

# 股東週年大會通告

## Notice of Annual General Meeting

茲公告北京北辰實業股份有限公司（「本公司」）定於二零零二年五月二十九日（星期三）上午十時在中華人民共和國（「中國」）北京，北京國際會議中心舉行股東週年大會，藉以處理下列事項：

1. 審議及批准二零零一年度董事會報告。
2. 審議及批准二零零一年度監事會報告。
3. 審議及批准二零零一年度經審核的財務報表及核數師報告。
4. 審議及批准二零零一年度利潤分配方案。
5. 審議及批准楊振鑫先生辭去本公司獨立非執行董事職務。
6. 審議及批准張連芳先生辭去本公司執行董事職務，並授權董事會按董事會認為合適的條款及條件終止本公司與張連芳先生訂立之服務合同及採取一切行動及事宜以促使此等事項生效。
7. 審議及批准王剛先生辭去由股東代表出任的監事職務。
8. 審議及批准周燕榮女士接任由股東代表出任的監事職務，任期至2003年本公司股東週年大會之日為止。

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Beijing North Star Company Limited (the "Company") will be held at Beijing International Convention Centre, Beijing, the People's Republic of China ("PRC") at 10:00 a.m. on Wednesday, 29th May, 2002 for the following purposes:

1. To consider and approve the report of the Board of Directors for the year of 2001.
2. To consider and approve the report of the Supervisory Committee for the year of 2001.
3. To consider and approve the audited financial statements and the auditors' report for the year of 2001.
4. To consider and approve the scheme of profit distribution for the year of 2001.
5. To consider and approve the resignation of Mr. YEUNG Chun-Kam (楊振鑫先生) as an independent non-executive director of the Company.
6. To consider and approve the resignation of Mr. ZHANG Lian-Fang (張連芳先生) as an executive director of the Company and to authorise the board of directors to terminate the Company's service contract with Mr. ZHANG Lian-Fang (張連芳先生) upon such terms and conditions as the Board of Directors shall think fit and to do all such acts and things to give effect to such matters.
7. To consider and approve the resignation of Mr. WANG Gang (王剛先生) as a supervisor representing the shareholders.
8. To consider and approve the appointment of Ms. ZHOU Yan-Rong (周燕榮女士) as a supervisor representing the shareholders to hold office until the date of the annual general meeting of the Company for the year of 2003.

9. 審議續聘普華永道中天會計師事務所有限公司及羅兵咸永道會計師事務所為本公司二零零二年度之境內及國際核數師，並授權董事會釐定其報酬。
9. To re-appoint PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd. and PricewaterhouseCoopers, as the Company's PRC and international auditors for the year of 2002 and authorise the Board of Directors to determine their remuneration.
10. 審議及批准以特別決議案方式通過以下議案：—
10. To consider and approve the passing of the following resolution:-
- 「在下述限額之限制下及自本決議案通過之日起12個月內，本公司可以單獨或同時分配或發行內資股、境外上市外資股，授權董事會辦理本公司增發新股的具體事項。授權有效期為12個月或到股東大會通過特別決議案撤銷或更改為止；及
- “THAT the Company be and is hereby sanctioned, subject to the limit hereinafter mentioned and within 12 months from the date of passing this resolution, to allot or issue (either separately or simultaneously), domestic shares and overseas listed foreign shares, and that the Board of Directors be and is hereby authorised to deal with matters relating to the issue of additional new shares of the Company. Such authorisation shall be valid for a period of 12 months or until revocation or variation by a special resolution passed in shareholders' general meeting; and
- 如果公司擬發行的內資股、境外上市外資股的數量各自不超過於本決議案當日該類已發行在外股份的20%，董事會可以在規定的限額內，對全部或者部份分配或發行新股的數量作出決定；及
- that the Board of Directors shall determine, within the prescribed limit, the number of new shares to be allotted or issued, whether in whole or in part, provided that the number of domestic shares and/or overseas listed foreign shares intended to be issued by the Company, in each case, shall not exceed 20% of the issued shares of that class as at the date of this resolution; and
- 授權董事會根據上述內資股、境外上市外資股的發行情況，對本公司章程第二十條及二十三條有關的條文內容進行相應的修改，以反映本公司股本結構由於分配或發行新股所發生的變動；及
- that the Board of Directors be and is hereby authorised, according to the issue of the domestic shares and overseas listed foreign shares aforesaid, to carry out the corresponding amendments to the contents of the relevant provisions of Articles 20 and 23 of the Company's Articles of Association, so as to reflect the change in the shareholding structure of the Company as a result of the allotment or issue of new shares; and

授權董事會將有關本公司章程的修改  
上報國家有關部門申請批准及備案。」

that the Board of Directors be and is hereby authorised to submit  
the relevant amendments to the Company's Articles of Association  
to the relevant authorities of the PRC for approval and record. "

承董事會命

秘書

賀江川

中國•北京

二零零二年三月二十五日

By Order of the Board

**HE Jiang-Chuan**

Secretary

Beijing, PRC,

25th March, 2002

附註：

1. 有資格出席上述會議及於會上投票的本公司股東，均可依照本公司之公司章程委派一名或多名代理人出席會議及代其投票；代理人毋須為本公司股東。
2. H股股東代理人委任表格及如果該代理人委任表格由他人根據授權書或其他授權文件代表委託人簽署，經由公證律師證明之該等授權書或其他授權文件的副本，必須最遲於此會議召開前二十四小時或指定投票方式表決時間前二十四小時送達本公司H股過戶登記處香港中環德輔道中199號維德廣場二樓香港證券登記有限公司，方為有效。
3. 股東或其代理人出席會議時應出示本人身份證明文件。
4. 本公司將於二零零二年四月二十九日(星期一)至二零零二年五月二十九日(星期三)(首尾兩天包括在內)暫停辦理股東名冊變更登記。
5. 於二零零二年四月二十九日(星期一)已經登記在股東名冊上的股東有權出席會議並進行表決。

Notes:

1. Any 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 of holders of H Shares 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 at the Company's H Share Registrars, Hong Kong Registrars Limited at 2/F., Vicwood Plaza, 199 Des Voeux Road Central, 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.
3. Shareholders or their proxies shall produce their identity documents when attending the meeting.
4. The register of shareholders of the Company will be closed from Monday, 29th April, 2002 to Wednesday, 29th May, 2002 (both dates inclusive), during which period no transfer of shares will be registered.
5. Shareholders whose names appear in the register of shareholders on Monday, 29th April, 2002 are entitled to attend and vote at the meeting.

