

Announcement of Wafangdian Bearing Company Limited 2016 2nd Extraordinary Shareholders' Meeting

The Company and whole members of the Board hereby ensure that the Notice is factual, accurate and complete without any false record, misleading statements or important omissions.

The 2016 4th Extraordinary Board of Directors of Wafangdian Bearing Company Limited decided to hold the 2016 2nd extraordinary shareholders' meeting at December 29 ,2016, relevant events of the Meeting announce as follow:

I. Calling of the meeting:

1. The period of board session: The 2016 2nd extraordinary shareholders' meeting
2. Convener: Board of the Director of the Company
3. The meeting is in line with the relevant laws and administrative regulations, departmental rules and regulations, regulatory documents and relevant provisions of "Articles of Association".
4. Date of meeting:
 - (1) On-site meeting: 14:30, 29 December, 2016
 - (2) Internet polling: the poll through network via trading system of Shenzhen Stock Exchange will be at 9:30—11:30 a.m. and 1:00-3:00 p.m. dated 29 December,2016; any time from 3:00 p.m. 28 December,2016, to 3:00 p.m. 29 December,2016 will available for polling through internet poll system of Shenzhen Stock Exchange.
5. Way of meeting: on-site votes plus network polling
 - (1) On-site vote: shareholders attend the Meeting in person or authorized other person to present through power of attorney.
 - (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 Shenzhen Stock Exchange. Shareholders should participate in voting any time in the network polling.According to Article of Association, whole shareholders registered on record date of shareholders' general meeting are entitled to participate in voting via relevant voting system. However, 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 voting result shall prevail.
6. Attendance
 - (1) All shareholders of the Company whose names appear on the register of the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited while the close of trading at noon on 26 December,2016. 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. The investor shall buy the share on or before 22 December,2016.

(2) Directors, supervisors and senior executives of the Company

(3) Attorney engaged by the Company

7. Venue

Conference room 309 of Wazhou Group, No.1, One section Bei Gong Ji Street, Wafangdian, Liaoning Province

II. Items consider and approve in the Meeting

I. Approved

1.The proposal of selling the Shenyang agencies plant to WBGC at the price of adjusted assessment.

2. The Proposal of Debt restructure on Ordinary Operating part of which related with transactions;

II.Disclosed

More details of the proposals please found in the The Announcement of selling the Shenyang agencies plant to WBGC at the price of assessment after adjustment"; Announcement of Debt restructure on Ordinary Operating part of which related with transactions; " published on Securities Times, Hong Kong Commercial Daily and Juchao Website dated 14 December,2016.

III. Register method for on-site meeting:

1. Registration: 9:30-11:30 am, 13:00-16:30 pm 28 December,2016.

2. Place: Conference room 309 of Office building of Wazhou Group

3. Register way:

(1) personal ID card accompanied by the shareholding certificates must be taken for individual shareholders; if attends the Meeting by proxy, the attendant must hold the ID copy of the client, power of attorney, shareholding certificates along with agent's ID card for registration;

(2) if the legal representative attend the Meeting as corporate shares, copy of the business license, certificate of identity of the legal representative along with the shareholding certificates must be necessary; if attend the Meeting by proxy from legal representative, copy of the business license, certificate of identity of the legal representative, power of attorney, shareholding certificates along with ID of proxy must be necessary.

(3) Shareholders from different locations can register via fax, registration at 9:30-11:30 am, 13:00-16:30 pm 28 December,2016.

IV. Operational process of network polling

In the shareholders' general meeting, shareholders can participate in voting through the trading system and internet polling system (<http://wltp.cninfo.com.cn>) of Shenzhen Stock Exchange. Relevant explanations are as the attachment 1 :

V. Others

(1) Contact way:

Address: Investment security department, No.1, One section Bei Gong Ji Street, Wafangdian, Liaoning Province

Person to contact: Ke Xin, Zhuang Jinling

Telephone: 0411-39116731, 39116732

Fax: 0411-39116738

Post code: 116300

(2) Conference expenses: transportation and boarding expenses for attendance shall be paid by the participants themselves

VI. Documents available for reference

1. Wafangdian Bearing Co., Ltd Resolutions of the 2016 4th Temporary Board of Director
2. Other documents required by SZSE

Attachment

- 1.The Concrete Operation Process of Network Voting
- 2.Power of attorney

Hereby notify

Board of director of

Wafangdian Bearing Company Limited
13 December,2016

Attachment 1:**The Concrete Operation Process of Network Voting****I .Vote via trading system of SZSE**

1. Voting code and abbreviation: Voting code "360706";abbreviation "Wazhou voting"

2. Motion setting and opinion voting

(1) Motion setting

Table 1 shareholders' general meeting motion corresponds to the motion coding list

Serial	Proposals	Entrustment price
Total proposal	Total bill except bill of cumulative voting bill	100
proposal 1	The proposal of selling the Shenyang agencies plant to WBGC at the price of adjusted assessment.	1.00
proposal 2	The Proposal of Debt restructure on Ordinary Operating part of which related with transactions;	2.00

(2) Fill in the opinion of the vote or the electoral votes:

For the shareholders' general meeting motion (both non cumulative voting motion), fill in the vote: consent, opposition, and waiver.

(3) Shareholders to vote on the general motion, as the other than the cumulative vote of all motion to express the same opinion.

In the shareholders' right to vote in the same motion as the motion of the same motion, the first valid vote shall prevail.

If the shareholders on the vote on the motion, then the total vote on the motion, the motion has been divided vote shall prevail, the other did not vote on the motion to vote on the motion views prevail; such as the first of the total vote on the motion, and then split the vote on the motion, the motion of the total votes prevail.

(4) Votes on the same motion are valid for the first time.

II.The system of voting by the Shenzhen Stock Exchange Trading Program

1. Voting time: 29 December, 2016 trading time, that is, 11:30 - 13:00 and 15:00 - 9:30.

2. Shareholders can log on securities companies trading client through the trading system to vote.

III.Through the Shenzhen Stock Exchange System for Internet voting procedures

1, the Internet voting system to vote in 28 December, 2016 for the period of time (the shareholders' meeting held the day before the afternoon) 15:00, time for the end of 29 December, 2016 (the end of the general meeting on the same day) at 15:00 p.m.

2, The shareholders to vote online through the Internet voting system, in accordance with the

"guidelines of Shenzhen stock exchange investor network identity authentication service business (April 2016 Revision)" the provisions of identity authentication, "Shenzhen digital certificate" or "Shenzhen Investor Service password". Specific authentication process can be logged on the Internet voting system <http://wltp.cninfo.com.cn> rules guide column access.

3, shareholders according to obtain the service password or digital certificate, can log on <http://wltp.cninfo.com.cn>

Within the time required by the Shenzhen Stock Exchange Internet voting system to vote.

Attachment 2:

Power of attorney

The company hereby authorized Mr./Ms. to attended the 2nd extraordinary shareholders' meeting 2016 of Wafangdian Bearing Company Limited with voting rights participated. The voting opinion is as follow:

Serial	Agenda	For	Against	abstention
proposal 1	The proposal of selling the Shenyang agencies plant to WBGC at the price of adjusted assessment.			
proposal 2	The Proposal of Debt restructure on Ordinary Operating part of which related with transactions;			

This power of attorney shall come into force from the date of issued and shall invalid while the above mentioned Meeting ends.

Consignor:

ID No.: of consignor:

Volume of shares hold by consignor:

Shareholder account of consignor:

Consignee:

ID No.: of consignee:

Delegation date:

(Copies and prints of this Power of Attorney are valid)