Li Junjie was recommended to be a member of the nomination committee of the eighth session of the Board (see appendix I for their biographies). Their terms of office are from 25 April 2017 to 2016 annual general meeting of the Company.

The independent non-executive directors of the eighth session of the Board of the Company issued their independent opinion in respect of this resolution (see Appendix II).

The number of valid votes for this resolution: 10; affirmative votes: 10; dissenting vote: 0; abstention vote: 0.

## **2. The Resolution on the general election of the Board was considered and approved.**

As the term of the eighth session of the Board will expire and with the full understanding of the nomination committee of the eighth session of the Board, the eighth session of the Board considered and approved the nomination of Mr. Wang Jun as the executive director candidate of the ninth session of the Board and the nomination of Mr. Du Yuexi, Mr. Xia Zhonghua, Ms. Jin Chunyu and Ms. Li Chunzhi as the non-executive director candidates of the ninth session of the Board, and the nomination committee of the Board nominated Mr. Li Junjie and Mr. Zhang Jiheng as the executive director candidates of the ninth session of the Board, and Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong as the independent non-executive director candidates of the ninth session of the Board, and the relevant resolutions will be proposed at 2016 annual general meeting. The proposed term of office of directors shall commence upon the approval at 2016 annual general meeting and until 2019 annual general meeting.

The biographies of the director candidates are set out in Appendix III. The independent non-executive directors of the eighth session of the Board have expressed their independent opinion which are set out in Appendix II.

Number of valid votes for this resolution: 10; affirmative votes: 10; dissenting vote: 0; abstention vote: 0.

**3. The Resolution on the remuneration of and written contracts to be entered into with the directors of the ninth session of the Board was considered and approved.**

Save as the chairman, the executive directors of the ninth session of the Board shall receive their remunerations according to the Management Measures on the Remuneration and Performance Appraisal of Senior Management of the Company.

The annual emolument of the independent non-executive directors is RMB60,000, while the non-executive directors do not receive any remuneration from the Company.

Number of valid votes for this resolution: 10; affirmative votes: 10; dissenting vote: 0; abstention vote: 0.

**4. The Company's 2016 annual report submitted to the Stock Exchange was considered and approved.**

Number of valid votes for this resolution: 10; affirmative votes: 10; dissenting vote: 0; abstention vote: 0.

Among the above resolutions, resolutions nos. 2, 3 and 4 will be proposed at the annual general meeting for consideration.

*The Board of*  
**Beijing Jingcheng Machinery Electric Company Limited**

Beijing, the PRC  
25 April 2017

*As at the date of this announcement, the Board comprises Mr. Wang Jun, Mr. Li Junjie and Mr. Du Yuexi as executive directors, Mr. Xia Zhonghua, Ms. Jin Chunyu and Mr. Fu Hongquan as non-executive directors and Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong as independent non-executive directors.*

## BIOGRAPHICAL DETAILS

**Wang Jun**, Chinese, male, aged 45. He is an economist with a bachelor's degree and MBA. Mr. Wang was a sales clerk, director of export department, director of international business department and deputy general manager of Beijing Tianhai Industry Co., Ltd., party secretary, chairman of the Board of Beijing Beikai Electric Co., Ltd., head of the office, head of the office of the Board of Directors, director of the legal affairs department, secretary to the board of directors, member of the party of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. Currently, he is a standing committee member of party committee, deputy general manager and general counsel of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. He has served as the executive director of the Company since 10 December 2015 and the chairman of the Company since 11 December 2015.

**Li Junjie**, Chinese, male, aged 39. He obtained a bachelor's degree in 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, deputy manager of human resources department, deputy general manager, deputy party secretary and general manager in Beijing Tianhai Industry Co., Ltd.. He served as the general manager of the Company from 26 June 2014 to 10 December 2015. He is currently the party secretary of Beijing Tianhai Industry Co., Ltd.. He has been an executive director of the Company since 16 December 2013.

Save as the disclosed in this announcement, the newly appointed members have no relationship with other directors, supervisors, senior management of the Company. Mr. Wang Jun serves as the standing committee member of party committee, deputy general manager and general counsel of Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder of the Company. Mr. Li Junjie has no relationship with any substantial shareholder or controlling shareholder of the Company. They do not hold any interests in shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), nor do they hold directorship or supervisorship in any other public companies listed in Hong Kong or overseas in the last three years. Save as disclosed above, in respect of the newly appointed members, there is no other information which is required to be disclosed pursuant to any provisions under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or other information that need to be brought to the attention of the shareholders of the Company.

