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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)

DISCLOSEABLE TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE TO GUANGZHOU
GUANGYUE, AN EXTERNAL INVESTEE COMPANY
ON A PRO RATA BASIS

RELEVANT LOAN AMENDMENT AGREEMENTS

The Company, NSREG and Guangzhou Guangyue will shortly enter into eleven Relevant Loan Amendment Agreements, respectively, pursuant to which the three parties agree to change the terms of the Relevant Loan Contracts.

IMPLICATIONS UNDER THE LISTING RULES

As the Loans and the Previous Loans were granted to the same borrower within the previous 12 months, the Company intends to aggregate the Loans with the Previous Loans. As the relevant percentage ratio (as defined in the Listing Rules) in respect of the calculation of the Loans and the Previous Loans on an aggregated basis exceeds 5% but is less than 25%, the Loans and the Previous Loans constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. Therefore, the Loans and the Previous Loans are subject to reporting and announcement requirements but are exempt from shareholders' approval requirement.

RELEVANT LOAN AMENDMENT AGREEMENTS

The Company, NSREG and Guangzhou Guangyue will shortly enter into eleven Relevant Loan Amendment Agreements, respectively, pursuant to which the three parties agree to change the terms of the Relevant Loan Contracts.

The original principal terms of each of the eleven Relevant Loan Contracts are as follows:

Date:

- (1) Loan Contract I: 19 March 2021
- (2) Loan Contract II: 2 June 2021
- (3) Loan Contract III: 1 July 2021
- (4) Loan Contract IV: 4 February 2021
- (5) Loan Contract V: 31 May 2022
- (6) Loan Contract VI: 19 June 2022
- (7) Loan Contract VII: 7 September 2022
- (8) Loan Contract VIII: 28 September 2022
- (9) Loan Contract IX: 12 November 2022
- (10) Loan Contract X: 2 December 2022
- (11) Loan Contract XI: 21 December 2022

Parties:

- (1) The Company;
- (2) NSREG; and
- (3) Guangzhou Guangyue.

Loan amounts: The amounts of cash loans provided by the Company to Guangzhou Guangyue in proportion to capital contribution were as follows respectively:

- (1) Loan Contract I: RMB14.7 million
- (2) Loan Contract II: RMB90.65 million
- (3) Loan Contract III: RMB13.72 million
- (4) Loan Contract IV: RMB9.8 million
- (5) Loan Contract V: RMB65.3184 million
- (6) Loan Contract VI: RMB24.5 million
- (7) Loan Contract VII: RMB9.8 million
- (8) Loan Contract VIII: RMB9.8 million
- (9) Loan Contract IX: RMB7.6863 million
- (10) Loan Contract X: RMB24.5 million
- (11) Loan Contract XI: RMB19.6 million

The loans were financed by the Group's internal resources. Guangzhou Guangyue has drawn the relevant loans in full.

Annual interest rate on loans: 6.5%, interest paid quarterly

The annual interest rate on loans is determined with reference to market interest rate and on arm's length basis.

Term of loans: 2 years

Guangzhou Guangyue shall repay all the principal and interest of the loans within the agreed term of loans and submit a specific repayment plan to the Company through NSREG as required by the Company.

Purpose of loans: Project development and construction

The terms of the eleven Relevant Loan Contracts remain unchanged except for the following amendment to the term of loans in accordance with the Relevant Loan Amendment Agreements:

Amended maturity date: (1) Loan Contract I: 18 March 2025

(2) Loan Contract II: 1 June 2025

(3) Loan Contract III: 30 June 2025

(4) Loan Contract IV: 9 June 2025

(5) Loan Contract V: 9 June 2025

(6) Loan Contract VI: 9 June 2025

(7) Loan Contract VII: 9 June 2025

(8) Loan Contract VIII: 9 June 2025

(9) Loan Contract IX: 9 June 2025

(10) Loan Contract X: 9 June 2025

(11) Loan Contract XI: 9 June 2025

PREVIOUS LOANS

The previous transactions under the cash loans provided by the Group to Guangzhou Guangyue during the previous 12 months include:

Date	Loan amounts (RMB0'000)	Interest rate on loans	Term of loans
18 September 2021	1,225	6.5%	2 years
3 December 2021	12,740	6.5%	2 years
29 December 2021	1,127	6.5%	2 years
6 January 2022	1,568	6.5%	2 years
2 June 2022	11,270	6.5%	2 years
29 June 2022	980	6.5%	2 years
30 June 2022	1,470	6.5%	2 years
15 November 2022	980	6.5%	2 years
25 November 2022	4,655	6.5%	2 years

Previous Loans were financed by the Group's internal resources. Guangzhou Guangyue has drawn the relevant Previous Loans in full.

The annual interest rates on loans under the Previous Loans were paid quarterly and determined with reference to market interest rate and after negotiation on arm's length basis.

In respect of each of the Previous Loans, Guangzhou Guangyue shall repay all the principal and interest of the loans within the agreed term of loans and submit a specific repayment plan to the Company through NSREG as required by the Company.

Each of the Previous Loans was used for project development and construction purposes.

REASONS FOR AND BENEFITS OF THE LOANS AND PREVIOUS LOANS

As one of the shareholders of Guangzhou Guangyue, an external investee, the Group and other shareholders have provided the above financial assistance to Guangzhou Guangyue in the form of interest-bearing loans in proportion to the capital contributions in order to meet the subsequent development and construction needs of the real estate project on Lot 114, Liaocun, Licheng Street, Zengcheng* (增城荔城街廖村114地塊), based on which the amounts of the loans were determined and do not affect the normal business development and use of funds of the Company. On 23 March 2023, the Board considered and passed the "Resolution on provision of financial assistance for the year of 2023", which has been considered and approved at the 2022 annual general meeting of the Company held on 11 May 2023. The amounts of the Relevant Loan Amendment Agreements are within the amount authorized by the 2022 annual general meeting, and therefore are not required to be resubmitted to the general meeting for consideration according to the requirements of the PRC laws and regulations. The Relevant Loan Amendment Agreements are expected to be entered into shortly.

