



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)

**PROXY FORM FOR HOLDERS OF H SHARES FOR USE AT THE FIRST
EXTRAORDINARY GENERAL MEETING OF 2019**

I/We ^(note 1) _____ of _____

being the registered holders of ^(note 2) _____ H Share(s) in

BEIJING NORTH STAR COMPANY LIMITED (the “Company”), **HEREBY APPOINT** ^(notes 3 & 4) _____
of _____

or failing him ^(notes 3 & 4) _____ of _____

or ^(note 4) failing him, the Chairman of the meeting or any director of the Company as my/our proxy in respect of ^(note 5) _____

H share(s) in the capital of the Company held by me/us to attend and act for me/us at the First Extraordinary General Meeting of 2019 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 People's Republic of China (the “PRC”) on Tuesday, 27 August 2019 at 9:00 a.m. or at any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions as hereunder indicated.

SPECIAL RESOLUTIONS		For ^(note 6)	Against ^(note 6)	Abstain ^(note 6)
1.	To consider and approve the “Amendments to the Articles of Association” of the Company.			
2.	To consider and approve “The resolution on the proposed amendments to ‘resolution on authorisation in relation to provision of guarantee of the Company’” of the Company.			

Date: _____ 2019

Signature(s) ^(note 7): _____

Notes:

- Please insert full name(s) and address(es) (as shown on the register of shareholders) in **BLOCK CAPITALS**.
- Please insert the number of all the H shares of the Company registered in your name(s).
- Any shareholder of the Company entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Please insert the name and address of the proxy desired and strike out the words “or failing him, the chairman of the meeting or any director of the Company”. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANY DIRECTOR OF THE COMPANY WILL ACT AS YOUR PROXY.**
- Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- Important:** If you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. If you wish to abstain from voting on any resolution, tick in the box marked “Abstain”. If you wish to vote the number of H share(s) to which this proxy form relates, please state the exact number of shares in lieu of a tick in the relevant box. In the event that the proxy could not vote such number of H Share(s) due to absence of any instruction from the Shareholder he or she represents, or the incompleteness, unclearness or ambiguity of such instruction, the proxy does not need to tick any box.

7. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of a director or attorney duly authorised in writing.
8. In order to be valid, this proxy form 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 for holding the meeting or 24 hours before the time appointed for taking the poll.
9. A shareholder or his proxy shall produce his own identity proof documentation when attending the meeting. An individual shareholder attending the meeting in person shall produce (i) his own identity document; and (ii) the evidence of his shareholding. A proxy who has been appointed to attend the meeting on behalf of others shall produce (i) his own identity document; (ii) the power of attorney; 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) his own identity document; (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) his own identity document; (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) his own identity document; (ii) a notarially certified copy of the resolution or authority of appointment; and (iii) the evidence of shareholding.
10. Should there be any discrepancies between the Chinese and English versions of this form, the Chinese version shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to Personal Data Privacy Officer of Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.