

## **Wafangdian Bearing Company Limited**

### **Announcement of Resolution of the tenth Meeting of 7th Board Session**

Our company, the whole members of the board of directors and top managements ensured the truth, accuracy, completeness, no false record, misleading statement and fatal omit of the announcement.

#### **I .The statement of Board of Directors Meeting**

##### **1.The time and manner of notice of the board meeting**

Meeting notice of The tenth Meeting of 7th Board of Directors of Wafangdian Bearing Company limited has been sent by fax on Aug 6, 2019.

##### **2.The time,place and the way of the Board of Directors Meeting**

The tenth Meeting of 7th Board of Directors of Wafangdian Bearing Company limited was held at WBGC 309 meeting room at 9:30 Aug 16, 2019.

##### **3.The board members that should attend and actually present**

12 directors should attend the meeting, up to 10, 2 of whom are authorized representatives to attend the meeting. Mr. Meng Wei, the chairman of the board, was unable to attend the meeting in person due to work reasons. Mr. Zhao Yang, the director, was entrusted to attend. Mr. Sun Maolin, the director, was unable to attend the meeting in person due to work reasons and entrusted Mr. Chen Jiajun, the director, to attend.

##### **4.The presider and the present members of the Board of Directors Meeting**

The Board of Directors Meeting is hold by over more than half of the directors elect Mr.Zhao Yang, 3 supervisor representatives and 2 senior managers attended the meeting as non-voting delegates.

##### **5.Holding of meeting conforms to regulations of “Corporate Law” as well as “Article of Association”.**

#### **II .The deliberation of the board of directors meeting**

##### **1. The Half-year report of 2019**

Approval result: 12 valid votes,12 approving vote, 0 rejecting vote and 0 abstaining vote;

##### **2. The Half-year financial final report of 2019(un-audited)**

Approval result: 12 valid votes,12 approving vote, 0 rejecting vote and 0 abstaining vote;

##### **3.Prposal for change of accounting policy**

Approval result: 12 valid votes,12 approving vote, 0 rejecting vote and 0 abstaining vote;

##### **4.The proposal to amend the articles of association and attachmmts of the company**

Approval result: 12 valid votes,12 approving vote, 0 rejecting vote and 0 abstaining vote;

##### **5.Proposal on adding the estimated amount of daily related transactions in 2019**

Approval result: 6 valid votes,6 approving vote, 0 rejecting vote and 0 abstaining vote;

The related directors Meng Wei, Zhao Yang,Zhang Xinghai, Sun Najuan,Chen Jiajun,Sun Maolin, have obviated from the voting while voting for the relative related issues.

The independent director of the company has published "independent director's approval letter" and "independent director's opinion".

## **6. The bill on debt restructuring**

### **6.1 The proposal of debt restructuring part of which involved related transactions**

The related directors Meng Wei, Zhao Yang,Zhang Xinghai,Sun Najuan,Chen Jiajun Sun Maolin, have obviated from the voting while voting for the relative related issues.

Approval result: 6 valid votes,6 approving vote, 0 rejecting vote and 0 abstaining vote;

For the part that does not involve related party transactions, the voting result is: 12 valid votes,12 approving vote, 0 rejecting vote and 0 abstaining vote;

### **6.2 On the bankruptcy reorganization enterprise debt reorganization bill**

Approval result: 12 valid votes,12 approving vote, 0 rejecting vote and 0 abstaining vote;

The independent director of the company has published "independent director's approval letter" and "independent director's opinion".

## **7. A proposal to sell some of the assets involved in connected transactions**

The related directors Meng Wei, Zhao Yang,Zhang Xinghai,Sun Najuan,Chen Jiajun Sun Maolin, have obviated from the voting while voting for the relative related issues.

Approval result: 6 valid votes,6 approving vote, 0 rejecting vote and 0 abstaining vote;

For the part that does not involve related party transactions, the voting result is: 12 valid votes,12 approving vote, 0 rejecting vote and 0 abstaining vote;

The independent director of the company has published "independent director's approval letter" and "independent director's opinion".

