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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 OF RESOLUTIONS PASSED AT THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022, THE FIRST A SHARES CLASS MEETING OF 2022 AND THE FIRST H SHARES CLASS MEETING OF 2022

Reference are made to the circular of Beijing Jingcheng Machinery Electric Company Limited (the “**Company**”) dated 7 February 2022, which contains, among other things, details of (1) proposed extension of the validity period of the Resolutions concerning Issuance of A Shares; (2) proposed extension of the validity period of the Specific Mandate; (3) proposed election of a Director and entering into of a written contract; and (4) other information required by the Listing Rules (the “**Circular**”), the notice of the EGM and the notice of the H Shares Class Meeting both dated 7 February 2022. Unless otherwise stated herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

IMPORTANT NOTICE:

- Whether the meetings have a vetoed resolution: No

I. CONVENING AND ATTENDANCE OF THE MEETINGS

- (I) Time of convening the general meetings: 24 February 2022
- (II) Venue of convening the general meetings: Conference Room at No. 6 Rong Chang East Street, Daxing District, Beijing

(III) Information of ordinary shareholders and preferred shareholders of recovery voting rights who attended the meetings and their shareholdings:

◆ First EGM of 2022

1.	Total number of Shareholders attending either in person or by proxy	5
	of which: Number of A Shareholders	4
	Number of holders of overseas listed foreign shares (H Shares)	1
2.	Total number of Shares with voting rights held by Shareholders attending the meeting (shares)	247,246,052
	of which: Total number of Shares held by A Shareholders	245,748,052
	Total number of Shares held by holders of overseas listed foreign shares (H Shares)	1,498,000
3.	The number of voting Shares held by Shareholders who attended the meeting representing the total voting shares of the Company (%)	50.9786
	of which: Shares held by A Shareholders representing the total Shares (%)	50.6697
	Shares held by holders of overseas listed foreign shares representing the total Shares (%)	0.3089

◆ First A Shares Class Meeting of 2022

1.	Total number of Shareholders attending either in person or by proxy	4
2.	Total number of Shares with voting rights held by Shareholders attending the meeting (shares)	245,748,052
3.	The number of voting Shares held by Shareholders who attended the meeting representing the total voting A shares of the Company (%)	63.8307

◆ First H Shares Class Meeting of 2022

1.	Total number of Shareholders attending either in person or by proxy	1
2.	Total number of Shares with voting rights held by Shareholders attending the meeting (shares)	1,498,000
3.	The number of voting Shares held by Shareholders who attended the meeting representing the total voting H shares of the Company (%)	1.4980

As at the date of the EGM, the issued share capital of the Company was 485,000,000 Shares with a par value of RMB1.00 each, among which 100,000,000 Shares were H Shares and 385,000,000 Shares were A Shares.

There were no Shareholders entitled to attend the EGM and/or the Class Meetings who were required to abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the Listing Rules or abstain from voting at the EGM and/or the Class Meetings as required under the Listing Rules. No Shareholder indicated in the Circular that he/she/it intended to vote against the approval of the proposed resolutions or to abstain from voting on any of the proposed resolutions at the EGM and/or the Class Meetings.

As at the date of the EGM, the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions or abstain from voting at the EGM was 485,000,000 Shares.

As at the date of the A Shares Class Meeting, the total number of Shares entitling the A Shareholders to attend and vote for or against the resolutions or abstain from voting at the A Shares Class Meeting was 385,000,000 Shares.

As at the date of the H Shares Class Meeting, the total number of Shares entitling the H Shareholders to attend and vote for or against the resolutions or abstain from voting at the H Shares Class Meeting was 100,000,000 Shares.

In compliance with the requirements of the Listing Rules, ShineWing Certified Public Accountants (Special General Partnership), the auditor of the Company, acted as the scrutineer for vote taking of the EGM and the Class Meetings. Beijing Kang Da Law Firm acted as the witnessing lawyer at the EGM and the Class Meetings.

(IV) Whether the voting was in compliance with the “Company Law” and the “Articles of Association”, and information of chairman of the meeting, etc.

The EGM, the A Shares Class Meeting and the H Shares Class Meeting of the Company were convened by the Board and presided over by Mr. Wang Jun, the chairman of the Board. The meetings adopted a combination of onsite voting and online voting. The convening, holding and voting of the meetings were in compliance with requirements of relevant laws, regulations and rules such as the “Company Law” of the PRC and the “Articles of Association”.

