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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Beijing Jingcheng Machinery Electric Company Limited**, you should at once hand this circular, together with the accompanying forms of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Beijing Jingcheng Machinery Electric Company Limited.

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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)**

**(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**

**NOTICE OF EGM  
AND  
NOTICE OF H SHARES CLASS MEETING**

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A letter from the Board is set out on pages 5 to 9 of this circular.

A notice convening the EGM to be held at the Conference Room at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC on 24 February 2022 at 9:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

A notice convening the H Shares Class Meeting to be held at the Conference Room at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC on 24 February 2022 at 11:00 a.m. is set out on pages HCM-1 to HCM-3 of this circular.

Whether or not you intend to attend the above meetings, you are requested to complete the respective forms of proxy for use at the above meetings in accordance with the instructions printed thereon and return the same to the business address of the Company at No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the PRC, or 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 as soon as possible and in any event no later than 24 hours before the time appointed for the convention of the above meetings. The completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the above meetings or any adjournment thereof if you so wish.

7 February 2022

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:*

“A Share(s)”	ordinary shares of the Company with a nominal value of RMB1.00 each, which are issued in the PRC, subscribed for in RMB and listed on the SSE (stock code: 600860)
“A Shares Class Meeting”	the class meeting of A Shareholders
“A Shareholder(s)”	holders of A Shares
“Articles of Association”	the articles of association of the Company as amended from time to time
“Asset Acquisition Agreement”	the agreement dated 29 December 2020 entered into among the Company, the Vendors, Huang Xiaofeng and Tao Feng in relation to the Proposed Transactions (as amended and supplemented by the supplemental agreements dated 3 September 2021 and 23 November 2021 entered into by the parties thereto respectively)
“Board”	the board of directors of the Company
“Class Meetings”	the A Shares Class Meeting and the H Shares Class Meeting to be convened by the Company to consider, among others, the proposed extension of the validity periods of the Resolutions concerning Issuance of A Shares and Specific Mandate, and election of a Director, etc.
“Company”	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 PRC with limited liability and the shares of which are listed on the Main Board of the Stock Exchange and the SSE
“Consideration Share(s)”	the new A Shares to be issued by the Company to the Vendors as part of the consideration of the Proposed Acquisition pursuant to the Asset Acquisition Agreement
“controlling shareholder”	has the same meaning ascribed thereto under the Listing Rules
“Circular”	the circular of the Company dated 19 January 2021 relating to, among others, the Proposed Transactions
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting to be convened by the Company to consider, among others, the proposed extension of the validity periods of the Resolutions concerning Issuance of A Shares and Specific Mandate, and election of a Director, etc.
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed shares of the Company with a nominal value of RMB1.00 each, which are issued in Hong Kong, subscribed for in Hong Kong dollars and listed on the Main Board of the Stock Exchange (stock code: 00187)
“H Shares Class Meeting”	the class meeting of H Shareholders
“H Shareholders”	holders of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	(an) independent third party(ies) not connected with the Group and any Director, chief executive or substantial shareholder of the Group or any of its subsidiaries or their respective associate of any of them as defined in the Listing Rules
“Jingcheng Machinery Electric”	北京京城機電控股有限責任公司 (Beijing Jingcheng Machinery Electric Holding Co., Ltd.*), a company incorporated in the PRC and holding 50.67% interest in the Company
“Latest Practicable Date”	29 January 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MRVC”	Listed Company Merger and Reorganisation Vetting Committee of CSRC
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Resolutions concerning Issuance of A Shares”	resolutions approved at the first EGM of the Company in 2021, the first A Shares Class Meeting in 2021 and the first H Shares Class Meeting in 2021 held on 9 February 2021 in relation to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds

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## DEFINITIONS

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“Proposed Acquisition” or “Asset Acquisition by way of Share Issuance and Cash Payment”	the acquisition of the Target Assets by the Company by way of issuance of Consideration Shares and cash payment under the Specific Mandate
“Proposed Issuance and Placing of A Shares” or “Raising of Supporting Funds”	the proposed issuance and placing of A Shares by the Company to not more than 35 target subscribers under the Specific Mandate
“Proposed Transactions” or “Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds”	the Proposed Acquisition and the Proposed Issuance and Placing of A Shares
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Shares and H Shares of the Company
“Shareholders”	holders of the Shares
“Specific Mandate”	the specific mandate granted by the Shareholders at the first EGM of the Company in 2021, the first A Shares Class Meeting in 2021 and the first H Shares Class Meeting in 2021 held on 9 February 2021 to the Board in relation to the Proposed Acquisition and the Proposed Issuance and Placing of A Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SSE”	the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Assets”	80% equity interests in the Target Company
“Target Company”	Qingdao BYTQ United Digital Intelligence Co., Ltd. (青島北洋天青數聯智能股份有限公司), a company incorporated in the PRC limited by shares



