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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 2023 ANNUAL GENERAL MEETING**

**Notice is hereby given** that the 2023 annual general meeting (the “**2023 AGM**”) of Beijing North Star Company Limited (the “**Company**”) will be held at 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, 16 May 2024 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 for Shareholders’ General Meetings” of the Company.
3. “Amendments to the Rules of Procedures for the Meetings of the Board of Directors” of the Company.
4. “Amendments to the Rules of Procedures for Meetings of the Supervisory Committee” of the Company.
5. “Amendments to the Working Policy for Independent Directors” of the Company.
6. “The resolution on estimation of guarantee limit for the year of 2024” of the Company.
7. “The resolution on grant of general mandate for issuance of shares” of the Company.
8. “The resolution on grant of general mandate for issuance of debt financing instruments” of the Company.

**ORDINARY RESOLUTIONS**

9. The financial report of the Company for the year of 2023 prepared in accordance with the PRC accounting standards and Hong Kong generally accepted accounting principles respectively.

10. The report of the board of directors of the Company for the year of 2023 prepared in accordance with the relevant regulations and requirements of the PRC and Hong Kong for disclosure in annual report respectively.
11. The report of the supervisory committee of the Company for the year of 2023.
12. The scheme of profit distribution and the scheme of capital reserve fund conversion of the Company for the year of 2023.

As audited by PricewaterhouseCoopers Zhong Tian LLP, net profit attributable to holders of ordinary shares of the Company for the year of 2023 amounted to RMB68,064,279, and 10% of the net profit as shown in the financial statement of the parent company, i.e. RMB41,879,838, was appropriated to the statutory surplus reserve. As at the end of 2023, the distributable profit of the parent company is RMB2,460,403,778. It is proposed that a cash dividend of RMB0.20 (tax inclusive) for every 10 shares to holders of ordinary shares will be distributed for the year 2023. As of 31 December 2023, the total share capital of the Company was 3,367,020,000 shares, based on which the Company proposed to distribute cash dividends totalling RMB67,340,400 (tax inclusive), accounting for 98.94% of the net profit attributable to holders of ordinary shares of the Company. A separate announcement will be made in respect of the specific time and method of the distribution. During the year, the Company did not implement the scheme of capital reserve fund conversion.

In case of any change in the total share capital of the Company before the date of registration for the implementation of the equity distribution, the distribution ratio per share will remain unchanged and the total distribution amount will be adjusted accordingly with specific adjustments to be announced separately.

13. “Duty report of the independent directors for the year of 2023” of the Company.
14. “The resolution on provision of financial assistance for the year of 2024” of the Company.
15. “Proposed shareholders dividend distribution and return plan (2024-2026)” of the Company.
16. “The resolution on the election of directors (excluding independent non-executive directors)” of the Company (this resolution is subject to the cumulative voting system).
  - (a) The election of Mr. LI Wei-Dong as an executive director of the Company for the next session.
  - (b) The election of Ms. LIANG Jie as an executive director of the Company for the next session.

- (c) The election of Mr. YANG Hua-Sen as an executive director of the Company for the next session.
  - (d) The election of Ms. ZHANG Wen-Lei as an executive director of the Company for the next session.
  - (e) The election of Mr. HU Hao as a new executive director of the Company for the next session.
  - (f) The election of Mr. WEI Ming-Qian as a new executive director of the Company for the next session.
17. “The resolution on election of the independent non-executive directors” of the Company (this resolution is subject to the cumulative voting system).
- (a) The election of Dr. CHOW Wing-Kin, Anthony as an independent non-executive director of the Company for the next session.
  - (b) The election of Mr. GAN Pei-Zhong as an independent non-executive director of the Company for the next session.
  - (c) The election of Mr. CHEN De-Qiu as an independent non-executive director of the Company for the next session.
18. “The resolution on remuneration of directors” of the Company.
19. “The resolution on the election of supervisors” of the Company (this resolution is subject to the cumulative voting system).
- (a) The election of Ms. DU Yan as the shareholder representative supervisor of the Company for the next session.
  - (b) The election of Ms. HE Shu-Fang as the new shareholder representative supervisor of the Company for the next session.
20. “The resolution on remuneration of supervisors” of the Company.

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

Beijing, PRC, 16 April 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 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 May 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.

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 Thursday, 9 May 2024 to Thursday, 16 May 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 2023 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 Rooms 1712—16, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 8 May 2024.
5. Shareholders whose names appear in the register of Shareholders on Thursday, 9 May 2024 are entitled to attend and vote at the meeting.
6. Subject to the approval of the Shareholders at the 2023 AGM, the proposed final dividend will be payable to the Shareholders whose names appear on the register of Shareholders at the close of business at 4:30 p.m. on Wednesday, 29 May 2024 and the register of Shareholders will be closed from Wednesday, 22 May 2024 to Wednesday, 29 May 2024, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s H share registrar, Hong Kong Registrars Limited at Rooms 1712—16, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 21 May 2024.
7. 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 shareholders’ general meetings will be taken by way of 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.
8. The 2023 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.
9. Information on the proposed formulation of shareholders dividend distribution and return plan in relation to resolution no. 15 of this notice is set out in Appendix VI to the circular dated 16 April 2024 dispatched to the Shareholders.

10. The biographical details of the candidates for election as directors of the Company (the “**Directors**”) and the candidates for election as supervisors of the Company (the “**Supervisors**”) in respect of the resolutions nos. 16, 17 and 19 of this notice (including the remuneration of the Directors and the remuneration of the Supervisors) are set out in Appendix VII of the circular dated 16 April 2024 dispatched to the Shareholders.
11. In relation to the resolutions nos. 16, 17 and 19 of this notice, the resolutions will be subject to the cumulative voting system. The cumulative voting system means that when two or more Directors or Supervisors (as the case may be) under the same proposal are elected in a shareholders’ general meeting, each share held by the Shareholders who participate in the poll shall have the voting rights equal to the total number of candidate Directors or Supervisors (as the case may be) proposed for election under the same proposal, and the Shareholders may elect one person with all the voting rights or vote separately for several candidates. If the total number of voting rights exercised by a Shareholder in respect of a certain number of candidates is more than the total number of voting rights of all the shares held by that Shareholder, the vote shall be invalid and deemed to be an abstention; if the total number of voting rights exercised by a Shareholder in respect of a certain number of candidates is less than the total number of voting rights of all the shares held by that Shareholder, the vote shall be valid and the difference shall be deemed to be an abstention. If a candidate for Director or Supervisor (as the case may be) receives more than one-half of the total number of voting shares represented at the shareholders’ general meeting (based on the number of shares not yet accumulated) and the number of votes cast in favor of the candidate exceeds the number of votes cast against the candidate, he or she shall be deemed to be the successful candidate. If the number of Directors or Supervisors (as the case may be) elected at the shareholders’ general meeting is less than the number of candidates to be elected, a new round of voting shall be conducted for the unsuccessful candidates in respect of the missing quota until all the Directors or Supervisors (as the case may be) are elected. In conducting the aforesaid new round of voting for the election, the cumulative number of votes cast by the Shareholders shall be recalculated in accordance with the number of candidates to be elected in each round of election.
12. In the event of discrepancies between the English and Chinese versions of this notice, the Chinese version shall prevail.
13. As at the date of this notice, the board of Directors comprises seven Directors, of which Mr. LI Wei-Dong, Ms. LIANG Jie, 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.