As at the date of this announcement, according to the register kept under section 352 of the Securities and Futures Ordinance, all directors of the Company do not hold any interests or short positions in the shares, underlying shares and debentures of the Company.

**INDEPENDENT OPINION ON THE RESOLUTIONS CONCERNING THE APPOINTMENT  
OF THE GENERAL MANAGER, THE CHANGE IN COMPOSITION OF THE MEMBERS  
OF COMMITTEES OF THE EIGHTH SESSION OF THE BOARD AND THE DIRECTOR  
CANDIDATES OF THE NINTH SESSION OF THE BOARD OF DIRECTORS  
FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS  
OF THE EIGHTH SESSION OF THE BOARD OF DIRECTORS**

The twenty-third extraordinary meeting of the eighth session of the board of directors (the “Board”) of Beijing Jingcheng Machinery Electric Company Limited (the “Company”) was held on 25 April 2017, at which the appointment of Mr. Li Junjie as the general manager of the Company, Mr. Wang Jun as the member of remuneration and monitoring committee of the eighth session of the Board and Mr. Li Junjie as the member of the nomination committee of the eighth session of the Board was considered and approved. The resolution relating to the nomination of Mr. Wang Jun, Mr. Du Yuexi, Mr. Xia Zhonghua, Ms. Jin Chunyu and Ms. Li Chunzhi by Beijing Jingcheng Machinery Electric Holding Co., Ltd. (“Jingcheng Holding”) and the nomination of Mr. Li Junjie, Mr. Zhang Jiheng, Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong by the nomination committee of the Board as the director candidates of the ninth Board was considered and approved.

As the independent non-executive directors of the eighth session of the Board, after reviewing relevant documents concerning the declaration and biographies of the above mentioned candidates, we were of the opinion that:

1. The relevant procedures of the nomination of Mr. Li Junjie as the general manager of the Company, Mr. Wang Jun as the member of remuneration and monitoring committee of the eighth session of the Board and Mr. Li Junjie as the member of the nomination committee of the eighth session of the Board, as well as the nomination of Mr. Wang Jun, Mr. Du Yuexi, Mr. Xia Zhonghua, Ms. Jin Chunyu and Ms. Li Chunzhi by Jingcheng Holding and the nomination of Mr. Li Junjie, Mr. Zhang Jiheng, Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong by the nomination committee of the Board as the director candidates of the ninth session of the Board were in compliance with the regulations of the articles of association of the Company.
2. After reviewing the biography, performance record and other relevant materials of Mr. Li Junjie as provided by the Company before the meeting, we considered that he is legally qualified for the senior management appointment.
3. Mr. Wang Jun, Mr. Li Junjie, Mr. Zhang Jiheng, Mr. Du Yuexi, Mr. Xia Zhonghua, Ms. Jin Chunyu and Ms. Li Chunzhi were in compliance with the requirements with respect to the qualifications of directors as stipulated in relevant laws and regulations of the PRC and the articles of association of the Company.
4. Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong fulfilled the qualifications and independence requirement in the “Guidance on the Establishment of the System of Independent Directors by Listed Companies” issued by the China Securities Regulatory Commission.

5. We hereby give our consent to the resolution on nomination of Mr. Wang Jun, Mr. Du Yuexi, Mr. Xia Zhonghua, Ms. Jin Chunyu and Ms. Li Chunzhi by Jingcheng Holding and the nomination of Mr. Li Junjie, Mr. Zhang Jiheng, Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong by the nomination committee of the Board as the director candidates of the ninth session of the Board and present it to 2016 annual general meeting of the Company for consideration.

**Beijing Jingcheng Machinery Electric Company Limited**

*Independent non-executive directors of the eighth session of the board of directors*

**Wu Yan, Liu Ning, Yang Xiaohui and Fan Yong**

25 April 2017

## BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

**Wang Jun**, Chinese, male, aged 45. He is an economist with a bachelor's degree and MBA. Mr. Wang was a sales clerk, director of export department, director of international business department and deputy general manager of Beijing Tianhai Industry Co., Ltd., party secretary, chairman of the Board of Beijing Beikai Electric Co., Ltd., head of the office, head of the office of the Board of Directors, director of the legal affairs department, secretary to the Board of Directors, member of the party of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. Currently, he is a standing committee member of party committee, deputy general manager and general counsel of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. He has served as the executive director of the eighth session of the Board of the Company since 10 December 2015 and the chairman of the Eighth Board of the Company since 11 December 2015.

