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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)**

## **REVISED NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019**

**The board of directors and all directors of the Company warrant that there are no false representations, misleading statement contained in, or material omissions from, this announcement, and jointly and severally accept responsibility for the truthfulness, accuracy and completeness of the contents in this announcement.**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting of 2019 (the “**EGM**”) of Beijing Jingcheng Machinery Electric Company Limited (the “**Company**”) will be held at the Company’s Conference Room, No.2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the PRC, on Monday, 15 July 2019 at 9:30 a.m. for the purpose of considering and, if thought fit, with or without modifications, passing the following resolutions. Reference is made to the announcement of the Company dated 6 May 2019 (the “**Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

### **Special Resolutions**

2. To consider and approve the resolution in relation to the plan for the Proposed A Shares Issue:

**“THAT**

each of the following items in relation to the plan for the Proposed A Shares Issue be and is hereby approved, confirmed and ratified, and be implemented conditional upon approvals and/or authorisations having been obtained from the relevant authorities:

- (i) target subscriber
- (ii) class and par value of shares to be issued

- (iii) method and time of issue
  - (iv) target subscriber and subscription method
  - (v) Pricing Benchmark Date, issue price and pricing principles
  - (vi) number of A Shares to be issued
  - (vii) lock-up period
  - (viii) arrangement of accumulated profits before the issue
  - (ix) place of listing
  - (x) validity period of the resolution”
3. To consider and approve the resolution in relation to the proposal for the Proposed A Shares Issue.
  4. To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds from the Proposed A Shares Issue.
  5. To consider and approve the resolution in relation to the subscription of A Shares under the Proposed A Shares Issue which constitutes connected transaction of the Company.
  6. To consider and approve the resolution in relation to the conditional A Share Subscription Agreement entered into between the Company and Jingcheng Machinery Electricity on 6 May 2019:

**“THAT**

the A Shares Subscription Agreement entered into between the Company and Jingcheng Machinery Electricity on 6 May 2019 (pursuant to which the Company has conditionally agreed to issue and Jingcheng Machinery Electricity has agreed to subscribe no more than 84,400,000 A Shares under the Proposed A Shares Issue at a total subscription price of no more than RMB462,283,000) and the transactions contemplated therein are hereby approved, confirmed and ratified.”

7. To consider and approve the resolution in relation to the Specific Mandate to the Board to deal with matters related to the Proposed A Shares Issue:

**“THAT**

the Board be and is hereby granted a specific mandate to issue not more than 84,400,000 A Shares pursuant to the Proposed A Shares Issue to Jingcheng Machinery Electricity at an issue price of not lower than (i) 90% of the average trading price of A Shares during the 20 trading days preceding the Price Benchmark Date, and (ii) the net asset value per Share as set out at the latest audited consolidated financial statements of the Company; and

any one Director be and is hereby authorised to do all acts and matters and sign such documents (including the affixation of the common seal of the Company thereon) and take all such steps as the Director in his/her opinion deem necessary, desirable or expedient to implement or give effect to the Specific Mandate.”

10. To consider and approve the resolution in relation to the application for the Whitewash Waiver:

**“THAT**

subject to the granting of the waiver by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of the obligation of Jingcheng Machinery Electricity to make a mandatory general offer for all the issued Shares not already owned or agreed to be acquired by which may otherwise arise as a result of the Proposed A Shares Issue, such waiver be and is hereby approved, confirmed and ratified; and

any one Director be and is hereby authorised to do all acts and matters and sign such documents (including the affixation of the common seal of the Company thereon) and take all such steps as the Director in his/her opinion deem necessary, desirable or expedient to implement or give effect to the Whitewash Waiver.”

12. To consider and approve the resolution in relation to the proposed amendments to the Articles of Association

## Ordinary Resolutions

1. To consider and approve the resolution in relation to the Company's compliance with the conditions of the Proposed A Shares Issue.
8. To consider and approve the resolution in relation to the dilution of current return as a result of the Proposed A Shares Issue and the adoption of remedial measures.
9. To consider and approve the resolution in relation to undertakings by the controlling shareholder, directors and senior management of the Company to the implementation of the remedial measures.
11. To consider and approve the resolution in relation to the shareholders' return plan for the next three years of the Company.

By Order of the Board  
**Beijing Jingcheng Machinery Electric Company Limited**  
**Luan Jie**  
*Company Secretary*

Beijing, the PRC  
31 May 2019

*Note:*

1. The register of members of H Shares will be closed from 22 May 2019 (Wednesday) to 15 July 2019 (Monday), both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, unregistered holders of H Shares shall ensure that all transfers of H Shares accompanied by the relevant share certificates and the appropriate transfer documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 21 May 2019 (Tuesday).
2. Any holder of H Shares who has registered on the register of members of H Shares before the close of business on 21 May 2019 (Tuesday) is entitled to attend the EGM after registration for the meeting. He/she is also entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf in accordance with the Articles of Association of the Company. A proxy need not be a Shareholder of the Company.

3. In order to be valid, the revised form of proxy of holders of H Shares (the “Revised Proxy Form”) and, if such form of proxy is signed by a person under a power of attorney or other authority on behalf of the principal, a notarially certified copy of that power of attorney or authority shall be deposited at the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM (or any adjournment thereof) or 24 hours before the time appointed for the passing of the resolution(s) (the “Closing Time”).
4. Shareholders or their proxies should produce their identity documents when attending the EGM. Should a proxy be appointed to attend the EGM, the proxy shall also present the form of proxy.
5. Pursuant to the Articles of Association of the Company and the Listing Rules, the EGM should be taken by poll by the Shareholders. Therefore, the Chairman of the EGM will demand a poll in relation to all the resolution(s) proposed at the EGM.
6. Shareholders who intend to attend the EGM shall complete and lodge the reply slip for attending the EGM at the Company’s legal address at No.2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the PRC not later than 4:30 p.m. on 25 June 2019 (Tuesday). The reply slip may be delivered to the Company by hand, by post or by fax (fax no.: (8610) 87392058/58766735).
7. The EGM is expected to take more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.
8. The EGM will be held on 15 July 2019 at 9:30 a.m. The A Shares Class Meeting will be held on 15 July 2019 at 10:30 a.m. The H Shares Class Meeting will be held on 15 July 2019 at 11:00 a.m.
9. Shareholders who have lodged the proxy form released on 29 May 2019 (the “Original Proxy Form”) with the Company prior to the date of this revised notice of EGM of the Company (i.e. 31 May 2019) should note that:
  - i. If no Revised Proxy Form is lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, prior to the Closing Time, the Original Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon. The proxy appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to the EGM.
  - ii. If the Revised Proxy Form is lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, prior to the Closing Time, the Revised Proxy Form will revoke and supersede the relevant Original Proxy Form previously lodged by him or her. The Revised Proxy Form will be treated as a valid form of proxy lodged by such Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
  - iii. If the duly completed and signed Revised Proxy Form is lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by such Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on any proposed resolution.

Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. In such case, if any Shareholder wishes to vote at the EGM, he or she will have to attend in person and vote at the relevant meeting himself or herself. Completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should he or she so wish.

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

*As at the date of this announcement, the board of directors of Jingcheng Machinery Electricity comprises Mr. Ren Yanguang, Mr. Wang Guohua, Mr. Zhao Ying, Mr. Lin Jing, Mr. Lu Jian, Mr. Su Sheng and Mr. Yang Huazhong.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement other than those relating to Jingcheng Machinery Electricity and parties acting in concert with it, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*The directors of Jingcheng Machinery Electricity jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Jingcheng Machinery Electricity and parties acting in concert with it, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*