
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer 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, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

PROPOSED ELECTION OF EXECUTIVE DIRECTOR AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Beijing North Star Company Limited (the “**Company**”) will convene the first extraordinary general meeting of 2024 (the “**EGM**”) at the Meeting Room One at 12th Floor, Tower A, Hui Xin Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC on Wednesday, 13 March 2024 at 9:00 a.m. The notice convening the meeting is set out on pages 7 to 8 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 12 March 2024 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. Should there be any discrepancies between the Chinese and English versions of this circular, the Chinese version shall prevail.

23 February 2024

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. Proposed Election of Executive Director	3
3. EGM	5
4. Voting by Way of Poll	5
5. Recommendation	6
Notice of the First Extraordinary General Meeting of 2024	7

DEFINITIONS

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

“Articles of Association”	the existing articles of association of the Company
“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 Shanghai Stock Exchange (Stock Code: 601588)
“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 Shanghai Stock Exchange and the Stock Exchange respectively
“Director(s)”	the directors of the Company
“EGM”	the first extraordinary general meeting of 2024 of the Company to be held at the Meeting Room One at 12th Floor, Tower A, Hui Xin Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC on Wednesday, 13 March 2024 at 9:00 a.m.
“EGM Notice”	the notice dated 23 February 2024 in relation to the convening of the EGM as set out on pages 7 to 8 of this circular
“Group”	the Company and its subsidiaries at the relevant time
“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
“Latest Practicable Date”	20 February 2024, being the latest practicable date for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

Mr. YANG Hua-Sen

Ms. ZHANG Wen-Lei

Legal address:

No. 8 Bei Chen Dong Road

Chao Yang District

Beijing

The PRC

Independent non-executive Directors

Dr. CHOW Wing-Kin, Anthony

Mr. GAN Pei-Zhong

Mr. CHEN De-Qiu

Principal place of business in Hong Kong:

26th Floor, Jardine House

1 Connaught Place

Central

Hong Kong

23 February 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED ELECTION OF EXECUTIVE DIRECTOR AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

1. INTRODUCTION

The main purpose of this circular is to provide you with information on matters in relation to proposed election of executive Director and to seek your approval of the ordinary resolution in relation to the matter at the EGM.

2. PROPOSED ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 6 February 2024 in relation to the appointment of general manager and proposed appointment of executive Director.

LETTER FROM THE BOARD

The Board has approved the resolution on 6 February 2024 to nominate Ms. LIANG Jie (“**Ms. LIANG**”) as a candidate for executive Director of the ninth session of the Board for a term of office coinciding with that of the ninth session of the Board, and put forward the resolution with respect to proposed appointment of Ms. LIANG as an executive Director in the form of ordinary resolution at the EGM for the consideration of Shareholders.

The biographical details of Ms. LIANG are as follows:

Ms. LIANG Jie, aged 54, successively graduated from China University of Political Science and Law and Tsinghua University with a bachelor’s degree in law and a postgraduate degree in business administration. Ms. LIANG served as the director-general of the Investment Promotion Agency under the Beijing Municipal Administrative Commission of Zhongguancun Science Park (Haidian Park) (Haidian Investment Promotion Agency), the executive deputy director of the Administrative Commission of Zhongguancun Science Park (Haidian Park), the deputy secretary of the Working Committee of Zhongguancun Science Park (Haidian Park), the director of the Haidian District Science & Technology Commission, and the deputy director, secretary of Party group and director of the Haidian District Commission of Development and Reform. From September 2016 to January 2024, Ms. LIANG successively served as deputy general manager of Shougang Corp, and deputy general manager, general legal counsel and chief compliance officer of Shougang Group Co., Ltd. Ms. LIANG currently serves as the general manager of the Company and a director of Beijing North Star Industrial Group Limited Liabilities Company, the controlling Shareholder of the Company. Ms. LIANG possesses extensive experience in corporate operation and management, legal and compliance as well as risk prevention and control.

