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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Beijing North Star Company Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**北京北辰實業股份有限公司**  
**BEIJING NORTH STAR COMPANY LIMITED**

*(A sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 588)

### **PROVISION OF FINANCIAL ASSISTANCE FOR 2022**

### **AND**

### **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022**

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Beijing North Star Company Limited (the “**Company**”) will convene the second extraordinary general meeting of 2022 (the “**EGM**”) at Meeting Room One, 12th Floor, Tower A, Hui Xin Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC on Friday, 15 July 2022 at 9:00 a.m.. The EGM Notice is set out on pages 14 to 15 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form for holders of H Shares in accordance with the instructions printed thereon. The proxy form for holders of H Shares should be returned to the H Share Registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 14 July 2022 at 9:00 a.m. (Hong Kong time)). Completion and return of the proxy form will not preclude you from attending and voting at the meeting.

In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in Beijing. The Company particularly reminds its shareholders and participants who intend to attend the EGM to continue to pay attention to the latest development of the epidemic, adopt proper personal prevention measures and comply with the requirements on the epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in Beijing) for their health and safety.

28 June 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“A Share(s)”	domestic ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each which are listed on the SSE (Stock Code: 601588)
“Articles of Association”	the existing articles of association of the Company
“Board”	the board of Directors
“Company”	Beijing North Star Company Limited (北京北辰實業股份有限公司), a sino-foreign joint venture joint stock limited liability company incorporated in the PRC, whose A shares and H shares are listed and traded on the SSE and the Stock Exchange respectively
“Director(s)”	the directors of the Company
“EGM”	the second extraordinary general meeting of 2022 of the Company to be held at Meeting Room One, 12th Floor, Tower A, Hui Xin Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC on Friday, 15 July 2022 at 9 :00 a.m.
“EGM Notice”	the notice dated 28 June 2022 convening the EGM as set out on pages 14 to 15 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed share(s) in the share capital of the Company with a nominal value of RMB1.00 each which are listed on the Stock Exchange (Stock Code: 588)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“PRC” or “China”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of nominal value of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“SSE”	the Shanghai Stock Exchange
“SSE Listing Rules”	the Rules Governing the Listing of Securities on the SSE
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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北京北辰實業股份有限公司  
BEIJING NORTH STAR COMPANY LIMITED

*(A sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 588)

**The Board**

*Executive Directors*

Mr. LI Wei-Dong

Ms. LI Yun

Mr. YANG Hua-Sen

Ms. ZHANG Wen-Lei

Mr. GUO Chuan

*Independent non-executive Directors*

Dr. CHOW Wing-Kin, Anthony

Mr. GAN Pei-Zhong

Mr. CHEN De-Qiu

*Legal address:*

No. 8 Bei Chen Dong Road

Chao Yang District

Beijing

The PRC

*Principal place of business in Hong Kong:*

26th Floor, Jardine House

1 Connaught Place

Central

Hong Kong

28 June 2022

*To the Shareholders*

Dear Sir or Madam,

**PROVISION OF FINANCIAL ASSISTANCE FOR 2022**

**AND**

**NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022**

**1. INTRODUCTION**

The main purpose of this circular is to provide you with information of matters in relation to provision of financial assistance for 2022 and to seek your consideration and approval of the ordinary resolutions in relation to the matter at the EGM.

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## LETTER FROM THE BOARD

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### 2. PROVISION OF FINANCIAL ASSISTANCE FOR 2022

#### I. SUMMARY OF THE PROVISION OF FINANCIAL ASSISTANCE

A project company model is commonly adopted for real estate development. In the early stage of project development, the registered capital of project companies for real estate development is generally insufficient to cover the operating expenses such as land premium and construction fees, and requires the shareholders of the project company to provide shareholders' loans in proportion to their capital contribution. After the project company receives the pre-sale proceeds, in order to improve the efficiency of capital use, the shareholders of the project company usually temporarily allocate the idle surplus funds of the project company according to the proportion of capital contribution based on the project progress and the overall capital arrangement after having guaranteed sufficient funds required for the subsequent operation and construction of the project.

