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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)

Proposed Amendments to the Articles of Association

The board of directors and all directors of the Company warrant that this announcement does not contain any false information, misleading statement or material omission and accept joint and several responsibilities for the truthfulness, accuracy and completeness of the contents herein contained.

In order to effectively protect the legal interests of small and medium investors, establish a sound corporate management system as well as regulate and optimize the corporate governance structure, the board of directors of Beijing Jingcheng Machinery Electric Company Limited (the "Company") intends to amend the Articles of Association of the Company after taking the actual situation of the Company in consideration in accordance with the requirements under the laws and regulations, including the Guidelines for the Articles of Association of Listed Companies (as amended in 2014) promulgated by China Securities Regulatory Commission. The resolution in relation to the amendment of the Articles of Association of the Company was considered and approved at the sixth extraordinary meeting of the eighth session of the Board of directors, and the resolution shall be submitted to general meeting for approval. The board of directors of the Company proposes to amend the Articles of Association:

The comparison table on amendments to the Articles of Association is set out below:

Comparison Table on Amendments to the Articles of Association of the Company

No.	Original text of the Articles of Association	Proposed amendments to the Articles of Associations
1	<p>Article 9 Entry into Force of the Articles of Association</p> <p>The Articles of Association passed by a special resolution at the general meeting of the shareholders on July 14, 1993 and registered at Beijing Administration of Industry and Commerce and became effective on the same day. The Articles of Association was amended by a special resolution at the general meeting of the shareholders on May 28, 1995, and respectively amended by a special resolution at the general meeting on June 11, 2002, June 12, 2003, May 24, 2004, June 8, 2005, June 27, 2006, May 26, 2009 and then became effective and superseded the foregoing Articles of Association upon being filed with the competent authorities. The foregoing Articles of Association was respectively amended by a special resolution at the general meeting on May 18, 2011 and December 18, 2012.</p>	<p>Article 9 Entry into Force of the Articles of Association</p> <p>The Articles of Association passed by a special resolution at the general meeting of the shareholders on July 14, 1993 and registered at Beijing Administration of Industry and Commerce and became effective on the same day. The Articles of Association was amended by a special resolution at the general meeting of the shareholders on May 28, 1995, and respectively amended by a special resolution at the general meeting on June 11, 2002, June 12, 2003, May 24, 2004, June 8, 2005, June 27, 2006, May 26, 2009 and then became effective and superseded the foregoing Articles of Association upon being filed with the competent authorities. The foregoing Articles of Association was respectively amended by a special resolution at the general meeting on May 18, 2011, December 18, 2012, December 16, 2013 and June 26, 2014.</p>

No.	Original text of the Articles of Association	Proposed amendments to the Articles of Associations
2	<p>Article 10</p> <p>The Company’s Articles of Association are binding upon the Company and its shareholders, directors, supervisors, managers and other senior officers, the fore-mentioned may, according to the Company’s Articles of Association, assert rights in respect of the affairs of the Company.</p> <p>Other senior officers fore-mentioned shall refer to the Company’s deputy managers, secretary of the board of directors, financial officers.</p> <p>A shareholder may take action against the Company pursuant to the Company’s Articles of Association, and vice versa. A shareholder may also take action against another shareholder or the directors, supervisors, managers and other senior officers of the Company pursuant to the Company’s Articles of Association.</p> <p>The prosecution referred includes court proceeding and arbitration proceedings.</p>	<p>Article 10</p> <p>The Company’s Articles of Association are binding upon the Company and its shareholders, directors, supervisors, managers and other senior officers, the fore-mentioned may, according to the Company’s Articles of Association, assert rights in respect of the affairs of the Company.</p> <p>Other senior officers fore-mentioned shall refer to the Company’s deputy managers, secretary of the board of directors, financial officers, and chief engineers.</p> <p>A shareholder may take action against the Company pursuant to the Company’s Articles of Association, and vice versa. A shareholder may also take action against another shareholder or the directors, supervisors, managers and other senior officers of the Company pursuant to the Company’s Articles of Association.</p> <p>The prosecution referred includes court proceeding and arbitration proceedings.</p>

No.	Original text of the Articles of Association	Proposed amendments to the Articles of Associations
3	<p>Article 72</p> <p>The place for holding general meetings is: Jingcheng Holding Mansion, No. 59 Dongsanhuan Road Central, Chaoyang District, Beijing, the PRC.</p> <p>The general meeting shall have a meeting place for convening the onsite meetings.</p>	<p>Article 72</p> <p>The place for holding general meetings is: the premises of the Company or other location announced by the Company.</p> <p>The general meeting shall have a meeting place for convening the onsite meetings. The Company shall maximize the percentage of presence of public shareholders at any general meeting by various means including the provision of modern communication technologies, giving priority to online voting, on condition that the general meeting shall be held legally and validly without detriment to the legal rights and interests of domestic and foreign shareholders. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting. Identification of shareholders participating in the general shareholders' meetings by network access means shall be confirmed by brokerage firms who has obtained qualification for securities account opening agency business from China Securities Depository and Clearing Corporation Limited, or by other institutions recognized by China Securities Depository and Clearing Corporation Limited for identification confirmation.</p> <p>The shareholders present at a general meeting shall express one of the following opinions on the proposed resolutions that are put to a vote: consent, opposition or abstention, except that securities registration and settlement institutions, being the nominal holders of shares subject to Shanghai-Hong Kong Stock Connect, may express opinions according to the intentions of actual holders.</p>