**Li Junjie**, Chinese, male, aged 39. He obtained a bachelor degree in 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, deputy manager of human resources department, deputy general manager, deputy party secretary and general manager in Beijing Tianhai Industry Co., Ltd.. He is currently the party secretary of Beijing Tianhai Industry Co., Ltd.. He served as the general manager of the Company from 26 June 2014 to 10 December 2015. He has been an executive director of the eighth session of the Board of the Company since 16 December 2013.

**Zhang Jiheng**, Chinese, male, aged 42. He is the holder of a bachelor's degree and a senior engineer. Mr. Zhang served as a the head of the first production division, deputy minister of the production department, assistant of general manager and deputy manager of Beijing Tianhai Industry Co., Ltd., the general manager of Langfang Tianhai High Pressure Container Co., Ltd. and the general manager of Beijing MinghuiTianhai Gas Storage Equipment Sales Co., Ltd.. He is currently the general manager of Beijing Tianhai Industry Co., Ltd..

**Du Yuexi**, Chinese, male, aged 57. He is a senior policy advisor with a MBA. Mr. Du was a cadre of Beijing Tong County Maizhuang Community, vice factory director of Beijing Construction Machinery Factory, general manager of Huaxin Metal Structure Company, a Sino-Japanese joint venture, deputy general manager of Beijing Xihai Company, general manager of Chinese Party and secretary of Beijing Modern Jingcheng Construction Machinery Co., Ltd., deputy general manager and secretary of Beijing Jingcheng Heavy Industry Co., Ltd.. Currently, he is the secretary of the branch of party and general manager of Beijing Jingcheng International Financing Lease Co., Ltd.. He has been an executive director of the eighth session of the Board of the Company since 10 December 2015.

**Xia Zhonghua**, Chinese, male, aged 52. He obtained a bachelor's degree in Engineering from Hefei University of Technology. He is a senior engineer. Mr. Xia was designer of construction of Beijing Metal Structure Factory (new factory) of Beijing Machinery Industrial Engineering Contract Corporation (北京機械工業建設工程承發包公司) and its technical director, project assistant manager and project manager, director in basic construction of Beijing Jingcheng Machinery Electric Holding Co. Ltd. ("Jingcheng Holding"), director of the construction project planning department of Beijing Jianji Real



Estate Co., Ltd. (北京建機房地產公司) (Part-time), head of Resource Allocation and Restructuring and head of project investment of Jingcheng Holding, vice-president of Party School of Beijing Machinery Industry Administrative Bureau (北京機械工業管理局黨校), deputy minister of the asset management department and the head of the securities and reform department of Jingcheng Holding, director of Beijing Xihai Industrial and Trading Company and Beijing Jingcheng Mechanical & Electrical Asset Management Co., Ltd.. He is currently the head of the property resource department of Jingcheng Holding. He has been a non-executive director of the eighth session of the Board of the Company since 26 June 2014.

**Jin Chunyu**, Chinese, female, aged 45. She obtained a bachelor's degree in engineering and a master's degree in business administration, and is a senior accountant. Ms. Jin previously served as clerical officer in the Finance Department and vice director of Beijing Electric Motor General Corporation, deputy director of assets, finance and audit department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., director and chief accountant (of the Chinese partner) of Babcock & Wilcox Beijing Company Ltd., and convener of Supervisory Committee of Beijing B.J. Electric Motor Co., Ltd.. Currently, she is the department head of planning and finance department of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. She has been a non-executive director of the eighth session of the Board of the Company since 9 June 2015.

**Li Chunzhi**, Chinese, female, aged 40. She is the holder of a MBA degree and a middle-grade economist. Ms. Li served as the manager of translation and project of Beijing Mechanical Industry Automation Research Institute, product manager of product service department of Beijing Century Yinghua Information Technology Co., Ltd. (北京世紀盈華資訊技術有限公司) and investment management manager of the strategic and investment department of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. She is currently the deputy minister of the investment and asset management department of Beijing Jingcheng Machinery Electric Holding Co., Ltd..

**Wu Yan**, Chinese, female, aged 69. She graduated from Xi'an Jiaotong University majoring in boiler design and manufacturing. Ms. Wu was the technician of the First Research & Design Institute of Nuclear Industry (核工業第一設計研究院), technician of Tianjin Bureau of Labor, deputy director and director in the Boiler and Pressure Vessel Detection & Research Center under the Ministry of Labour, director and assistant inspector of Boiler and Pressure Vessel Safety Supervision Bureau under the State Bureau of Quality Technical Supervision, assistant inspector of Special Equipment Safety Supervision Bureau under the State Administration for Quality Supervision and Inspection and Quarantine, deputy secretary general and secretary general of China Gas Cylinders Standardization Technical Committee, and currently serves as the consultant of the committee. She has been an independent non-executive director of the eighth session of the Board of the Company since 26 June 2014.