The above-mentioned provision of shareholders' loans to the project companies and temporary allocation of idle surplus funds of the project companies by the shareholders of the project companies constitute the provision of financial assistance as stipulated in the Rules Governing the Listing of Securities on the Shanghai Stock Exchange, the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 – Standardised Operation.

In order to continuously satisfy the capital needs for the operation and development of the project companies as well as effectively liquidize the idle surplus funds, and improve the efficiency of decision-making, the Company convened the 42nd meeting of the ninth session of the Board on 21 June 2022, at which the Resolution on Authorization to the Company regarding the Estimated New Cap for the Financial Assistance of the Company for 2022 and the Resolution on Supplementary Consideration and Approval on the Company's Provision of Financial Assistance were considered and passed with the voting results of 8 voted in favour, 0 voted against and 0 abstained, respectively.

The above-mention two resolutions are subject to consideration and approval at the EGM.

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## LETTER FROM THE BOARD

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### II. DETAILS OF ESTIMATED NEW FINANCIAL ASSISTANCE

#### *(I) Targets of financial assistance*

1. The provision of financial assistance to the other shareholders of the subsidiaries within the scope of consolidated statements shall also satisfy the following conditions:
  - (1) The subsidiary is engaged in a single principal business, which is real estate development business;
  - (2) The target of assistance is other shareholders of the Company's subsidiaries, of which its latest audited gearing ratio may exceed 70%.
2. The provision of financial assistance to investees not within the scope of consolidated statements, and to subsidiaries of the Company formed through the joint investment by the Company with connected persons, shall also satisfy the following conditions:
  - (1) The target of assistance is engaged in a single principal business, which is real estate development business. The financial assistance is only used for the principal business, and latest audited gearing ratio of the target of assistance may exceed 70%.
  - (2) The Company shall provide financial assistance in proportion to its shareholding, i.e. other shareholders or other partners of the funded companies shall provide financial assistance on an equal basis based on their proportion to its shareholding, including assistance amount, term, interest rate, liability of default, guarantee measures, among others.

The Company will comply with the relevant provisions in a timely manner in respect of financial assistance matters that constitute a notifiable transaction or connected transaction under the Hong Kong Listing Rules.

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## LETTER FROM THE BOARD

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### ***(II) Cap for the financial assistance***

The total amount of the provision of financial assistance to investees not within the scope of consolidated statements, and to subsidiaries of the Company formed through the joint investment by the Company and connected persons, as well as other shareholders of the subsidiaries within the scope of consolidated statements (excluding connected persons of the Company, same as below), shall not exceed 50% of the latest audited net assets attributable to the owners of the Company (i.e. RMB7,728,682,700); The amount of financial assistance to a single funded target shall not exceed 10% of the latest audited net assets attributable to the owners of the Company (i.e. RMB1,545,736,500). Within the aforesaid limit, funds can be used on a rolling basis.

### ***(III) Validity period and authorization of financial assistance***

The cap for the estimated new financial assistance shall be effective from the date of approval at the EGM and expiring on the date of the resolution of the 2022 annual general meeting.

Upon consideration and approval of the resolution at the EGM, the Board will be authorised and the management will be authorised by the Board to handle specific matters according to the actual financial assistance needs, subject to the approval by the chairman of the Board.

## **III. SUPPLEMENTARY CONSIDERATION AND APPROVAL ON THE COMPANY'S PROVISION OF FINANCIAL ASSISTANCE**

### ***(I) Details of the financial assistance***

According to the Rules Governing the Listing of Securities on the Shanghai Stock Exchange (Revised in January 2022) issued by SSE, circumstances of financial assistance that require approval by the general meeting of the Company have been newly added. In order to maintain the normal operation of the Company's production and operation and meanwhile to meet the latest regulatory rules, supplementary consideration and approval is now made for the provision of financial assistance made by the Company during the period.