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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Wang Jun  
Mr. Li Junjie  
Mr. Zhang Jiheng

*Non-executive Directors:*

Mr. Wu Yanzhang  
Mr. Xia Zhonghua  
Ms. Li Chunzhi

*Independent non-executive Directors:*

Mr. Xiong Jianhui  
Mr. Zhao Xuguang  
Mr. Liu Jingtai  
Mr. Luan Dalong

*Registered office:*

Room 901, No. 59 Mansion,  
Dongsanhuan Road Central,  
Chaoyang District,  
Beijing,  
the PRC

7 February 2022

*To the Shareholders*

Dear Sir or Madam,

- (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**

**NOTICE OF EGM  
AND  
NOTICE OF H SHARES CLASS MEETING**

**1. INTRODUCTION**

References are made to the announcements of the Company dated 17 August 2020, 29 December 2020, 3 September 2021, 23 November 2021 and the Circular in relation to a major transaction of the Company regarding (i) the Proposed Acquisition; and (ii) the Proposed Issuance and Placing of A Shares. References are made to the announcements of the Company dated 28 January 2022 in relation to the proposed extension of the validity periods of the Resolutions concerning Issuance of A Shares and Specific Mandate.

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## LETTER FROM THE BOARD

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At a meeting held on 28 January 2022, the Board considered and approved the submission of the special resolutions to the EGM and the Class Meetings to approve the extension of the validity periods of the Resolutions concerning Issuance of A Shares and Specific Mandate.

In addition, as disclosed in the announcements of the Company dated 28 October 2021, Ms. Jin Chunyu has resigned as a non-executive Director of the Company due to work related reasons. On 28 October 2021, the Company convened the sixth meeting of the tenth session of the Board, at which the nomination of Mr. Man Huiyong to fill in the vacancy as a non-executive Director of the tenth session of the Board was considered and approved, and the same shall be submitted to the EGM for consideration and approval. The proposed term of office will commence from the date of approval at the EGM to the 2022 annual general meeting.

The purpose of this circular is to provide you with information regarding, among other things, (i) the proposed extension of the validity period of the Resolutions concerning Issuance of A Shares; (ii) the proposed extension of the validity period of the Specific Mandate; and (iii) the proposed election of a Director and entering into of a written contract.

### **2. PROPOSED EXTENSION OF THE VALIDITY PERIODS OF THE RESOLUTIONS CONCERNING ISSUANCE OF A SHARES AND SPECIFIC MANDATE**

The Resolutions concerning Issuance of A Shares and the granting of the Specific Mandate were approved at the first EGM of the Company in 2021, the first A Shares Class Meeting in 2021 and the first H Shares Class Meeting in 2021 held on 9 February 2021. The Resolutions concerning Issuance of A Share and the Special Mandate are valid for a period of 12 months from the date of consideration and approval at the first EGM of the Company in 2021, the first A Shares Class Meeting in 2021 and the first H Shares Class Meeting in 2021.

As disclosed in the Company's overseas regulatory announcement dated 15 December 2021, on 15 December 2021, the MRVC held the 33rd working meeting of the MRVC for the year of 2021 to vet the Proposed Transactions. Based on the results of the meeting, the Proposed Transactions were conditionally approved. In accordance with the requirements of the vetting opinion of the MRVC, the Company has filed the relevant documents to the CSRC in response to the vetting opinion within the prescribed time.

As disclosed in the Company's overseas regulatory announcement dated 27 January 2022, as the accounting firm engaged by the Company in respect of the Proposed Transactions has been subject to investigation by the CSRC, the Company received the "Notice of the Suspension of Review of the Application for Administrative Permission from CSRC" (No. 212436) (《中國證監會行政許可申請中止審查通知書》(212436號)) issued by the CSRC on 26 January 2022. Pursuant to the relevant requirements under clause 1(3) of Article 22 of the "Provisions of the China Securities Regulatory Commission on the Procedures for the Implementation of Administrative Permission" (《中國證券監督管理委員會行政許可實施程序規定》), the CSRC decided to suspend the review of the Proposed Transactions of the Company. The Company and the relevant intermediary is completing all necessary

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## LETTER FROM THE BOARD

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preparatory work for the resumption of review in strict compliance with the laws and regulations and the requirements of the CSRC, and will submit the application for resumption of review as soon as possible.