**Liu Ning**, Chinese, male, aged 58. He obtained a bachelor of laws from China University of Political Science and Law. He was the postgraduate in international economic law of Institute for International Economics of Nankai University and a lawyer. Mr. Liu obtained his qualification of lawyer in 1984 and have been practicing as a lawyer for over twenty years, during which he had dealt with various representative cases and legal affairs, and participated in legislation and other work. Mr. Liu served as director of Tianjin Dongfang Law Office and Beijing New Era Law Firm. He is currently the director and senior partner of B.J.H & New Era Law Firm (北京市公元博景泓律師事務所), member of the



Economics Committee of All-China Lawyers Association, member of the Legislative Committee of the Central Committee of China Democratic League, researcher of Food and Drug Industry Development and Regulatory Research Center of Chinese Academy of Social Sciences, legislative consultant of Beijing Municipal People's Congress, member of the Eighth Committee of Chinese People's Political Consultative Conference of Haidian District of Beijing, member of Beijing Municipal Committee of China Democratic League, deputy director of the Social and Legal Affairs Committee of Beijing Municipal Committee of China Democratic League and executive member of Beijing Federation of Industry & Commerce. He has been an independent non-executive director of the eighth session of the Board of the Company since 26 June 2014.

**Yang Xiaohui**, Chinese, male, aged 48. He has a bachelor's degree and is a certified public accountant, certified tax agent, certified public valuer (non-practicing member) and senior accountant in China. Mr. Yang was a teacher of North China University of Technology, department manager, deputy general manager and partner of Zhonghengxin, China Rightson Certified Public Accountants and RSM China Certified Public Accountants, and also served as the member of the technical committee of Beijing Institute of Certified Public Accountants. He is currently the senior partner of Ruihua Certified Public Accountants. He has been an independent non-executive director of the eighth session of the Board of the Company since 26 June 2014.

**Fan Yong**, Chinese, male, aged 44. He obtained a master degree from Tsinghua University. Mr. Fan worked as the head of Investment Banking Division in Qinghai Securities, deputy director of general office of Shengli Oil Field Dynamic Group Co., Ltd. (Dynamic), deputy general manager of Felsted (Beijing) Investment Co., Ltd. (佛爾斯特(北京)投資有限責任公司), general manager of Capital Investment Department of Rising Securities Co., Ltd., business director of Investment Bank Headquarters of Qilu Securities Co., Ltd., director of Investment Banking of Zhong De Securities Co., Ltd. He is currently a founding partner of Beijing Yi Hui Jin Tong Asset Management Co., Ltd. (北京易匯金通資產管理有限責任公司), chairman of Shenzhen Houshi Network Technology Company Limited and an independent director of Shenzhen Fountain Corp. (Stock code: 5, Shenzhen stock exchange). He has been an independent non-executive director of the eighth session of the Board of the Company since 26 June 2014.

The Company will enter into service contracts with the directors of the ninth session of the Board and details of directors' remuneration are set out in the Resolution on the Remuneration of and Written Contracts to be entered into with the Directors of the ninth session of the Board. The proposed term of office of the directors of the ninth session of the Board will commence from the date of approval at 2016 annual general meeting to 2019 annual general meeting of the Company.

Save as disclosed above, the director candidates are not connected with other directors, supervisors and senior management of the Company. Mr. Wang Jun, Mr. Xia Zhonghua, Ms. Jin Chunyu and Ms. Li Chunzhi serves as a standing committee member of party committee, deputy general manager and general counsel, head of the property resource department, head of planning and finance department and the Ministry of Strategy and Investment of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the substantial shareholder of the Company respectively. Mr. Li Junjie, Mr. Zhang Jiheng, Mr. Du Yuexi, Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong are not connected with the substantial shareholders or controlling shareholders of the Company. Except for Ms. Wu Yan, the

other 10 director candidates do not hold any share interest of the Company as defined in Part XV of the Securities and Futures Ordinance. Director candidates did not hold any directorships in any other public companies listed in Hong Kong or overseas in last three years. Save as disclosed above, there is no other information which is required to be disclosed pursuant to any provisions under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

As at the date of this announcement, according to the register kept under section 352 of the Securities and Futures Ordinance, except for Ms. Wu Yan, the above director candidates of the Company do not hold any interests or short positions in the shares, underlying shares and debentures of the Company.

As at the date of this announcement, Ms. Wu Yan is the holder of 43,001 A Shares of the Company. Save as disclosed above, Ms. Wu does not hold any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations.