

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

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.

1. Important notes

- a. The notification of the meeting has announced on the Securities Times, Hongkong Commercial Daily" and the "http://www.cninfo.com.cn" published on December 14, 2016.
- b. No rejection proposals situation occurred during the meeting.
- c. No adding and change of the proposals situation occurred during the meeting.

2. Information of the meeting

1) Time

a): On-site meeting: 14:30 P.M , December 29, 2016

b): Internet polling: December 28, 2016--- December 29, 2016. Of which 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 December 29, 2016; any time from 3:00 p.m. December 28, 2016 to 3:00 p.m December 29, 2016 will available for polling through internet poll system of Shenzhen Stock Exchange.

2) On-site meeting Place: 309 meeting room at ZWZ Group headquarter

3) Way of meeting: on-site votes plus network polling

4) Convener: Board of directors of Wafangdian Bearing Co., Ltd.

5) Preside: The Chairman Mr. Meng Wei hosting the meeting.

6) Holding of the meeting abides by the Company Law, Regulation of Listing of Stock and the Articles of Association of the Company.

3. Attendance information

1) 2 shareholders (proxy) attended the meeting on behalf of 323,300,000 shares, which take 80.30% of the total voting shares. Of which 1 internal capital shareholder (proxy) attended the meeting on

behalf of 244,000,000 shares which take 60.61% of the total voting shares. 1 foreign capital shareholders (proxy) attended the meeting on behalf of 79,300,000 shares, which take 19.70% of the total voting shares

General instruction for the minority shareholders: 0 minority shareholders attend the meeting by spot or network via trading system of Shenzhen Stock Exchange and internet poll system of Shenzhen Stock Exchange with 0 shares.

a: 2 shareholders (proxy) attended the spot meeting on behalf of 323,300,000 shares, which take 80.30% of the total voting shares.

b: 0 shareholders (proxy) vote through network trading system of Shenzhen Stock Exchange and internet poll system of Shenzhen Stock Exchange on behalf of 0 shares.

2). Several directors, supervisors and top management as well as lawyer attend the meeting.

4. Discussion of the proposal and the information of voting

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

The first shareholder of WBC is ZWZ Group, who held 244,000,000 internal capital shares abided all the terms in accordant requirement all the items. The voting results of other shareholders:

79,300,000 shares affirmative (Spot voting 79,300,000 shares affirmative and internet polling shares affirmative), which take the 100% of the voting right held by non-associated shareholders who attended the meeting, 0 share objected; 0 share waived.

The minority shareholders (in addition to the company's directors, supervisors and senior management personnel and other shareholders, alone or together hold more than 5% of the company's shareholders) voting for: 0 share agree, 0 share objected, 0 shares abstained.

The result of voting: approved.

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

For the related party transactions, the first shareholder of WBC is ZWZ Group, who held 244,000,000 internal capital shares abided the terms in accordant requirement. The voting results of other shareholders:

79,300,000 shares affirmative (Spot voting 79,300,000 shares affirmative and internet polling 0 shares affirmative), which take the 100% of the voting right held by non-associated shareholders who attended the meeting, 0 share objected. 0 share waived.

The minority shareholders (in addition to the company's directors, supervisors and senior management personnel and other shareholders, alone or together hold more than 5% of the company's

shareholders) voting for: 0 share agree, 0 share objected, 0 shares abstained.

For non-related transaction business, The voting results of shareholders: 323,300,000 shares affirmative(Spot voting 323,300,000 shares affirmative and internet polling 0 shares affirmative), which take the 100% of the voting right held by shareholders who attended the meeting, 0 share objecte,0 share waived.

The minority shareholders (in addition to the company's directors, supervisors and senior management personnel and other shareholders, alone or together hold more than 5% of the company's shareholders) voting for: 0 share agree, 0 share objected, 0 shares abstained.

The result of voting: approved.

5. Legal advices showed by lawyer

1) Name of the law office: Dalian Huaxia law office

2) Lawyer: Mrs. Bao Jingxin, Mrs.Ma Nan

3) Conclusion: The holding and convening of the shareholders' meeting conforms to the relative laws, rules and the Article of Association. The qualification of people who attended the meeting is legal and valid. The voting procedure is legal and valid. The resolution of the meeting is legal and valid.

6. Reference document

1) Resolution of 2016 2nd Extraordinary Shareholders' Meeting.

2) Law opinions report.

3) Other documents required by SZSE.

Wafangdian Bearing Co. Ltd

Board of Directors

December 29 ,2016