No.	Original text of the Articles of Association	Proposed amendments to the Articles of Associations
4	<p>Article 80</p> <p>(10) name and telephone number of the contact person.</p>	<p>Article 80</p> <p>(10) name and telephone number of the contact person.</p> <p>The notice and supplementary notice of general meeting shall sufficiently and fully disclose the entire content of all proposed resolutions. Independent directors shall express opinions on the matters proposed for discussion and such opinions from independent directors shall be disclosed on the notice and supplementary notice of general meeting. The notice of general meeting shall clearly state the time and procedure of online voting or any other method of voting. Online voting or any other method of voting shall not start earlier than 3:00 p.m. one day before the date of the general meeting and later than 9:30 a.m. of the date of general meeting. Also, online voting or any other method of voting shall not end earlier than 3:00 p.m. of the date of conclusion of the general meeting. The time interval between share record date and the date of general meeting shall not exceed 7 working days and share record date and the date of general meeting shall not be changed except for the mandatory exceptions.</p>

No.	Original text of the Articles of Association	Proposed amendments to the Articles of Associations
5	<p>Article 104</p> <p>Shareholders (including proxies) exercise their voting rights in proportion to their shareholdings with voting rights, and each share entitles the shareholder one voting right.</p> <p>The shares held by the Company have no voting rights, and that part of shares is not counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>The board of directors, independent non-executive directors and shareholders who meet relevant conditions may gather shareholders' voting rights. Voting rights shall be gathered without paying any compensation, and sufficient information disclosure shall be made to the shareholders from whom voting rights are gathered.</p>	<p>Article 104</p> <p>Shareholders (including proxies) exercise their voting rights in proportion to their shareholdings with voting rights, and each share entitles the shareholder one voting right.</p> <p>The same voting right shall only select any one of the voting methods, namely voting on-site, online voting or other voting methods. Only the first voting result is viewed as valid for any multiple votings of the same voting right.</p> <p>Voting at the general meeting shall be taken by way of registered poll.</p> <p>Where material issues affecting the interests of small and medium investors are being considered in the shareholders' general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p> <p>The shares held by company have no voting rights, and that part of shares is not counted as the total number of shares with voting rights held by shareholders attending the meeting.</p>

No.	Original text of the Articles of Association	Proposed amendments to the Articles of Associations
		<p>The board of directors, independent directors and certain qualifying shareholders (as determined under the criteria made by relevant regulatory authorities from time to time) of the Company may publicly solicit votes of the Company’s shareholders at general meetings, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights. Public solicitation of votes shall be made in accordance with regulations of relevant regulatory authorities and the stock exchange on which the shares of the Company are listed.</p>

No.	Original text of the Articles of Association	Proposed amendments to the Articles of Associations
6	<p>Article 116</p> <p>Before a resolution is voted on at a general meeting, two shareholders representatives shall be elected as vote counters and scrutinizers. Any shareholder who is interested in the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinizing.</p> <p>When the shareholders are voting on the motions, lawyers, shareholder representatives, auditors and/or the share registrar shall count and scrutinize the votes jointly, and the voting result will be announced forthwith. Voting on there solutions will be recorded in the minutes of meeting.</p>	<p>Article 116</p> <p>Before a resolution is voted on at a general meeting, two shareholders representatives shall be elected as vote counters and scrutinizers. Any shareholder who is interested in the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinizing.</p> <p>When the shareholders are voting on the proposed resolutions, lawyers, shareholder representatives, auditors and/or the share registrar shall count and scrutinize the votes jointly, and the voting result will be announced forthwith. Voting on there solutions will be recorded in the minutes of meeting.</p> <p>Shareholders of the Company or their proxies who cast votes via network or other means shall be entitled to review their own voting result through the relevant voting system.</p> <p>The on-site voting shall not end earlier than the network voting or any other method of voting at the shareholders’ general meeting. The chairperson of the meeting shall announce details of voting in connection with each proposed resolution, the voting result and whether the proposed resolution is passed in accordance with the voting result.</p> <p>Before the formal announcement of the voting result, the related parties including companies, vote counters, scrutineers, substantial shareholders and network service providers at the meeting or participating in on-site voting, network voting or other methods of voting, shall bear the duty of confidentiality of the voting.</p>

Save for the above amendments, other provisions of the Articles of Association of the Company remained unchange.

The Articles of Association is written in Chinese and the translation into English is for reference only. In case of inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to approval of the shareholders of the Company (the “Shareholders”) by way of a special resolution to be proposed at the annual general meeting of the Company and approval by the relevant authority. A circular containing, amongst other things, particulars relating to the proposed amendments to the Articles of Association will be despatched to the Shareholders in due course.

The board of directors of
BEIJING JINGCHENG MACHINERY ELECTRIC COMPANY LIMITED
Jiang Chi
Company Secretary

Beijing, the PRC
23 April 2015

As at the date of this announcement, the board of directors of the Company comprises Mr. Hu Chuanzhong, Mr. Li Junjie, and Ms. Jiang Chi as executive directors, Mr. Xia Zhonghua as non-executive director and Ms. Wu Yan, Mr. Liu Ning, Mr. Yang Xiaohui and Mr. Fan Yong as independent non-executive directors.