As at the Latest Practicable Date, Ms. LIANG has no interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date, Ms. LIANG confirmed that (i) she did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong and/or overseas in the last three years, nor did she hold any other major appointments or professional qualifications; (ii) she did not hold any other position in the Company or other members of the Group; and (iii) she did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Ms. LIANG’s term of office will commence from the date of her election as an executive Director of the Company at the EGM to the date of the 2023 annual general meeting of the Company. The Company will enter into a service contract with Ms. LIANG. Generally, director’s remuneration is subject to the confirmation by the Shareholders at the annual general meeting of the Company.

Save as disclosed above, as at the Latest Practicable Date, there is no matter in relation to the election of Ms. LIANG as an executive Director which needs to be brought to the attention of the Shareholders, and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Subject to the approval of the Shareholders at the EGM for the proposed election of executive Director, the Company will make an announcement as soon as possible in accordance with the requirements of Rule 13.51 of the Listing Rules.

LETTER FROM THE BOARD

3. EGM

The EGM Notice is set out on pages 7 to 8 of this circular for consideration of the resolution relating to the election of executive Director.

The Company will convene the EGM at Meeting Room One at 12th Floor, Tower A, Hui Xin Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC on Wednesday, 13 March 2024 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 after the close of office hours, i.e. 4:30 p.m. on Friday, 8 March 2024 are entitled to attend and vote at the EGM. The register of Shareholders of the Company will be closed from Friday, 8 March 2024 to Wednesday, 13 March 2024 (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 Thursday, 7 March 2024.

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 not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 12 March 2024 at 9:00 a.m. (Hong Kong time)).

4. VOTING BY WAY OF POLL

Pursuant to Article 85 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 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.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Board believes that the resolution set out in the EGM Notice is 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 resolution set out in the EGM Notice.

Yours faithfully,

By order of the Board

BEIJING NORTH STAR COMPANY LIMITED

LI Wei-Dong

Chairman

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024



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 FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Notice is hereby given that the first extraordinary general meeting of 2024 (the “**EGM**”) of Beijing North Star Company Limited (the “**Company**”) will be held at the Meeting Room One at 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 Wednesday, 13 March 2024 at 9:00 a.m. for the following purpose:

ORDINARY RESOLUTION

To consider and approve the resolution on the election of Ms. LIANG Jie as an executive director of the ninth session of the board of directors of the Company.

By order of the board of directors
BEIJING NORTH STAR COMPANY LIMITED
LI Wei-Dong
Chairman

Beijing, the PRC, 23 February 2024

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 East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the meeting (i.e. not later than 12 March 2024 at 9:00 a.m. (Hong Kong time)) or 24 hours before the time appointed for taking the poll.
3. A Shareholder or his proxy shall produce his own identity proof documentation when attending the meeting. A Shareholder attending the meeting in person shall produce (i) the document of his identity; and (ii) the evidence of his shareholding. A proxy who has been appointed to attend the meeting on behalf of others shall produce (i) the document of his identity; (ii) the proxy form; and (iii) the evidence of shareholding.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

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 governing bodies. If a corporate Shareholder appoints its legal representative to attend the meeting, the legal representative shall produce (i) the document of his identity; (ii) valid proof of his 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 behalf, the proxy shall produce (i) the document of his identity; (ii) the written proxy form 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 governing bodies 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 Friday, 8 March 2024 to Wednesday, 13 March 2024 (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 Thursday, 7 March 2024.
5. Shareholders whose names appear in the register of Shareholders after the close of office hours, i.e. 4:30 p.m. on Friday, 8 March 2024 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. Regarding this notice, the biographical details of the candidate to be elected as an executive director of the Company are set out in the circular to be dispatched to the Shareholders on 23 February 2024.
9. As at the date of this notice, the board of directors comprises six directors, of which Mr. LI Wei-Dong, Mr. YANG Hua-Sen and Ms. ZHANG Wen-Lei are executive directors and Dr. CHOW Wing-Kin, Anthony, Mr. GAN Pei-Zhong and Mr. CHEN De-Qiu are independent non-executive directors. Should there be any discrepancies between the Chinese and English versions of this notice, the Chinese version shall prevail.