## **8. Proposal on election of the board of directors**

Voting result:Deliberated and unanimously approve the proposal on candidates for the eighth term of non-independent directors of the company.

The directors candidates	approving vote	rejecting vote	abstaining vote
Liu Jun	12	0	0
Zhao Yang	12	0	0
Zhang Xinghai	12	0	0
Sun Najuan	12	0	0
Chen Jiajun	12	0	0
Tan Jianguang	12	0	0
Tang Yurong	12	0	0

Fang Bo	12	0	0
---------	----	---	---

The independent directors express independent opinion on this proposal.

#### **9. The proposal on the nomination of candidates for independent directors**

Voting result: Deliberated and unanimously approve the proposal on candidates for the eighth term of independent directors of the company.

The independents directors candidates	approving vote	rejecting vote	abstaining vote
<b>Liang Shuang</b>	12	0	0
<b>Sun Kun</b>	12	0	0
<b>Li Yuping</b>	12	0	0
<b>Wen Bo</b>	12	0	0

After the review of the board of directors of the company, it is considered that Ms. Liang Shuang, Ms. Sun Kun, Mr. Liu Yuping and Mr. Wen Bo are qualified as independent directors and have independence.

The qualifications and independence of candidates of independent directors shall be reported to Shenzhen Stock Exchange for filing, and submitted to the company's first interim shareholders' meeting in 2019 for review and approval after no objection is raised.

The company's independent directors expressed independent opinions on this matter.

#### **10. Statement of nominee of independent director and statement of candidate**

The details can be found in <http://www.cninfo.com.cn>

#### **11. The proposal of employing the general manager**

Approval result: 12 valid votes, 12 approving vote, 0 rejecting vote and 0 abstaining vote;

Mr. Zhao Yang was selected as the general manager of the company

The company's independent directors expressed independent opinions on this matter.

#### **12. The proposal of employing the deputy general manager and the general accountant**

Approval result: 12 valid votes, 12 approving vote, 0 rejecting vote and 0 abstaining vote;

Selected Mr. Tan Jianguang as deputy general manager of the company.

Ms. Sun Najuan is selected as the general accountant of the company.

The company's independent directors expressed independent opinions on this matter.

#### **13. The proposal of holding the first extraordinary Shareholder's meeting in 2019**

Approval result: 12 valid votes, 12 approving vote, 0 rejecting vote and 0 abstaining vote;

The company is scheduled to hold the first interim shareholders' meeting of 2019 on September 6, 2019. The details can be found in <http://www.cninfo.com.cn>.

The above mentioned proposal of 4, 5, 8, 9 still should be passed by the 2019 1st extraordinary

shareholder's meeting.

Bill 3,4, 5, 6, 7 full text of the designated information will publish at <http://www.cninfo.com.cn>

Pre-confirmation of the independent director of the company and opinions of the independent director will publish at <http://www.cninfo.com.cn>

### **III.The documents for future reference**

1. The announcement of Resolution of the tenth Meeting of 7th Board Session.
2. The opinion of independent director.
- 3.Pre-confirmation made by independent directors.

Board of director of Wafangdian Bearing  
Company limited  
Aug 20. 2019

**Attachment: The resume of the independent director candidates****1. The resume of the director candidates**

**Mr. Liu Jun**, Who was born in January 1970, university education, a master's degree. He started the first job in August 1992, joined the communist party of China in December 2000. He served as deputy general manager of Dalian Heavy Industry • Lifting Group Co., Ltd., vice President of Dalian Huarui Heavy Industry Group Co., Ltd., chairman and party secretary of Dalian Rubber and Plastic Machinery Co., Ltd. He now serves as deputy secretary of the party committee, director and general manager of Wafangdian Bearing Group co., LTD.

