



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 ANNUAL 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) _____

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

or 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 Annual General Meeting of 2019 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 People's Republic of China (the “PRC”) on Tuesday, 16 June 2020 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, or if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		For ^(note 6)	Against ^(note 6)	Abstain ^(note 6)
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			
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 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			

ORDINARY RESOLUTIONS		For ^(note 6)	Against ^(note 6)	Abstain ^(note 6)
16.	To consider and approve “The resolution on the renewal of liability insurance for Directors, Supervisors and senior management” of the Company			
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	Cumulative Voting ^(note 7) (Please fill in the number of votes in resolution 18 (a) to 18 (c) in the box below)		
	(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 the 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			

Date: _____ 2020

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. Failure to tick any box will entitle your proxy to cast your vote at his discretion.
- Cumulative voting system will be adopted in resolution 18 in relation to the election of Supervisors.
Cumulative voting system refers to where two or more Directors or Supervisors are to be elected at the general meeting, the number of votes for each share held by a Shareholder shall be equal to the aggregate number of Directors or Supervisors for election under the resolution. The Shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons.
No ballot will be cast “For”, “Against” or “Abstain” in cumulative voting. You are requested to fill in the corresponding number of votes in the “cumulative voting” column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum number of votes under each resolution, and does not need to be the integral multiples of the number of shares held by you. If you mark “✓” in the blank against the name of each candidate, you will be deemed to cast your total number of vote equally amongst the corresponding candidates.
- 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.
- 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 (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.
- 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, 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.
- Should there be any discrepancies between the Chinese and English versions of this form, the Chinese version shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

- “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”).
- 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.
- 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.
- 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.