6. 擬出席會議的股東應當填妥出席會議的回條並將回條於二零零二年五月九日（星期四）或該日之前送達本公司法定地址中國北京市朝陽區北四環中路 8 號。回條可親身交回本公司，亦可以郵遞、電報或圖文傳真方式交回，圖文傳真號碼為 (8610) 6499-1352。
7. 截至二零零一年十二月三十一日止年度的末期股息預計於二零零二年六月六日（星期四）或之前派發予在二零零二年五月七日（星期二）已登記在股東名冊上的股東。
8. 凡欲獲派上述末期股息而尚未登記過戶的 H 股持有人，必須於二零零二年四月二十六日（星期五）下午四時正或之前，將過戶文件連同有關股票，一併送達本公司 H 股過戶登記處香港證券登記有限公司。
9. 股東週年大會預期需時不超過半天，往返及食宿費用自理。
10. 關於本通告第 5 項，本公司已接獲楊振鑫先生提出辭任本公司獨立非執行董事之函件。然而，該項辭任仍有待本公司股東於股東大會上批准。
11. 關於本通告第 6 項，本公司已接獲張連芳先生提出辭任本公司執行董事之函件。然而，該項辭任仍有待本公司股東於股東大會上批准。
12. 關於本通告第 7 項，本公司已接獲王剛先生提出辭任本公司由股東代表出任的監事之函件。然而，是項辭任仍有待本公司股東於股東大會上批准。
6. 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 Si Huan Zhong Road, Chao Yang District, Beijing, the People's Republic of China on or before Thursday, 9th May, 2002. The reply slip may be delivered to the Company by hand, by post, by cable or by fax no. (8610) 6499-1352.
7. The final dividend for the year ended 31st December, 2001 is expected to be paid on or before Thursday, 6th June, 2002 to the shareholders whose names appear on the register of shareholders on Tuesday, 7th May, 2002.
8. In order to qualify for the final dividend mentioned above, holders of H shares whose transfers have not been registered shall deposit the transfers at the Company's H Share Registrars, Hong Kong Registrars Limited together with the relevant share certificates not later than 4:00 p.m. on Friday, 26th April, 2002.
9. The annual general meeting is not expected to take more than half a day. Shareholders or their proxies attending the annual general meeting shall be responsible for their own travel and accommodation expenses.
10. Concerning item 5 of this notice, the Company has received a letter from Mr. YEUNG Chun-Kam (楊振鑫先生) resigning as an independent non-executive director of the Company. However, the resignation is still subject to the approval by the shareholders of the Company in general meeting.
11. Concerning item 6 of this notice, the Company has received a letter from Mr. ZHANG Lian-Fang (張連芳先生) resigning as an executive director of the Company. However, the resignation is still subject to the approval by the shareholders of the Company in general meeting.
12. Concerning item 7 of this notice, the Company has received a letter from Mr. WANG Gang (王剛先生) resigning as a supervisor representing the shareholders of the Company. However, such resignation is still subject to the approval by the shareholders of the Company in general meeting.

13. 關於本通告第8項，董事會茲聲明本公司一位股東已參照公司章程第97條之規定給本公司書面通知有意提名周燕榮女士為由股東代表出任的監事以替代王剛先生，而周燕榮女士亦已給本公司書面通知，表明願意接受提名。周燕榮女士，52歲，高級會計師，大學文化，從1991年起一直在北京北辰實業集團公司擔任財務領導工作，具有豐富的財務經驗。
14. 關於本通告第10項，要求股東批准授權是為了確保當本公司需要發行新股份時，董事會得以靈活地及酌情分配及發行新股，董事會聲明本公司現時並無計劃根據該項授權發行任何新股份及倘若未來有該等意圖發行任何新股份，任何該等發行仍需受中國有關規則和法規所限制。
13. Concerning item 8 of this notice, the directors wish to state that a shareholder of the Company has given written notice to the Company by reference to Article 97 of the Company's Articles of Association of the intention to nominate Ms. ZHOU Yan-Rong (周燕榮女士) as candidate for election as a supervisor representing the shareholders of the Company to replace Mr. WANG Gang (王剛先生) and Ms. ZHOU Yan-Rong (周燕榮女士) has given written notice to the Company of her willingness to accept the nomination. Ms. ZHOU Yan-Rong (周燕榮女士), aged 52, is a senior accountant with university education level. She has acted as the head of the finance operation in Beijing North Star Industrial Group Company since 1991 and has ample financial experience.
14. Concerning item 10 of this notice, approved is sought from shareholders as a mandate in order to ensure that in the event it becomes desirable for the Company to issue any new shares, the Board of Directors is given the flexibility and discretion to allot and issued new shares. The Board of Directors wishes to state that the Company has no immediate plans to issue any new shares pursuant to such mandate and should there be such intention to issue any new shares in the future, any such issue must still be subject to the relevant rules and regulations of the PRC at the relevant time.