## LETTER FROM THE BOARD

From January to June 2022, the accumulated amount of financial assistance of the Company was RMB544,478,400, details of which are as follows:

- The provision of financial assistance to investees not within the scope of consolidated statements of the Company

No.	Target of assistance	Shareholding held by the Company	Amount of funds (RMB0' 000)
1	Guangzhou Guangyue Real Estate Co., Ltd.* (廣州廣悅置業有限公司)	49%	24,289.84

- The provision of financial assistance to other shareholders of the subsidiaries within the scope of consolidated statements of the Company

No.	Targets of assistance	Name of project companies	Shareholding held by the target of assistance in the project company	Amount of funds (RMB0' 000)
1	Modern Green Development Co., Ltd.* (當代節能置業股份有限公司)	Beijing North Star MOMA Real Estate Co., Limited* (北京北辰當代置業有限公司)	50%	8
2	Xu Zhao (HK) Co. Limited* (香港(旭昭)有限公司)	Suzhou North Star Xuzhao Real Estate Co., Limited* (蘇州北辰旭昭置業有限公司)	50%	750
3	Beijing BBMG Property Development Group Co., Ltd.* (北京金隅地產開發集團有限公司)	Beijing Chenyu Real Estate Co. Limited* (北京宸宇房地產開發有限公司)	49%	29,400

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## LETTER FROM THE BOARD

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### *(II) Basic information of the targets of assistance*

1. Guangzhou Guangyue Real Estate Co., Ltd.\* (廣州廣悅置業有限公司)

Legal representative: Wu Hao (吳昊)  
Date of establishment: 30 April 2019  
Registered capital: RMB98,039,200  
Registered address: Rooms 2617/2618/2619/2620/2621, Block 6, No. 69 Zengcheng Avenue, Licheng Subdistrict, Zengcheng District, Guangzhou City  
Business scope: Real estate business  
Shareholders: Beijing North Star Real Estate Group Co. Limited\* (北京北辰地產集團有限公司) holds 49% equity interest and Guangzhou Hongshun Real Estate Development Co., Ltd.\* (廣州鴻順房地產開發有限公司) holds 51% equity interest.

As of 31 December 2021, the total assets, total liabilities, net assets and net profit of Guangzhou Guangyue Real Estate Co., Ltd. amounted to RMB1,441,600,000, RMB1,367,030,000, RMB74,570,000 and -RMB10,410,000, respectively. Guangzhou Guangyue Real Estate Co., Ltd. is not considered a dishonest person subject to enforcement (失信被執行人), and it has no connected relationship with the Company, the controlling Shareholder and de facto controller of the Company, its subsidiaries and the directors, supervisors and senior management of the Company. No circumstances exist where it will be unable to repay the financial assistance provided in a timely manner when due.

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## LETTER FROM THE BOARD

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2. Modern Green Development Co., Ltd.\* (當代節能置業股份有限公司)

Legal representative: Zhang Peng (張鵬)  
Date of establishment: 21 September 2000  
Registered capital: RMB3,000,000,000  
Registered address: 3&4/F, Modern Green Development Centre, Block 10, No. 1 Xiangheyuanjie, Dongcheng District, Beijing  
Business scope: Real estate development, sales of independently-developed commercial housing, etc.  
Shareholders: Held as to 98% and 2% by Modern Green Industrial Co., Ltd.\* (當代綠色實業有限公司) and Beijing Lvjian Construction & Project Management Co., Ltd.\* (北京綠建工程項目管理有限公司), respectively

As of 31 December 2021, the total assets, total liabilities, net assets and net profit of Modern Green Development Co., Ltd. amounted to RMB41,039,110,000, RMB35,121,670,000, RMB5,917,440,000 and -RMB33,130,000, respectively. Modern Green Development Co., Ltd. was listed as a dishonest person subject to enforcement (失信被執行人) on 13 April 2022, which has no impact on the operation of the company so far. Modern Green Development Co., Ltd. has no connected relationship with the Company, the controlling Shareholder and de facto controller of the Company, its subsidiaries and the directors, supervisors and senior management of the Company. No circumstances exist where it will be unable to repay the financial assistance provided in a timely manner when due.

