

Declaration by Candidate for Independent Director

I, Yang Xiaohui, have been well informed and agree to be nominated as the candidate for Independent Director of the 8th session of the Board of Directors by nominator the nomination committee of the Board of Beijing Jingcheng Machinery Electric Company Limited. I hereby declare that I possess the qualifications to be an independent director. There does not exist any relationship between me and Beijing Jingcheng Machinery Electric Company Limited which may affect my independence. Details of my declaration are as follow:

1. I have acquired the basic knowledge about the operation of listed companies. I am familiar with the relevant laws, administrative regulations, rules and other regulatory documents, and I have over five years of work experience in law, economy, finance, management and other experiences necessary for serving as an independent director. I have not obtained the qualification certificate of independent directors in accordance with the Guidelines on the Training of the Senior Management Personnel of Listed Companies and relevant requirements. I promise that I will attend the latest qualification training of independent directors held by Shanghai Stock Exchange and obtain the qualification certificate of independent directors after the nomination.

2. I fulfill the following requirements of law, administrative regulations and department rules for appointment:

(1) Requirements of Company Law in relation to the qualifications of serving as a director;

(2) Requirements of Civil Servant Law in relation to concurrent posts of civil servant;

(3) Requirements of Notice on Regulating Officers under Direct Supervision by Organization Department of the CPC Central Committee Assuming Positions as Independent Directors, Independent Supervisors of Listed Companies, Fund Management Companies after Resignation or Retirement from Government Positions issued by the Central Commission for Discipline Inspection of the CPC and the

Organization Department of the CPC Central Committee;

(4) Regulations on taking concurrent positions by managers of colleges and universities under the Opinions on Enhancing the Anti-corruption and Encouraging Honesty Work of Colleges and Universities issued by the Central Commission for Discipline Inspection of the CPC, the Ministry of Education and the Ministry of Supervision;

(5) requirements of Interim Measures on the Administration of Independent Directors of Insurance Companies issued by China Insurance Regulatory Commission;

(6) Other conditions stipulated in law, administrative regulations and departmental regulation.

3. I confirm my independence and the following circumstances do not apply to me:

(1) The person who holds a position in the listed company or its subsidiaries, their immediate relatives and major social relations (immediate relatives refer to their spouse, parents, children etc.; major social relations refer to brother and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law etc.);

(2) The person who holds more than 1% of the issued shares of the listed company directly or indirectly, or the natural person shareholders of one of the top ten individual shareholders of the listed company, or such shareholder's immediate relative;

(3) The person who holds a position in a unit which holds more than 5% of the issued shares of the listed company directly or indirectly, or of the unit which is one of the five shareholders of the listed company, or such employee's immediate relative;

(4) The person that serves as the de facto controller of the listed company and its subsidiaries

(5) The persons providing financial, legal or consulting services for the listed company and its controlling shareholder or their respective subsidiaries, including all the members of the project teams of the intermediary agencies, review officers at all

levels, the persons who sign the report, partners and the person-in-charge;

(6) The persons serving as directors, supervisors or senior management personnel in the units that have material business transactions with the listed company, its controlling shareholders or their respective subsidiaries or the persons serving as directors, supervisors or senior management personnel in the controlling shareholders' units of the said units;

(7) The persons that have any of the six factors listed above in the past one year;

(8) Other conditions regarded by the Shanghai Stock Exchange as lack of independence.

4. I do not have the following unfavourable records:

(1) Punishment imposed by CSRC in the past three years;

(2) In the period that is regarded by stock exchanges as not appropriate for serving as a director of a listed company;

(3) Open denunciation or over two circulated criticisms by stock exchanges in the past three years;

(4) Failure to attend board meetings for two consecutive times or failure to attend over one-third of board meetings of the current year in person during my service as independent director;

(5) Apparent discrepancy of my independent opinions from facts during my term of independent director.

5. With Beijing Jingcheng Machinery Electric Company Limited included, I have not served as an independent director in over 5 domestic listed companies; and I have not consecutively served as an independent director in Beijing Jingcheng Machinery Electric Company Limited for over six years.

6. I have more comprehensive accounting professional knowledge and experience, the qualification of a chartered accountant and the title of senior accountant.

I have confirmed the qualifications for serving as an independent director in accordance with the Guidelines on the Filing and Training of Independent Directors of

Listed Companies of Shanghai Stock Exchange and fulfilled the requirements.

I am fully aware of the duties of Independent Director and confirm the authenticity, accuracy and completeness of the information contained in this statement and there are no false or misleading statements. I am fully aware of the consequences arising from making false statements. The Shanghai Stock Exchange may verify my qualification and independence in respect of the position based on this statement.

I hereby guarantee that during my tenure of office as Independent Director of Beijing Jingcheng Machinery Electric Company Limited, I shall be in compliance with the laws and regulations of the PRC; rules, regulations and notices issued by the China Securities Regulatory Committee; and Operational Rules of the Shanghai Stock Exchange, accept the supervision of the Shanghai Stock Exchange, to ensure that I have enough time and energy to fulfill my duties and to make independent judgment without being affected by the substantial shareholders and ultimate controlling parties of the Company or any other units or persons that are related to the Company.

I hereby guarantee that in case of any circumstances that are in conflict with my qualifications for serving as an independent director after I assume the post, I will resign the post of independent director within 30 days since the occurrence of such circumstances.

The declaration is hereby given.

Declarant: Yang Xiaohui

29 April 2014