Because Wafangdian Bearing Group co., LTD are the first majority shareholder (holding 60.61% shares of WBC), thus Mr. Liu Jun is the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management.

Mr. Liu Jun does not hold any shares of the company; Never received punishment from CSRC or other relevant departments or punishment from stock exchange; Meet the requirements of the company law and other relevant laws, regulations and regulations, and have the qualifications.

Mr. Liu Jun is not dishonest debtor is not the main responsibility for breach of trust.

**Mr. Zhao Yang**, Who was born in October 1965. 1989 graduated from the HeFei University of Technology of Mechanical Design and Manufacturing Expertise, university education, to work in 1989 in ZWZ, senior engineer. Successively served as manager of quality assurance department of ZWZ Huamei Bearing company; Assistant to the chief engineer of ZWZ; Assistant to the director of technical quality department of tile shaft co., LTD. Vice minister of quality assurance department, director of quality management office and director of quality assurance department of ZWZ Co., LTD; Assistant to the general manager and head of Marketing Department of ZWZ Co., LTD; Deputy general manager of ZWZ Co., LTD and director of Marketing Department; Director of ZWZ Group and general manager of marketing headquarters. Since August 2015, I have been the director of tile shaft group, in charge of technical quality work. Now the general manager of the company. The additional post is the director of Wafangdian Bearing Group co., LTD, the chairman of the Dalian Wazhou Fengyuan Machinery co., Ltd, and the the director of Wafangdian Bearing Group (U.S.A.) Co., Ltd.

Because Wafangdian Bearing Group co., LTD are the first majority shareholder (holding 60.61% shares of WBC), thus Mr. Zhao Yang is the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management.

Mr. Zhao Yang does not hold any shares of the company; Never received punishment from CSRC or other relevant departments or punishment from stock exchange; Meet the requirements of the company law and other relevant laws, regulations and regulations, and have the qualifications.

Mr. Zhao Yang is not dishonest debtor is not the main responsibility for breach of trust.

**Mr. Zhang Xinghai**, was born in October 1968, university culture, professor senior accountant. Since joining Wazhou in 1991, he has successively held the posts of deputy chief accountant and board secretary of WBC, director, chief accountant and board secretary of WBC, now he is held the post of the chief accountant of WBGC. The additional post is the chairman of Wazhou Group Wind Power Bearing

Co.,LTD, the supervisor of the Wafangdian Bearing Group (U.S.A.) Co., Ltd, the chairman of the Liaoning northern metal supply chain company, and the director of the Wazhou Europe Investment Holdings Co. LTD.

Because Wafangdian Bearing Group co., LTD are the first majority shareholder(holding 60.61% shares of WBC) , thus Mr. Zhang Xinghai is the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management.

Mr. Zhang Xinghai did not hold the company shares; Never received punishment from CSRC or other relevant departments or punishment from stock exchange; Meet the requirements of the company law and other relevant laws, regulations and regulations, and have the qualifications.

Mr. Zhang Xinghai is not dishonest debtor is not the main responsibility for breach of trust.

**Ms. Sun Najuan**, was born in October 1968, professor senior accountant, master degree. joined in work from September, 1990, she worked as accountant in Financial Division, section leader of Checking Division of WBGC, general manager assistant of Material Providing Company of WBC, and the general manager assistant of Sales Company of WBC, the deputy chief accountant of WBGC . Now she works as chief accountant and the secretary of board of directors of WBC.

Because Wafangdian Bearing Group co., LTD are the first majority shareholder(holding 60.61% shares of WBC), thus Ms. Sun Najuan is the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management.

Ms. Sun Najuan did not hold the company shares; Never received punishment from CSRC or other relevant departments or punishment from stock exchange; Meet the requirements of the company law and other relevant laws, regulations and regulations, and have the qualifications.

Ms. Sun Najuan is not dishonest debtor is not the main responsibility for breach of trust.

