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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 2022 ANNUAL GENERAL MEETING**

**Notice is hereby given** that the 2022 annual general meeting (the “**2022 AGM**”) 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 Thursday, 11 May 2023 at 9:00 a.m. for the following resolutions:

**SPECIAL RESOLUTIONS**

1. “Amendments to the Articles of Association” of the Company.
2. “Amendments to the Rules of Procedures of the General Meetings” of the Company.
3. “Amendments to the Rules of Procedures of the Board of Directors” of the Company.
4. “The resolution on estimation of guarantee limit for the year of 2023” of the Company.
5. “The resolution on grant of general mandate for issuance of Shares” of the Company.
6. “The resolution on grant of general mandate for issuance of debt financing instruments” of the Company.

**ORDINARY RESOLUTIONS**

7. The financial report of the Company for the year of 2022 prepared in accordance with the PRC accounting standards and Hong Kong generally accepted accounting principles respectively.
8. The report of the Board of the Company for the year of 2022 prepared in accordance with the relevant regulations and requirements of the PRC and Hong Kong for disclosure in annual report respectively.
9. The report of the Supervisory Committee of the Company for the year of 2022.

10. The scheme of profit distribution of the Company for the year of 2022.

As audited by PricewaterhouseCoopers Zhong Tian LLP, net profit attributable to holders of ordinary shares of the Company for the year of 2022 amounted to RMB-1,600,875,123, and 10% of the net profit as shown in the financial statement of the parent company, i.e. RMB2,035,258, was appropriated to the statutory surplus reserve. As at the end of 2022, the distributable profit of the parent company is RMB2,083,485,234. As at the end of 2022, no profit distribution will be made for the year 2022 nor will any other form of distribution including the scheme of capital reserve fund conversion be implemented.

11. “Duty Report of the Independent Directors for 2022” of the Company.
12. “The resolution on remuneration of the Directors” of the Company.
13. “The resolution on remuneration of the Supervisors” of the Company.
14. “The resolution on the re-appointment of the auditors for the year of 2023” 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 2022, which demonstrated their excellent professional standards and professional ethics, it was proposed to approve and re-appoint PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the domestic and international auditors of the Company for the year 2023; their remuneration for the year 2023 shall not exceed the total remuneration paid by the Company for the year 2022 if the scope of audit remains the same as that in 2022, and shall be determined through negotiation between the Company and the auditors if there is any change in the scope of audit.

15. “The resolution on provision of financial assistance for the year of 2023” of the Company.

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

Beijing, PRC, 4 April 2023

*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 10 May 2023 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 Friday, 5 May 2023 to Thursday, 11 May 2023 (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 2022 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 Thursday, 4 May 2023.
5. Shareholders whose names appear in the register of Shareholders on Friday, 5 May 2023 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 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 2022 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.
8. Should there be any discrepancies between the Chinese and English versions of this notice, the Chinese version shall prevail.
9. As at the date of this notice, 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.