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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)

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 annual general meeting (the “**2019 AGM**”) of Beijing North Star Company Limited (the “**Company**”) will be held at the 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, 16 June 2020 at 9:00 a.m. for the following purpose:

SPECIAL RESOLUTIONS

1. To consider and approve “Amendments to the Articles of Association” of the Company.
2. To consider and approve “Amendments to the Rules of Procedures of the General Meeting” of the Company.
3. To consider and approve “The resolution on authorisation in relation to provision of guarantee” of the Company.
4. To consider and approve “The resolution on grant of general mandate for issuance of Shares” of the Company.
5. To consider and approve “The resolution on the Company's registration and issuance of perpetual medium term notes in an amount of not more than RMB3.5 billion” of the Company.
6. To consider and approve “The resolution on the Company's registration and issuance of medium term notes in an amount of not more than RMB3 billion” of the Company.

7. To consider and approve “The resolution on grant of general mandate for issuance of debt financing instruments” of the Company.

ORDINARY RESOLUTIONS

8. To consider and approve the financial report of the Company for the year of 2019 prepared in accordance with the PRC accounting standards and Hong Kong generally accepted accounting principles respectively.
9. To consider and approve the report of the Directors of the Company for the year of 2019 prepared in accordance with the relevant regulations and requirements of the PRC and Hong Kong for disclosure in annual report respectively.
10. To consider and approve the report of the Supervisory Committee of the Company for the year of 2019.
11. To consider and approve the scheme of profit distribution and capital reserve fund conversion of the Company for the year of 2019.

As audited by PricewaterhouseCoopers Zhong Tian LLP, net profit attributable to holders of ordinary shares of the Company for the year of 2019 amounted to RMB1,537,090,074, and 10% of the net profit as shown in the financial statement of the Company, i.e. RMB64,746,072, was appropriated to the statutory surplus reserve. A cash dividend of RMB0.15 per share is proposed to be distributed for the year of 2019, totaling RMB505,053,000 (tax inclusive). A separate announcement will be made in respect of the specific date and method for distribution of the dividends. During the year, the Company did not implement the scheme of capital reserve fund conversion.

12. To consider and approve “The resolution on remuneration of the Directors” of the Company.
13. To consider and approve “The resolution on remuneration of the Supervisors” of the Company.
14. To consider and approve “The resolution on the adjustment to the remuneration of the Company’s independent non-executive Directors” of the Company.
15. To consider and approve “The resolution on the re-appointment of the auditors for the year of 2020” of the Company.

As PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers performed their duties in a strict, objective, fair and independent way for the Company’s audit work in 2019, which demonstrated their excellent professional standards and professional ethics, it was proposed to reappoint PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the domestic and international auditors of the Company for the year 2020; their remuneration for the year 2020 shall not exceed the total remuneration paid by

the Company for the year 2019 if the scope of audit remains the same as that in 2019, and shall be determined through negotiation between the Company and the auditors if there any change in the scope of audit.

16. To consider and approve “The resolution on the renewal of liability insurance for the Directors, Supervisors and senior management” of the Company.

To submit for consideration and approval of the renewal of the liability insurance for the Directors, Supervisors and senior management of the Company with a coverage of not more than RMB100 million from AIG Insurance Company China Limited upon the expiry thereof; and to authorise the Board to negotiate and determine the insurance premium with AIG Insurance Company China Limited, according to the insurance premium paid for the period and with reference to the insurance premium standards of the same kind of insurance products offered by other insurance companies.

17. To consider and approve “The resolution on the election of Mr. ZHANG Sheng-Huai as a Company’s independent non-executive Director of the Eighth Session of the Board” of the Company.

18. To consider and approve “The resolution on the election of Supervisors representing the Shareholders” of the Company. (The proposal adopts a cumulative voting system)

(a) To consider and approve “The resolution on the election of Ms. LI Xue-Mei as a Company’s Supervisor representing the Shareholders of the Eighth Session of Supervisory Committee” of the Company.

(b) To consider and approve “The resolution on the election of Mr. HU Hao as a Company’s Supervisor representing the Shareholders of the Eighth Session of Supervisory Committee” of the Company.

(c) To consider and approve “The resolution on the election of Mr. MO Fei as a Company’s Supervisor representing the Shareholders of the Eighth Session of Supervisory Committee” of the Company.

By order of the Board
BEIJING NORTH STAR COMPANY LIMITED
GUO Chuan
Executive Director and Company Secretary

Beijing, PRC, 29 April 2020

As at the date of this notice, the Board of the Company comprises nine directors, of whom six are executive Directors, namely, Mr. HE Jiang-Chuan, Mr. LI Wei-Dong, Ms. LI Yun, Mr. CHEN De-Qi, Ms. ZHANG Wen-Lei and Mr. GUO Chuan, and three are independent non-executive Directors, namely, Mr. FU Yiu-Man, Mr. DONG An-Sheng and Mr. WU Ge.

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 H Shareholders 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 15 June 2020 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.

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 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 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 Monday, 18 May 2020 to Tuesday, 16 June 2020 (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 2019 AGM, 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 1712–16, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 15 May 2020.
5. Shareholders whose names appear in the register of Shareholders after the close of the office hours, i.e. 4:30 p.m. on Friday, 15 May 2020 are entitled to attend and vote at the meeting.
6. Subject to the approval of the Shareholders at the annual general meeting, the proposed final dividend will be payable to the Shareholders whose names appear on the register of Shareholders of the Company after the close of the office hours, i.e. 4:30 p.m. on Tuesday, 30 June 2020. The register of Shareholders of the Company will be closed from Monday, 22 June 2020 to Tuesday, 30 June 2020 (both days inclusive), during which no transfer of the Company’s shares will be registered. In order to be qualified for the proposed final dividend, all completed transfer documents, accompanied by the relevant share certificates, must be lodged with the H share registrar of the Company, Hong Kong Registrars Limited at Shops 1712–16, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 19 June 2020.

7. Shareholders who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company's legal address at No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC on or before Wednesday, 27 May 2020. The reply slip may be delivered to the Company by hand, by post, by cable or by fax No. (8610) 6499-1352.
8. 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 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 Rule 13.39(5) of the Listing Rules.
9. The 2019 AGM is not expected to take more than half a day. Shareholders or their proxies shall be responsible for their own travel and accommodation expenses.
10. Regarding resolutions no.1 and 2 set out in this notice, information regarding the proposed amendments to the Articles of Association of the Company and the proposed amendments to the rules of procedures of the general meeting are set out in the Appendices I and II to the circular dispatched to the Shareholders on 29 April 2020.
11. Regarding resolutions no.17 and 18 set out in this notice, the biographies of the candidates proposed to be elected as Independent Non-executive Director and Supervisors representing the shareholders (including the remunerations of directors and supervisors) are set out in Appendix III to the circular dispatched to the Shareholders on 29 April 2020.
12. Should there be any discrepancies between the Chinese and English versions of this notice, the Chinese version shall prevail.
13. As at the date of this notice, the board of directors comprises 9 directors, of which Mr. HE Jiang-Chuan, Mr. LI Wei-Dong, Ms. LI Yun, Mr. CHEN De-Qi, Ms. ZHANG Wen-Lei and Mr. GUO Chuan are executive directors and Mr. FU Yiu-Man, Mr. DONG An-Sheng and Mr. WU Ge are independent non-executive directors.