**Mr. Chen Jiajun**, was born in December, 1967, university culture, economic manager and statistician, joined in work from August, 1990. He worked as section chief, assistant minister deputy minister and minister of operation and managing department, assistant general manager and charger of Operation and managing department of WBGC. Now he works as charger of Operation and managing department and deputy general manager. The additional post is the director the Wazhou group (USA) bearing co., LTD.

Because Wafangdian Bearing Group co., LTD are the first majority shareholder(holding 60.61% shares of WBC) , thus Mr. Chen Jiajun is the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management.

Mr. Chen Jiajun did not hold the company shares; Never received punishment from CSRC or other relevant departments or punishment from stock exchange; Meet the requirements of the company law and other relevant laws, regulations and regulations, and have the qualifications.

Mr. Chen Jiajun is not dishonest debtor is not the main responsibility for breach of trust.

**Mr. Tan Jianguang**, was born in December, 1964, technical secondary school, assistant engineer. Joined in work in August 1986, he has successively held the posts of workshop director in cage branch, salesman, section chief, deputy general manager and genera manager of Marketing Departmen, general manager assistant of WBC, the general manager of railway department, and the general manager of

railway bearing sales company. Now he hold the post of deputy general manager of WBC.

Mr. Tan Jianguang did not hold the company shares; He is not the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management. As yet was untouched by the China securities regulatory commission and other relevant departments was disciplined by stock exchange; Comply with the required qualifications of company law and other relevant laws, regulations and rules, and has the qualifications. He did not hold the company shares; Never received punishment from CSRC or other relevant departments or punishment from stock exchange; Meet the requirements of the company law and other relevant laws, regulations and regulations, and have the qualifications.

Mr. Tan Jianguang is not dishonest debtor is not the main responsibility for breach of trust.

**Mr. Tang Yurong** was born in 1962, junior college degree, electrical engineer. He hold the post of Dealer network development manager in SKF since 1989, director and general manager from 1996 to 2004 in SKF China, global marketing director of industry department in SKF from 2004 to 2007, the chairman of arcelor auto in SKF China from 2007 to 2008, the global chairman of one bearing brand in SKF, the senior deputy chairman in SKF Group and the chairman of special enterprise department from January of 2015 to now, the chairman of SKF China and industry market from May of 2015 to now, the chairman of industry market Asia from February, 2016 to now.

Because SKF are the second majority shareholder(holding 19.7% shares of WBC), thus Mr. Tang Yurong is the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management

Mr. Tang Yurong did not hold the company shares; Never received punishment from CSRC or other relevant departments or punishment from stock exchange; Meet the requirements of the company law and other relevant laws, regulations and regulations, and have the qualifications.

Mr. Tang Yurong is not dishonest debtor is not the main responsibility for breach of trust.

**Ms. Fang Bo**, was born in June, 1972, bachelor degree. She has served as auditor in PWC Accountant Firm since 1994. She joined the SKF(China) Co.Ltd in 1997, used to be finance manager in its subsidiary company, finance director investment company. Now she occupies the finance manager of SKF(China) Co., Ltd and Consultation Co.Ltd, and capital department manager in SKF China region.

Because SKF are the second majority shareholder(holding 19.7% shares of WBC), thus Ms. Fang Bo is the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management.

Ms. Fang Bo held 1500 shares of WBC. She was untouched by the China securities regulatory commission and other relevant departments was she disciplined by stock exchange; Comply with the required qualifications of company law and other relevant laws, regulations and rules, and has the qualifications.

Ms. Fang Bo is not dishonest debtor is not the main responsibility for breach of trust.