As of the Latest Practicable Date, in view that the Proposed Transactions are still in progress and the validity periods of the Resolutions concerning Issuance of A Shares and the Specific Mandate will expire on 9 February 2022, in order to ensure the smooth implementation of matters relating to the Proposed Transactions, the Board proposes to extend the validity periods of the relevant Resolutions concerning Issuance of A Shares and the Specific Mandate for a period of 12 months from the date immediately following the expiry date (i.e. 10 February 2022) to 9 February 2023.

Resolutions in relation to the proposed extension of the validity periods of the Resolutions concerning Issuance of A Shares and the Specific Mandate will be proposed to the EGM and the Class Meetings by way of special resolutions for consideration and approval. Save as described above, the other contents of the Proposed Transactions remain unchanged. For further details of the Proposed Transactions, including its effect on the shareholding structure of the Company, please refer to the section headed “*Letter from the Board*” in the Circular and the announcements of the Company dated 3 September 2021 and 23 November 2021 in relation to the entering into of the supplemental agreements to the Asset Acquisition Agreement.

### **Reasons for and benefits of the proposed extension of the validity periods of the Resolutions concerning Issuance of A Shares and Specific Mandate**

The Company has disclosed in the Circular the reasons for and benefits of the Proposed Transactions, including the Directors’ view that the Proposed Transactions will improve the profitability of the Company and protect the interests of small and medium-sized investors, introduce quality companies in the field of smart manufacturing industry to the Company and achieve complementary advantages between the Target Company and the Company. The Directors also consider that the Proposed Transactions will also enable the Company to benefit from the Target Company’s accumulated technologies and resources in smart manufacturing industry and to build a “high precision” industrial platform. Through the financing, merger and restructuring of the Proposed Transactions, the Company will establish a dynamic capital operation platform. Accordingly, the Directors consider that the Proposed Transactions are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Having considered the above reasons and benefits, the Company considers that the proposed extension of the validity periods of the Resolutions concerning Issuance of A Shares and the Specific Mandate for a period of 12 months is in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### **3. ELECTION OF A DIRECTOR AND ENTERING INTO OF A WRITTEN CONTRACT**

As disclosed in the announcement of the Company dated 28 October 2021 on the resolutions passed at the sixth meeting of the tenth session of the Board, Ms. Jin Chunyu has resigned as a non-executive Director of the Company due to work related reasons. On 28 October 2021, the Company convened the sixth meeting of the tenth session of the Board, at which the nomination of Mr. Man Huiyong to fill in vacancy as a non-executive Director of the tenth session of the Board was considered and approved, and the same shall be submitted to the EGM for consideration and approval. The proposed term of office will commence from the date of approval at the EGM to the 2022 annual general meeting.

Non-executive Directors will not receive remuneration from the Company. If Mr. Man Huiyong is elected as a non-executive Director of the Company, the Company will enter into a service contract with Mr. Man Huiyong as a non-executive Director.

In accordance with the Articles of Association, the appointment of Directors is subject to the approval of the Shareholders. Ordinary resolutions will be proposed at the EGM to approve the election of Mr. Man Huiyong as a non-executive Director and the entering into of a written contract.

The biographical details of the candidate proposed to be elected as an additional non-executive Director at the EGM are set out in Appendix I to this circular. The Company will make an announcement in accordance with Rule 13.51 of the Listing Rules as soon as possible after the proposed election of the Director is approved by the EGM.

### **4. THE EGM AND CLASS MEETING**

The EGM will be convened by the Company on 24 February 2022 at 9:30 a.m. at the Conference Room at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC to consider and, if thought fit, approve the resolutions relating to (i) the proposed extension of the validity period of the Resolutions concerning Issuance of A Shares; (ii) the proposed extension of the validity period of the Specific Mandate; and (iii) the proposed election of a Director and entering into of a written contract.

The H Shares Class Meeting will be convened by the Company on 24 February 2022 at 11:00 a.m. at the Conference Room at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC to consider and, if thought fit, approve the resolutions relating to (i) the proposed extension of the validity period of the Resolutions concerning Issuance of A Shares; and (ii) the proposed extension of the validity period of the Specific Mandate.