(V) Attendance of Directors, supervisors and the secretary to the Board of the Company

1. All ten Directors of the Company in office attended the meetings;
2. All three supervisors of the Company in office attended the meetings;
3. The secretary to the Board of the Company attended the meetings, other senior management officers were in attendance at the meetings.

II. CONSIDERATION AND VOTING RESULTS OF THE RESOLUTIONS

◆ First EGM of 2022

(I) Resolutions adopting non-cumulative voting

1. Name of special resolution: To consider the “Resolution in relation to the Extension of the Validity Period of the Resolutions of the General Meeting in respect of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of the Company”

The resolution was passed at the EGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>
Holder of A Shares	245,736,352	99.3894	11,700	0.0047	0	0
Holder of H Shares	1,498,000	0.6059	0	0	0	0
Total number of ordinary shares:	247,234,352	99.9953	11,700	0.0047	0	0

2. Name of special resolution: To consider the “Resolution in relation to the Request to the General Meeting and Class Meetings to Extend the Validity Period of the Mandate Granted to the Board of Directors to Deal with Matters Relating to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds”

The resolution was passed at the EGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>
Holder of A Shares	245,736,352	99.3894	11,700	0.0047	0	0
Holder of H Shares	1,498,000	0.6059	0	0	0	0
Total number of ordinary shares:	247,234,352	99.9953	11,700	0.0047	0	0

3. Name of ordinary resolution: To consider the “Resolution in relation to the remuneration of a director of the tenth session of the board of directors of the Company and entering into of a written contract”

The resolution was passed at the EGM.

Voting information:

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>
Holders of A Shares	245,736,252	99.3893	11,800	0.0048	0	0
Holders of H Shares	1,498,000	0.6059	0	0	0	0
Total number of ordinary shares:	247,234,252	99.9952	11,800	0.0048	0	0

(II) Resolution adopting cumulative voting

Resolution on the appointment of a Director

No. of resolution	Name of resolution	Votes obtained	Proportion of votes obtained to the valid voting rights attending the meeting (%)	Elected or not
4.	To consider the “Resolution in relation to the election of Mr. Man Huiyong (滿會勇) as a non-executive director of the tenth session of the board of directors of the Company”	247,233,053	99.9947	Yes

(III) Voting details on material issues by Shareholders holding less than 5% interests

No. of resolutions	Name of resolution	For		Against		Abstain	
		Number of votes	Proportion (%)	Number of votes	Proportion (%)	Number of votes	Proportion (%)
1.	To consider the “Resolution in relation to the Extension of the Validity Period of the Resolutions of the General Meeting in respect of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of the Company”	1,300	10.0000	11,700	90.0000	0	0
2.	To consider the “Resolution in relation to the Request to the General Meeting and Class Meetings to Extend the Validity Period of the Mandate Granted to the Board of Directors to Deal with Matters Relating to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds”	1,300	10.0000	11,700	90.0000	0	0
4.	To consider the “Resolution in relation to the election of Mr. Man Huiyong (滿會勇) as a non-executive director of the tenth session of the board of directors of the Company”	1	0.0076	–	–	–	–

◆ **First A Shares Class Meeting of 2022**

1. Name of special resolution: To consider the “Resolution in relation to the Extension of the Validity Period of the Resolutions of the General Meeting in respect of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of the Company”

The resolution was passed at the A Shares Class Meeting.

Voting information:

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>
Holder of A Shares	245,736,352	99.9952	11,700	0.0048	0	0

2. Name of special resolution: To consider the “Resolution in relation to the Request to the General Meeting and Class Meetings to Extend the Validity Period of the Mandate Granted to the Board of Directors to Deal with Matters Relating to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds”

The resolution was passed at the A Shares Class Meeting.

Voting information:

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>
Holder of A Shares	245,736,352	99.9952	11,700	0.0048	0	0

◆ **First H Shares Class Meeting of 2022**

1. Name of special resolution: To consider the “Resolution in relation to the Extension of the Validity Period of the Resolutions of the General Meeting in respect of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of the Company”

The resolution was passed at the H Shares Class Meeting.