## 2. The resume of the independent director candidates

**Ms .Liang Shuang**, Born in 1965, Chinese nationality, Ph.D., professor. Since 1990, at the Dongbei

University of Finance and Economics, the Dongbei University of Finance and Economics as assistant professor of Materials Department of economic management, lecturer, associate professor, Dongbei University of Finance and Economics School of accounting, Dongbei University of Finance and Economics School of accounting training center serves as the financial department minister. From 2003 to 2007 he served as the Tenth CPPCC member of Dalian City, from 2008 to 2012, he served as the Dalian Municipal Committee of the Eleventh CPPCC, from 2013 to 2017 served as the Dalian Municipal Committee of the CPPCC National Committee of the twelfth. February 12, 2015 has served as Dalian Sunasia sixth independent directors. Ms. Liang Shuang does not hold shares of the company;

She did not hold the company shares; She is not the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management. As yet was untouched by the China securities regulatory commission and other relevant departments was disciplined by stock exchange; Comply with the required qualifications of company law and other relevant laws, regulations and rules, and has the qualifications.

Ms .Liang Shuang is not dishonest debtor is not the main responsibility for breach of trust.

**Ms.Sun Kun**, Born in 1958, Chinese nationality, Ph.D., professor of accounting, postgraduate tutor. Since 1982, worked at the Dongbei University of Finance and Economics, has successively held the post of teaching assistant, lecturer, associate professor. She was a representative of the 9th Liaoning provincial people's congress, deputy secretary general of Liaoning internal audit association, director of Liaoning province audit society, Liaoning provincial finance department certified public accountant industry administrative punishment hearing committee chairperson, From May, 2002 to March, 2008, served as an independent director of Dalian Dayang Creation Co., LTD. She is currently a member of the China internal audit association, a member of the academic committee and a professor at Dongbei University of Finance and Economics.

She did not hold the company shares; She is not the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management. As yet was untouched by the China securities regulatory commission and other relevant departments was disciplined by stock exchange; Comply with the required qualifications of company law and other relevant laws, regulations and rules, and has the qualifications.

Ms.Sun Kun is not dishonest debtor is not the main responsibility for breach of trust.

**Mr. Liu Yuping**, was born in August 1956, professor. After graduation, he has been teaching at Law school of Dongbei University of Finance and Economics. Now he assumed as director of Law school teaching department of University of Finance and Economics and pluralizes the following duties: arbitrator of Dalian Arbitration Committee, Lawyer of Liaoning Zhenghe Law Firm; Law counselor of Liaoning Dafeng Real Estate Company, Liaoning Wuhuan Import and Export Company, Economic and Technological Development Company founded by Dongbei University of Finance and Economics; Vice president of Liaoning Institute of Constitutional and Administrative Law. He has abundant knowledge of law. Now he held the position of the independent director in the Dalian Thermoelectric Co LTD.

He did not hold the company shares; He is not the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management. As yet was untouched by the China securities regulatory commission and other relevant departments was disciplined by stock exchange; Comply with the required qualifications of company law and other relevant laws, regulations and rules, and has the qualifications.



Mr. Liu Yuping is not dishonest debtor is not the main responsibility for breach of trust.

**Mr.Wen Bo**, was born in 1963, granulated the law major in CUPL, he has hold a post in Dalian Justice Bureau, now he is the initiate partner of Liaoning Huaicheng Law Firm, the local legislation expert advisor of Dalian municipal people's congress standing committee.

He did not hold the company shares;He is not the affiliated person with the Shareholders of the company holding more than 5% of the shares, the actual controller, the company's other directors, supervisors and senior management. As yet was untouched by the China securities regulatory commission and other relevant departments was disciplined by stock exchange; Comply with the required qualifications of company law and other relevant laws, regulations and rules, and has the qualifications.

Mr.Wen Bo is not dishonest debtor is not the main responsibility for breach of trust.

### **3. The resume of general manager**

**Please see the resume of Mr. Zhao Yang in the resume of directors above.**

### **4. The resume of deputy general manager and the chief accountant (the secretary of board of directors)**

**Please see the resume of Mr. Tan Jianguang in the resume of directors above.**

**Please see the resume of Mrs. Sun Najuan in the resume of directors above.**