To the best of the Directors' knowledge, information and belief, no Shareholder has a material interest in the resolutions to be proposed at the above meetings and therefore, no Shareholder is required to abstain from voting at the relevant meetings.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the EGM and/or the Class Meetings must be taken by poll.

Whether or not you intend to attend the above meetings, you are requested to complete the respective forms of proxy for use at the above meetings in accordance with the instructions printed thereon and return the same to the business address of the Company at No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the PRC, or 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. The completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the above meetings or any adjournment thereof if you so wish.

### 5. RECOMMENDATIONS

The Directors consider that the proposed extension of the validity periods of the Resolutions concerning Issuance of A Shares and the Specific Mandate is fair and reasonable and on normal commercial terms and is in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and the Class Meetings.

The Directors also consider that the proposed election of a Director and the entering into of a written contract is in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the Appendix I to this circular.

Yours faithfully,  
By order of the Board  
**Beijing Jingcheng Machinery Electric Company Limited**  
**Luan Jie**  
*Company Secretary*

**The biographical details of the candidate proposed to be elected as a non-executive Director at the EGM are as follows:**

**Man Huiyong** (滿會勇), Chinese, male, aged 43, an accountant with a bachelor's degree in management. Mr. Man Huiyong 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. The proposed term of office will commence from the date of approval at the EGM to the 2022 annual general meeting.

Save as disclosed above, Mr. Man Huiyong has no relationship with other Directors, supervisors and senior management members of the Company. Mr. Man Huiyong 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 Huiyong does not hold any interests in Shares of the Company as defined in Part XV of the SFO, nor does he hold any directorship or supervisorship in any other listed companies in Hong Kong or overseas in the last three years.

Save as disclosed above, in respect of Mr. Man Huiyong, 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 Latest Practicable Date, according to the register of members maintained pursuant to section 352 of the SFO, Mr. Man Huiyong does not have any interest or short positions in the Shares, underlying Shares and debentures of the Company.

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## NOTICE OF EGM

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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)

### NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2022 (the “**EGM**”) of Beijing Jingcheng Machinery Electric Company Limited (the “**Company**”) will be convened by the board of directors of the Company (the “**Board**”) and held at the Conference Room at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC, on Thursday, 24 February 2022 at 9:30 a.m. for the purpose of considering and, if thought fit, with or without modifications, passing the following resolutions. A combination of on-site voting and internet voting by ways of poll, will be adopted for the EGM.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 7 February 2022.

#### MATTERS TO BE CONSIDERED AT THE EGM

##### Special resolutions

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”.
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”.

##### Ordinary resolutions

3. 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.

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## NOTICE OF EGM

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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.

### ATTENDEES OF THE MEETING AND REGISTRATION METHOD

- (I) Directors, supervisors and senior management of the Company.
- (II) Lawyers engaged by the Company.
- (III) Shareholders of the Company whose names appear on the register of members of the Company at the close of market on 21 February 2022, shall have the right to attend the EGM after completing the necessary registration procedures.

Holders of the Company's H shares should note that the register of members of the Company will be closed from 22 February 2022 to 24 February 2022 (both days inclusive), during which no H Shares transfer will be registered. For holders of H Shares who intend to attend the EGM, transfer documents together with the relevant share certificates must be lodged with the H Shares registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 21 February 2022.

Corporate shareholder should attend the meeting by its legal representative or the proxy appointed by the legal representative. Legal representative who attends the meeting should present his or her own identity document, valid documents evidencing his or her capacity as a legal representative and evidence of shareholding. While appointing a proxy to attend the meeting, the proxy should present his or her identity document, the power of attorney issued in writing by the legal representative of the corporate shareholder in accordance with the laws and evidence of shareholding.

1. Each Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxy(ies), who need not be a Shareholder, to attend and vote on his or her behalf at the EGM.
2. For any Shareholder who appoints more than one proxy, his or her proxies can only exercise the voting right by way of poll.
3. The instrument appointing a proxy must be in writing under the hand of the appointer or his or her attorney authorised in writing. If that instrument is signed by an attorney on behalf of the appointer, the power of attorney authorising that attorney to sign, or other authorisation documents, must be notarially certified. To be valid, the notarially certified copy of the power of attorney, or other authorisation documents, together with the form of proxy must be delivered to the business address of the Company or lodged with the H Shares registrar of the Company in Hong Kong, 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 appointed for the holding of the EGM.