Voting information:

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>
Holders of H Shares	1,498,000	100	0	0	0	0

2. Name of special resolution: To consider the “Resolution in relation to the Request to the General Meeting and Class Meetings to Extend the Validity Period of the Mandate Granted to the Board of Directors to Deal with Matters Relating to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds”

The resolution was passed at the H Shares Class Meeting.

Voting information:

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>	<i>Number of votes</i>	<i>Proportion (%)</i>
Holders of H Shares	1,498,000	100	0	0	0	0

(IV) Information regarding voting on the resolutions

Resolutions Nos. 1 and 2 of the EGM are special resolutions and have been approved by over two-third of the total number of shares carrying valid voting rights held by the Shareholders who attended the EGM; Resolutions Nos. 3 and 4 are ordinary resolutions and have been approved by over half of the total number of shares carrying valid voting rights held by the Shareholders who attended the EGM.

Resolutions Nos. 1 and 2 of the A Shares Class Meeting are special resolutions and have been approved by over two-third of the total number of shares carrying valid voting rights held by the Shareholders who attended the A Shares Class Meeting.

Resolutions Nos. 1 and 2 of the H Shares Class Meeting are special resolutions and have been approved by over two-third of the total number of shares carrying valid voting rights held by the Shareholders who attended the H Shares Class Meeting.

III. PRESENCE OF LAWYER’S CERTIFICATION

1. Witnessing law firm for the general meetings: Beijing Kang Da Law Firm

Lawyer: Wei Peiyu

2. Lawyer’s legal opinion after witness:

In the opinion of the lawyer, the convening and the procedure for convening and holding of the general meetings, the eligibility of the persons who convened and attended the general meetings and procedures and voting results of the general meetings were in compliance with the requirements under the “Company Law”, the “Rules of Procedure for General Meetings of Shareholders”, and other laws, administrative regulations, departmental rules, regulatory documents as well as the “Articles of Association”, and were lawful and effective.

IV. APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The appointment of Mr. Man Huiyong (“**Mr. Man**”) as a non-executive Director of the tenth session of the Board was duly approved by the Shareholders at the EGM, the term of office of Mr. Man commences from the date of approval at the EGM to the 2022 annual general meeting. The biographical details of Mr. Man are set out in the Appendix to this announcement. The Company will enter into a service contract with Mr. Man as a non-executive Director. Non-executive Directors will not receive remuneration from the Company.

For and on behalf of the Board
Beijing Jingcheng Machinery Electric Company Limited
Luan Jie
Company Secretary

Beijing, the PRC
24 February 2022

As at the date of this announcement, the Board comprises Mr. Wang Jun, Mr. Li Junjie and Mr. Zhang Jiheng as executive Directors, Mr. Wu Yanzhang, Mr. Xia Zhonghua, Ms. Li Chunzhi and Mr. Man Huiyong as non-executive Directors and Mr. Xiong Jianhui, Mr. Zhao Xuguang, Mr. Liu Jingtai and Mr. Luan Dalong as independent non-executive Directors.

Appendix:

Biographical details of the elected Director

Man Huiyong, Chinese, male, aged 44, an accountant with a bachelor's degree in management. Mr. Man previously served as the accountant of finance department, manager of finance management centre, deputy manager of the overall budget management of corporate management planning department, deputy director of asset and financial management department, director of asset and financial management department, deputy chief accountant, chief accountant and director of Beijing BEIZHONG Steam Turbine Generator Co., Ltd.. Currently, he is the deputy director of audit department (in charge of audit department) of Jingcheng Machinery Electric and the director of Beijing BEIZHONG Steam Turbine Generator Co., Ltd..

Save as disclosed in this announcement, Mr. Man has no relationship with other directors, supervisors and senior management members of the Company. Mr. Man serves as the deputy director of audit department (in charge of audit department) of Jingcheng Machinery Electric, a controlling shareholder of the Company, and the director of Beijing BEIZHONG Steam Turbine Generator Co., Ltd..

Mr. Man does not hold any interests in shares of the Company as defined in Part XV of the SFO, nor does he hold directorship or supervisorship in any other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, in respect of Mr. Man, there is no other information which is required to be disclosed pursuant to any provisions under Rule 13.51(2) of the Listing Rules nor other information that needs to be brought to the attention of the shareholders of the Company.

As at the date of this announcement, according to the register maintained pursuant to section 352 of the SFO, Mr. Man does not have any interest or short positions in the shares, underlying shares and debentures of the Company.