3. Xu Zhao (HK) Co. Limited\* (香港(旭昭)有限公司)

Legal representative: Lin Feng (林峰)  
Date of establishment: 4 February 2014  
Registered capital: HK\$10,000  
Registered address: Units 2002–2003, Level 20, One Pacific Place, Queensway, Hong Kong  
Business scope: Real estate business  
Shareholder: CIFI Holdings (Group) Co. Ltd. (旭輝控股(集團)有限公司)

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## LETTER FROM THE BOARD

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As of 31 December 2021, the total assets, total liabilities, net assets and net profit of Xu Zhao (HK) Co. Limited amounted to RMB433,860,000, RMB433,870,000, -RMB8,200 and -RMB1,100, respectively. Xu Zhao (HK) Co. Limited is not considered a dishonest person subject to enforcement (失信被執行人), and it has no connected relationship with the Company, the controlling Shareholder and de facto controller of the Company, its subsidiaries and the directors, supervisors and senior management of the Company. No circumstances exist where it will be unable to repay the financial assistance provided in a timely manner when due.

4. Beijing BBMG Property Development Group Co., Ltd.\* (北京金隅地產開發集團有限公司)

Legal representative:	Zhang Xiaobing (張曉兵)
Date of establishment:	19 October 2000
Registered capital:	RMB7,715,000,000
Registered address:	22/F, Dacheng Tower, Xuanwumen West Street Jia No. 127, Xicheng District, Beijing
Business scope:	Real estate development and sales of commercial housing, etc.
Shareholder:	Held as to 100% by BBMG Corporation* (北京金隅集團股份有限公司)

As of 31 December 2021, the total assets, total liabilities, net assets and net profit of Beijing BBMG Property Development Group Co., Ltd. amounted to RMB35,238,710,000, RMB17,234,200,000, RMB18,004,510,000 and RMB785,400,000, respectively. Beijing BBMG Property Development Group Co., Ltd. is not considered a dishonest person subject to enforcement (失信被執行人), and it has no connected relationship with the Company, the controlling Shareholder and de facto controller of the Company, its subsidiaries and the directors, supervisors and senior management of the Company. No circumstances exist where it will be unable to repay the financial assistance provided in a timely manner when due.

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## LETTER FROM THE BOARD

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### ***(III) Main contents of the financial assistance agreement***

The amount, term, interest rate and liability for breach of contract of the financial assistance are generally agreed in advance in the project cooperation agreement, and for some projects, specific loan agreements will be entered into separately from the project cooperation agreements.

Specific circumstances are as follows:

No.	Targets of assistance	Term	Interest rate
1	Guangzhou Guangyue Real Estate Co., Ltd.* (廣州廣悅置業有限公司)	2 years	6.5%
2	Modern Green Development Co., Ltd.* (當代節能置業股份有限公司)	To pool and repay the funds based on project progress	Non-interest bearing
3	Xu Zhao (HK) Co. Limited* (香港(旭昭)有限公司)	To pool and repay the funds based on project progress	Non-interest bearing
4	Beijing BBMG Property Development Group Co., Ltd.* (北京金隅地產開發集團有限公司)	To pool and repay the funds based on project progress	Non-interest bearing

### **IV. RISK CONTROL MEASURES FOR FINANCIAL ASSISTANCE**

The above financial assistance matters and the estimated cap are to facilitate the smooth progress of the Company's real estate projects, which are in line with the industry practice in the real estate market. Among them, the financial assistance provided by the Company's subsidiaries to other shareholders will only be provided to such shareholders in proportion to shareholdings when there are still idle funds after fully reserving the funds required for the subsequent construction of the real estate projects and normal operation; the financial assistance provided by the Company to investees will be provided in succession according to the surplus funds of the Company on the basis of a full study of the capital risk. The Company will pay close attention to the changes in the production and operation and financial status of the funded targets and continue to perform risk management and control. The cap for new financial assistance will come into effect and be implemented upon consideration and approval at the EGM, and the Company will perform the corresponding approval procedures and disclose the details in a timely manner after the financial assistance has been provided.

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## LETTER FROM THE BOARD

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### **V. OPINION OF THE BOARD**

The above financial assistance is necessary for the normal production and operation of the Company and the shareholders of the funded targets provide financial assistance in proportion to their respective capital contribution, which is conducive to promoting the smooth progress of real estate projects and improving the efficiency of the use of surplus funds. The Company will pay close attention to the daily operation and management, solvency, credit status, performance ability of funded targets, and take necessary risk control and protection measures to ensure the safety of the Company's funds.