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## NOTICE OF EGM

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### OTHER MATTERS

1. Contact for the meeting

Contact telephone: 86 10 58761949/86 10 67365383  
Fax: 86 10 58766735/86 10 87392058  
Contact person: Board office of the Company  
Address: No. 2 Huo Xian Nan San Road, Huo Xian  
Town, Tongzhou District, Beijing, the PRC  
Postal Code: 101109

2. The EGM is expected to last for half a day. Shareholders attending the meeting should bear their own accommodation and travel expenses.
3. Personnel attending the meeting shall arrive at the venue of the meeting half an hour before the commencement of the meeting and bring along the original identity document, stock account card and power of attorney for verification.

On behalf of the Board of  
**Beijing Jingcheng Machinery Electric Company Limited**  
**Luan Jie**  
*Company Secretary*

Beijing, the PRC  
7 February 2022

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

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## NOTICE OF H SHARES CLASS MEETING

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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)

### NOTICE OF THE FIRST H SHARES CLASS MEETING OF 2022

**NOTICE IS HEREBY GIVEN** that the first H Shares Class Meeting of 2022 (the “**H Shares Class Meeting**”) of Beijing Jingcheng Machinery Electric Company Limited (the “**Company**”) will be convened by the board of directors of the Company (the “**Board**”) and held at the Conference Room at No. 6 Rong Chang East Street, Daxing District, Beijing, the PRC, on Thursday, 24 February 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without modifications, passing the following resolutions. A combination of on-site voting and internet voting by ways of poll, will be adopted for the H Shares Class Meeting.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 7 February 2022.

### MATTERS TO BE CONSIDERED AT THE H SHARES CLASS MEETING

#### Special resolutions

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”.
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”.

### ATTENDEES OF THE MEETING AND REGISTRATION METHOD

- (I) Directors, supervisors and senior management of the Company.
- (II) Lawyers engaged by the Company.

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## NOTICE OF H SHARES CLASS MEETING

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- (III) H Shares holders of the Company whose names appear on the H Shares register of members of the Company at the close of market on 21 February 2022, shall have the right to attend the H Shares Class Meeting after completing the necessary registration procedures.

The register of members of the Company will be closed from 22 February 2022 to 24 February 2022 (both days inclusive), during which no H Shares transfer will be registered. For holders of H Shares who intend to attend the H Shares Class Meeting, transfer documents together with the relevant share certificates must be lodged with the H Shares registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 21 February 2022.

Corporate shareholder should attend the meeting by its legal representative or the proxy appointed by the legal representative. Legal representative who attends the meeting should present his or her own identity document, valid documents evidencing his or her capacity as a legal representative and evidence of shareholding. While appointing a proxy to attend the meeting, the proxy should present his or her identity document, the power of attorney issued in writing by the legal representative of the corporate shareholder in accordance with the laws and evidence of shareholding.

1. Each Shareholder who is entitled to attend and vote at the H Shares Class Meeting may appoint one or more proxy(ies), who need not be a Shareholder, to attend and vote on his or her behalf at the EGM.
2. For any Shareholder who appoints more than one proxy, his or her proxies can only exercise the voting right by way of poll.
3. The instrument appointing a proxy must be in writing under the hand of the appointer or his or her attorney authorised in writing. If that instrument is signed by an attorney on behalf of the appointer, the power of attorney authorising that attorney to sign, or other authorisation documents, must be notarially certified. To be valid, the notarially certified copy of the power of attorney, or other authorisation documents, together with the form of proxy must be lodged with the H Shares registrar of the Company in Hong Kong, 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 appointed for the holding of the H Shares Class Meeting.

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## NOTICE OF H SHARES CLASS MEETING

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### OTHER MATTERS

1. Contact for the meeting

Contact telephone:	86 10 58761949/86 10 67365383
Fax:	86 10 58766735/86 10 87392058
Contact person:	Board office of the Company
Address:	No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the PRC
Postal Code:	101109

2. The H Shares Class Meeting is expected to last for half a day. Shareholders attending the meeting should bear their own accommodation and travel expenses.
3. Personnel attending the meeting shall arrive at the venue of the meeting half an hour before the commencement of the meeting and bring along the original identity document, stock account card and power of attorney for verification.

On behalf of the Board of  
**Beijing Jingcheng Machinery Electric Company Limited**  
**Luan Jie**  
*Company Secretary*

Beijing, the PRC  
7 February 2022

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