The Board considers that the financial assistance was entered into on normal commercial terms in the ordinary course of business of the Company which is fair and reasonable and in the interests of the Company and its shareholders as a whole.

None of the Directors has any material interest in the above financial assistance and therefore no Director is required to abstain from voting on the relevant board resolutions.

IMPLICATIONS UNDER THE LISTING RULES

As the Loans and the Previous Loans were granted to the same borrower within the previous 12 months, the Company intends to aggregate the Loans with the Previous Loans. As the relevant percentage ratio (as defined in the Listing Rules) in respect of the calculation of the Loans and the Previous Loans on an aggregated basis exceeds 5% but is less than 25%, the Loans and the Previous Loans constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. Therefore, the Loans and the Previous Loans are subject to reporting and announcement requirements but are exempt from shareholders' approval requirement.

GENERAL INFORMATION

Information on the Group

The Group is principally engaged in development of properties and investment of properties (including hotels).

NSREG is principally engaged in real estate development; property management; rental of commercial premises; public parking service for motor vehicles; economic and trade consultation; hotel management; conference service; project operation for sports (excluding high-risk sports); typing, copying service; sales of daily necessities, handicrafts, self-developed commodity housing; accommodation; swimming; sales of food; engineering survey; engineering design.

Information on Guangzhou Guangyue

Guangzhou Guangyue is principally engaged in development and operation of real estate; investment promotion, development and construction of the airport development zone; investment promotion, development and construction of the automobile industry park; investment, investment promotion, development and construction of the new media industry park; investment, investment promotion, development and construction of the cultural industry park; operation activities for self-owned real estates; property leasing; venue leasing (excluding warehousing); property management; real estate consultation service; house demolition and relocation services.

Guangzhou Hongshun Real Estate Development Co., Ltd.* (廣州鴻順房地產開發有限公司) holds 51% equity interests in Guangzhou Guangyue, and the remaining 49% equity interests of Guangzhou Guangyue is held by NSREG. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, Guangzhou Hongshun Real Estate Development Co., Ltd. and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

DEFINITIONS

“Board”	the board of Directors of the Company;
“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 company incorporated in the PRC, whose A shares and H shares are listed and traded on the Stock Exchange and the Shanghai Stock Exchange respectively;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Guangzhou Guangyue”	Guangzhou Guangyue Real Estate Co., Ltd.* (廣州廣悅置業有限公司), a limited company incorporated in the PRC, and an investee indirectly owned as to 49% equity interests by the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Loans”	the Relevant Loan Amendment Agreements and the respective transactions contemplated thereunder;
“Loan Contract I”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 19 March 2021, pursuant to which the Group provided loan principal of RMB14.70 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract II”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 2 June 2021, pursuant to which the Group provided loan principal of RMB90.65 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract III”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 1 July 2021, pursuant to which the Group provided loan principal of RMB13.72 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract IV”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 4 February 2021, pursuant to which the Group provided loan principal of RMB9.80 million to Guangzhou Guangyue in proportion to the capital contributions;

“Loan Contract V”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 31 May 2022, pursuant to which the Group provided loan principal of RMB65.3184 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract VI”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 19 June 2022, pursuant to which the Group provided loan principal of RMB24.50 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract VII”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 7 September 2022, pursuant to which the Group provided loan principal of RMB9.80 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract VIII”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 28 September 2022, pursuant to which the Group provided loan principal of RMB9.80 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract IX”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 12 November 2022, pursuant to which the Group provided loan principal of RMB7.6863 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract X”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 2 December 2022, pursuant to which the Group provided loan principal of RMB24.50 million to Guangzhou Guangyue in proportion to the capital contributions;
“Loan Contract XI”	the RMB Capital Loan Contract entered into by the Company, NSREG and Guangzhou Guangyue on 21 December 2022, pursuant to which the Group provided loan principal of RMB19.60 million to Guangzhou Guangyue in proportion to the capital contributions;
“NSREG”	Beijing North Star Real Estate Group Co. Limited* (北京北辰地產集團有限公司), a limited company incorporated in the PRC, and a wholly-owned subsidiary of the Company;
“PRC” or “China”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this announcement;
“Previous Loans”	the loans provided by the Group to Guangzhou Guangyue in proportion to the capital contributions during the previous 12 months, the details of which are set out in the section headed “Previous Loans” in this announcement;

“Relevant Loan Amendment Agreements”	the eleven RMB Capital Loan Contract Amendment Agreements to be entered into by the Company, NSREG and Guangzhou Guangyue on recent date, pursuant to which the term of the eleven Relevant Loan Contracts will be changed;
“Relevant Loan Contracts”	Loan Contract I, Loan Contract II, Loan Contract III, Loan Contract IV, Loan Contract V, Loan Contract VI, Loan Contract VII, Loan Contract VIII, Loan Contract IX, Loan Contract X and Loan Contract XI;
“RMB”	Renminbi, the lawful currency of the PRC;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

By order of the Board
Beijing North Star Company Limited
GUO Chuan
Executive Director and Company Secretary

Beijing, the PRC
25 September 2023

As at the date of this announcement, 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.

In case of inconsistency between the Chinese and English versions of this announcement, the Chinese version shall prevail.

* *For identification purposes only*