### **VI. OPINION OF INDEPENDENT DIRECTORS**

The independent Directors of the Company have expressed independent opinions on the above financial assistance and are of the view that:

1. The provision of financial assistance by the Company to eligible investees is used for satisfying the capital needs of the funded targets for real estate development and construction, which is conducive to promoting the development and construction progress of real estate projects and improving the operational efficiency of the Company; the provision of financial assistance by the Company to other shareholders of its eligible subsidiaries is temporary allocation of idle funds by such shareholders in proportion to their respective capital contribution when the sales of a project are going well but the conditions for dividend distribution have not been met, which is conducive to improving the efficiency of the use of funds. Meanwhile, the Company will take necessary measures and timely understand the operating conditions and financial conditions of the funded targets, and the overall financial risks are under control.
2. The content and decision-making procedures of the above-mentioned provision of financial assistance are in compliance with the relevant requirements of laws and regulations and the Articles of Association, and there are no circumstances detrimental to the interests of the Company and the shareholders, especially that of the minority shareholders.

In view of the above, the independent Directors of the Company agreed to the provision of financial assistance and agreed to submit the same to the EGM for consideration and approval.

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## LETTER FROM THE BOARD

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### VII. DOCUMENTS AVAILABLE FOR INSPECTION

1. The resolutions of the 42nd meeting of the ninth session of the Board of the Company;
2. Opinion of the independent Directors.

### 3. EGM

The EGM Notice is set out on pages 14 to 15 of this circular for consideration of the Resolution on Authorization to the Company regarding the Estimated New Cap for the Financial Assistance of the Company for 2022 of the Company and the Resolution on Supplementary Consideration and Approval on the Company's Provision of Financial Assistance.

The Company will convene the EGM at Meeting Room One, 12th Floor, Tower A, Hui Xin Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC on Friday, 15 July 2022 at 9:00 a.m.. Proxy forms for use by proxy of the holders of H shares at the EGM are enclosed with this circular.

Shareholders whose names appear in the register of Shareholders on Tuesday, 12 July 2022 are entitled to attend and vote at the EGM. The register of Shareholders of the Company will be closed from Tuesday, 12 July 2022 to Friday, 15 July 2022 (both days inclusive), during which no transfer of the Shares will be registered. In order to determine the holders of H Shares entitled to attend and vote at the meeting, the holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the Company's H Share Registrar, Hong Kong Registrars Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 11 July 2022.

Whether or not you intend to attend the EGM, you are requested to complete and return the proxy form to the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon, not less than 24 hours before the time fixed for holding the EGM (i.e. not later than Thursday, 14 July 2022 at 9:00 a.m. (Hong Kong time)).

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## LETTER FROM THE BOARD

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### 4. OTHER INFORMATION

As the A Shares of the Company are listed on the SSE, the Company is also subject to the relevant requirements under the SSE Listing Rules.

The above-mentioned provision of shareholders' loans to the project companies and temporary allocation of idle surplus funds of the project companies by the shareholders of the project companies constitute the provision of financial assistance as stipulated in the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 – Standardised Operation under the SSE Listing Rules. Pursuant to Rule 6.1.9 of the SSE Listing Rules, financial assistance matters falling within any of the circumstances specified in that Rule shall also be submitted to the general meeting for consideration and approval after being considered and approved by the Board.

If the financial assistance of the Company constitutes a notifiable transaction or connected transaction under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules, the Company will comply with the relevant provisions in a timely manner.

### 5. VOTING BY WAY OF POLL

Pursuant to Article 86 of the Articles of Association, voting in the Shareholders' general meeting shall be conducted by way of poll in registered form.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes of the Shareholders at the Shareholders' general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Hong Kong Listing Rules.

### 6. RECOMMENDATION

The Board believes that the resolutions set out in the EGM Notice is all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all the Shareholders to vote in favour of the relevant resolutions set out in the EGM Notice.



