

**Wafangdian Bearing Company Limited**  
**Notice of the First Interim Shareholders' General Meeting of 2019**

The Company, all the members of the Board of Directors, supervisors and top management hereby guarantee the truth, accuracy and completeness of the information disclosure, no any false records, misleading statements and major missing contents.

At the 10th meeting of the 7th board of directors of Wafangdian Bearing Co., LTD., it was decided to hold the first interim shareholders' general meeting of 2019 on September 6, 2019. The relevant matters of this meeting are hereby notified as follows:

**I. Basic situation:**

**1. Period of board session: the first interim shareholders' general meeting of 2019**

**2. Convener: Board of Director of the Company**

**3. The meeting is in line with relevant laws and administrative regulations, department rules, normative documents and article of association.**

**4. Conference date:**

(1) On-site meeting time: 14:30 on 6 September,2019

(2) Network voting time: specific date for polling through trading system on Shenzhen Stock Exchange will at 9:30 a.m.—11:30 a.m. and 1:00 p.m.-3:00 p.m. on 6 September,2019; specific date for polling through internet voting system on Shenzhen Stock Exchange will be any time from 3:00 p.m.on 5 September,2019 to 3:00 p.m. on 6 September,2019

**5. Conference way: On-site votes plus network polling**

(1) On-site voting: shareholder attends the Meeting in person or entrust others attend the Meeting through Letter of Authorization.

(2) Network polling: The Company will provide a voting as an internet form to whole shareholders through the trading system and internet poll system (<http://wltp.cninfo.com.cn>) of SZSE. Shareholders should participate in voting any time in the network polling during the above mentioned time period.

According to the regulation of Article of Association, the shareholders of the Company, whose names registered on date of record, shall exercise voting rights via correspondingly voting system. One of the polling ways between on-site voting and internet polling is available for the same share only. If repeat votes occurred in the same voting, the first valid voting result shall prevail.

**6. Date of Record: 2 September,2019**

Shareholder of B-stock, with shares held on 28 August,2019 (the final trading date for B-shareholder attend the meeting) or earlier, shall attend the meeting.

**7. Attendance:**

(1) All shareholders of the company registered in Shenzhen Branch of China Securities Registration and Clearing Co., LTD. As of 3:00 p.m. on September 2, 2019. The above mentioned shareholders of the Company have the right to attend the meeting, they can attend the meeting through proxy by trust deed and shareholder of

the Company wouldn't be necessary as the proxy. Or attend the internet polling during the time for network voting.

(2) Director, supervisor and senior executives of the Company

(3) Attorney engaged by the Company

**8. Conference place:** 309 Conference Room, Wazhou Group No.1 Beigongji Yiduan Street, Wafangdian, Liaoning

## II. Proposals:

1. A proposal to amend the articles of association and attachments of the company shall be passed by at least two-thirds of the voting rights of the shareholders present at the meeting;

2. Proposal on adding the estimated amount of daily related transactions in 2019, This proposal involves affiliated transactions. Wafangdian bearing group co., LTD., an affiliated shareholder, shall avoid voting when considering this proposal and shall not accept voting entrusted by other shareholders.

3. Proposal on election of the board of directors, Eight non-independent directors shall be elected and the proposal shall be voted by cumulative voting system

3.1 Elect Mr. Liu jun as the candidate of the company's eighth non-independent director

3.2 Elect Mr. Zhao Yang as the candidate of the company's eighth non-independent director

3.3 Elect Mr. Zhang Xinghai as the candidate of the company's eighth non-independent director

3.4 Elect Ms. Sun Najuan as the candidate of the company's eighth non-independent director

3.5 Elect Mr. Chen Jiajun as the candidate of the company's eighth non-independent director

3.6 Elect Mr. Tan Jianguang as the candidate of the company's eighth non-independent director

3.7 Elect Mr. Tang Yurong as the candidate of the company's eighth non-independent director

3.8 Elect Ms. Fang Bo as the candidate of the company's eighth non-independent director

4. Proposal on the nomination of candidates for independent directors, four independent directors shall be elected and the proposal shall be voted by cumulative voting system

4.1 Elect Ms. Liang Shuang as the candidate of the company's eighth independent director

4.2 Elect Ms. Sun Kun as the candidate of the company's eighth independent director

4.3 Elect Mr. Wen Bo as the candidate of the company's eighth independent director

4.4 Elect Mr. Liu Yuping as the candidate of the company's eighth independent director

The above independent director candidates' qualifications and independence shall be submitted to the company's first interim shareholders' meeting in 2019 for consideration and voting after being examined and approved by shenzhen stock exchange without objection.