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## LETTER FROM THE BOARD

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### 7. GENERAL INFORMATION

Should there be any discrepancies between the Chinese and English versions of this circular, the Chinese version shall prevail.

Yours faithfully,

By Order of the Board

**BEIJING NORTH STAR COMPANY LIMITED**

**LI Wei-Dong**

*Chairman*

\* *For identification purpose only*

# NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022



北京北辰實業股份有限公司  
BEIJING NORTH STAR COMPANY LIMITED

*(A sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 588)

## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022

**Notice is hereby given that** the second extraordinary general meeting of 2022 (the “EGM”) of Beijing North Star Company Limited (the “**Company**”) will be held at Meeting Room One, 12th Floor, Tower A, Hui Xin Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the People's Republic of China (the “**PRC**”) on Friday, 15 July 2022 at 9:00 a.m. for the following purpose:

### ORDINARY RESOLUTIONS

1. To consider and approve the Resolution on Authorization to the Company regarding the Estimated New Cap for the Financial Assistance of the Company for 2022 of the Company
2. To consider and approve the Resolution on Supplementary Consideration and Approval on the Company's Provision of Financial Assistance of the Company

By order of the Board

**BEIJING NORTH STAR COMPANY LIMITED**

**GUO Chuan**

*Executive Director and Company Secretary*

Beijing, PRC, 28 June 2022

#### *Notes:*

1. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the Articles of Association of the Company. A proxy need not be a Shareholder of the Company.
2. In order to be valid, the proxy form for holders of H shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited with the Company's H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road Central, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the meeting (i.e. not later than Thursday, 14 July 2022 at 9:00 a.m. (Hong Kong time)) or 24 hours before the time appointed for taking the poll.

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022

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3. A Shareholder or his/her proxy shall produce his/her own identity proof documentation when attending the meeting. A Shareholder attending the meeting in person shall produce (i) the document of his/her identity; and (ii) the evidence of his/her shareholding. A proxy who has been appointed to attend the meeting on behalf of others shall produce (i) the document of his/her identity; (ii) the proxy form; and (iii) the evidence of shareholding.

A corporate Shareholder shall be represented at the meeting by its legal representative, or the proxy appointed by the legal representative, or a proxy appointed by the board of directors or other governance body. If a corporate Shareholder appoints its legal representative to attend the meeting, the legal representative shall produce (i) the document of his/her identity; (ii) valid proof of his/her identity as a legal representative; and (iii) the evidence of shareholding. Where a proxy is appointed by the legal representative to attend the meeting on his/her behalf, the proxy shall produce (i) the document of his/her identity; (ii) the power of attorney duly issued by the legal representative of the corporate Shareholder; and (iii) the evidence of shareholding. Where a proxy is appointed to attend the meeting by the board of directors or other governance body of the corporate Shareholder, the proxy shall produce (i) the document of his identity; (ii) a notarially certified copy of the resolution or power of attorney of the corporate Shareholder; and (iii) the evidence of shareholding.

4. The register of Shareholders of the Company will be closed from Tuesday, 12 July 2022 to Friday, 15 July 2022 (both days inclusive), during which no transfer of the Company's shares will be registered. In order to be eligible to attend and vote at the EGM, all completed transfer documents relating to H shares, accompanied by the relevant share certificates, must be lodged with the H share registrar of the Company, Hong Kong Registrars Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 11 July 2022.
5. Shareholders whose names appear in the register of Shareholders on Tuesday, 12 July 2022 are entitled to attend and vote at the meeting.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes of the Shareholders at the Shareholders' general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.
7. The EGM is not expected to take more than half a day. Shareholders or their proxies shall be responsible for their own travel and accommodation expenses.
8. Should there be any discrepancies between the Chinese and English versions of this notice, the Chinese version shall prevail.
9. As at the date of this notice, the Board comprises eight directors, of which Mr. LI Wei-Dong, Ms. LI Yun, Mr. YANG Hua-Sen, Ms. ZHANG Wen-Lei and Mr. GUO Chuan are executive directors and Dr. CHOW Wing-Kin, Anthony, Mr. GAN Pei-Zhong and Mr. CHEN De-Qiu are independent non-executive directors.