5. On the proposal for the election of the board of supervisors, 3 supervisors shall be elected for the proposal of election of the board of supervisors. The proposal shall be voted by cumulative voting system

5.1 To elect Mr. Sun Shicheng as the supervisor of the eighth board of supervisors of the company

5.2 To elect Ms. Li Xiumin as the supervisor of the eighth board of supervisors of the company

5.3 To elect Mr. Wang Fuxing as the supervisor of the eighth board of supervisors of the company

According to the provisions of "the company's articles of association", the eighth board of supervisors has two staff representatives as supervisors. Two representative supervisors, Mr. Gao Ping and Mr. Duan Tongjiang, have been approved by the staff and workers congress of the company to directly enter the eighth board of supervisors of the company.

In the above cumulative voting system, the number of electoral votes held by shareholders is the number of voting shares multiplied by the number of electors. Shareholders may distribute the number of electors they

have at will among the candidates (zero votes may be cast), but the total number shall not exceed the number of electoral votes they have.

The above proposal has been deliberated and adopted at the 10th meeting of the 7th board of directors and the 10th meeting of the 7th board of supervisors of the company. Please refer to the detailed information disclosed by the company in the securities times, Hong Kong business daily and <http://www.cninfo.com.cn> on August 20, 2019, “Wafangdian Bearing Company Limited Announcement of Resolution of the tenth Meeting of 7th Board Session”, “Wafangdian Bearing Company Limited Announcement of Resolution of the Tenth Meeting of 7th Board of Supervisors”, “Wafangdian Bearing Company Limited An Announcement on the Company's Additional of Daily Related Transactions in 2019”.

### III. Proposal serial

Serial	Proposals	Note
		Vote for the item with Check “√”
100	General proposal: all proposals except the accumulated ballot proposals	√
<b>Non cumulative voting proposal</b>		
1.00	The proposal to amend the articles of association and attachmmts of the company	√
2.00	Proposal on adding the estimated amount of daily related transactions in 2019	√
<b>cumulative voting proposal</b>	Proposals 3.00, 4.00 and 5.00 are equal elections	
3.00	Proposal on election of the board of directors	Number of candidates (8)
3.01	Elect Mr. Liu jun as the candidate of the company's eighth non-independent director	√
3.02	Elect Mr. Zhao Yang as the candidate of the company's eighth non-independent director	√
3.03	Elect Mr. Zhang Xinghai as the candidate of the company's eighth non-independent director	√
3.04	Elect Ms. Sun Najuan as the candidate of the company's eighth non-independent director	√
3.05	Elect Mr.Chen Jiajun as the candidate of the company's eighth non-independent director	√
3.06	Elect Mr. Tan Jianguang as the candidate of the company's eighth non-independent director	√
3.07	Elect Mr. Tang Yurong as the candidate of the company's eighth non-independent director	√
3.08	Elect Ms. Fang Bo as the candidate of the company's eighth non-independent director	√
4. 00	Proposal on the nomination of candidates for independent directors	Number of candidates (4)
4. 01	Elect Ms. Liang Shuang as the candidate of the company's eighth independent director	√
4. 02	Elect Mr. Sun Kun as the candidate of the company's eighth independent director	√
4. 03	Elect Mr. Wen Bo as the candidate of the company's eighth independent director	√
4. 04	Elect Mr. Liu Yuping as the candidate of the company's eighth independent director	√

5. 00	The proposal for the election of the board of supervisors	Number of candidates (3)
5. 01	To elect Mr. Sun Shicheng as the supervisor of the eighth board of supervisors of the company	✓
5. 02	To elect Mr. Li Xiumin as the supervisor of the eighth board of supervisors of the company	✓
5. 03	To elect Mr. Wang Fuxing as the supervisor of the eighth board of supervisors of the company	✓

#### IV. Registration for on-site meeting

1. Registration date: 9:30 a.m. – 11:30 a.m. (5 September,2019)

13:00 p.m. – 16:30 p.m.(5 September,2019)

2. Place of registration: 309 Conference Room, Office Building of Wazhou Group

3. Registration way:

(1) Personal ID card accompanied by the shareholding certificates and stock account card must be taken for individual shareholders. If attended the meeting by proxy, the attendant must hold the ID copy of the client, power of attorney, shareholding certificates, stock account card along with agent's ID card for registration;

(2)If the legal representative is present at the meeting, the legal shareholder shall present the copy of the business license, the certificate of identity of the legal representative and the certificate of shareholding; An agent entrusted by the legal representative to attend the meeting shall register with a copy of the business license, the certificate of identity of the legal representative, the power of attorney, the certificate of shareholding and the identity card of the agent.

(3)The shareholders in other places can register in way of fax, at 9:30 a.m. – 11:30 a.m. and 13:00 p.m. – 16:30 p.m. 5 September,2019

#### V. Operational process of network polling

On the AGM, shareholders can participate in voting through trading system and internet polling system (<http://wltp.cninfo.com.cn>) of the SSE, relevant details found in attachment 1

#### VI. Other

1. Meeting contact:

Contact address: Division of Investment Securities, No.1 Beigongji Street, Wafangdian, Liaoning

Person in contact: Ke Xin, Zhuang Jinling

Telephone: 0411-39116731, 39116732

Tax: 0411-39116738

Code: 116300

2. Conference Fees: Transportation and boarding expenses for attendance shall be paid by the participants themselves

#### VI. Documents available for reference

1.Wafangdian Bearing Company Limited Resolution of the10th Meeting of 7th Board Session

2.Resolution of the 10th meeting of the 7th board of supervisors of wafangdian bearing co., LTD;

3. Other documents according to the Shenzhen Stock Exchange

**Attachment I: Operational process of network polling****Attachment II. Letter of Attorney****Hereby notify****Board of Director of Wafangdian Bearing Co., Ltd.****19August,2019****Attachment 1:****Operational process of network polling for shareholders of Wafangdian Bearing Co., Ltd.**

In the first interim shareholders' meeting in 2019, the company will provide an online voting platform for shareholders, who can vote online through the shenzhen stock exchange trading system or the Internet voting system.

**I. Voting process**

1. Voting code: 360706; voting abbreviation: Wzhou Voting

**2. Opinion for listing**

The proposals on AGM 2018 are the non cumulative voting proposal, result for voting are as Agreed, Against and Abstention.

For non-cumulative voting proposals, report voting opinions: agree, oppose, abstention.

For cumulative voting proposals, the number of votes cast for a candidate. Shareholders shall vote in accordance with the number of electoral votes of each proposal group they hold. If the number of electoral votes cast by shareholders exceeds the number of electoral votes they hold, their votes cast by such proposal group shall be deemed invalid. If you do not agree with a candidate, you may vote 0 for that candidate.

Table 2: list of the number of votes cast by candidates under the cumulative voting system

The number of votes cast for a candidate	Fill and Submit
Vote X1 votes for candidate A	X1 votes
Vote X2 votes for candidate A	X2 votes
...	...
Total	Not exceeding the number of electoral votes held by the shareholder

The number of votes held by the shareholders under the proposal group is as follows:

Election of non-independent directors (table 1 proposal 3.00, equal number of election candidates: 8)

Number of votes held by shareholders = total number of voting shares represented by shareholders × 8

Shareholders may distribute their votes among the eight candidates of non-independent directors at will, but the total number of votes shall not exceed their votes.

Election of independent directors (table 1 proposal 4.00, equal number of election candidates: 4)

Number of votes held by shareholders = total number of voting shares represented by shareholders × 4

Shareholders may distribute the number of votes they have among the four candidates of non-independent

directors at will, but the total number of votes may not exceed the number of votes they have.

Election supervisor (table 1 proposal 5.00, equal number of election candidates: 3)

Number of votes held by shareholders = total number of voting shares represented by shareholders × 3

Shareholders may distribute their election votes among the three candidates for supervisor at will, but the total number of votes may not exceed their election votes.

3. When the shareholders vote on the general proposal, they shall be deemed to express the same opinion on all the proposals except the accumulated voting proposals. When shareholders vote repeatedly on general and specific proposals, the first effective vote shall prevail. If the shareholders vote on the specific proposal first, and then vote on the general proposal, they shall be deemed to have voted.

The voting opinions on the specific proposals to be voted on shall prevail, and the voting opinions on the general proposals shall prevail on the other proposals not voted on; If the general motion is voted on first, and then the specific proposal is voted on, the voting opinion on the general motion shall prevail.

#### II. Vote via trading system of SZSE

1. Voting period: 9:30-11:30 am, 1:00-3:00 pm trading time on 6 September, 2019
2. Log-on Shenzhen Stock Exchange for client participate in voting via trading system

#### III. Voting via internet poll system

1. Voting period: The voting via internet poll system will start at 3:00 pm on 5 September, 2019 (one day before on-site conference held), and close at 3:00 pm on 6 September, 2019 (date when on-site conference closed)
2. Shareholders voting via internet poll system, according to the regulation of Business Implementation of Network Service Identity Verification for Investors of SZSE (2016 Revised), shareholders must choose the digital certificate or service password for identity verification. Specific identify verification found more on <http://wltp.cninfo.com.cn>
3. The shareholders may vote on-line via logging in <http://wltp.cninfo.com.cn> with service password or digital certificate.

#### Attachment 2:

### Letter of Attorney

Hereby entrust Mr./Ms. \_\_\_\_\_ To attend The first extraordinary general meeting of shareholders in 2019 of Wafangdian Bearing Co., Ltd. on behalf of himself or herself and execute vote rights on behalf. (Please make clear statement on follow proposals with agree, against or abstention )

The attorney effective from the date of issue and failure on the Meeting closed.

**Consignor:**

**ID:**

**Consignor's share:        shares**

**Shareholder Account:**

**Consignee:**

**ID:**

**Date of consignment:****Proposal voting table**

Serial	Proposal	Note	Agreed	Against	Abstention
		Vote for the item with Check "√"			
100	<b>General proposal: all proposals except the accumulated ballot proposals</b>	√			
<b>Non cumulative voting proposal</b>					
1.00	The proposal to amend the articles of association and attachments of the company	√			
2.00	Proposal on adding the estimated amount of daily related transactions in 2019	√			
<b>cumulative voting proposal</b>	Proposals 3.00, 4.00 and 5.00 are equal elections				
3.00	Proposal on election of the board of directors	Number of candidates (8)			
3.01	Elect Mr. Liu jun as the candidate of the company's eighth non-independent director	√			
3.02	Elect Mr. Zhao Yang as the candidate of the company's eighth non-independent director	√			
3.03	Elect Mr. Zhang Xinghai as the candidate of the company's eighth non-independent director	√			
3.04	Elect Ms. Sun Najuan as the candidate of the company's eighth non-independent director	√			
3.05	Elect Mr. Chen Jiajun as the candidate of the company's eighth non-independent director	√			
3.06	Elect Mr. Tan Jianguang as the candidate of the company's eighth non-independent director	√			
3.07	Elect Mr. Tang Yurong as the candidate of the company's eighth non-independent director	√			
3.08	Elect Ms. Fang Bo as the candidate of the company's eighth non-independent director	√			
4.00	Proposal on the nomination of candidates for independent directors	Number of candidates (4)			
4.01	Elect Ms. Liang Shuang as the candidate of the company's eighth independent director	√			
4.02	Elect Mr. Sun Kun as the candidate of the company's eighth independent director	√			
4.03	Elect Mr. Wen Bo as the candidate of the company's eighth independent director	√			

4.04	Elect Mr. Liu Yuping as the candidate of the company's eighth independent director	√			
5.00	The proposal for the election of the board of supervisors	Number of candidates (3)			
5.01	To elect Mr. Sun Shicheng as the supervisor of the eighth board of supervisors of the company	√			
5.02	To elect Mr. Li Xiumin as the supervisor of the eighth board of supervisors of the company	√			
5.03	To elect Mr. Wang Fuxing as the supervisor of the eighth board of supervisors of the company	√			

**(Prints and copies of the Attorney are valid)**