

茲公告北京北辰實業股份有限公司(「本公司」)定於二零零七年六月十三日(星期三)上午十時在北京市朝陽區北辰東路8號北京國際會議中心311會議室舉行股東週年大會，藉以處理下列事項：

1. 審議及批准本公司二零零六年度按香港普遍採納的會計準則編制的經審核的財務報表、核數師報告及董事會報告及董事長報告。
2. 審議及批准本公司二零零六年度按中國會計準則編制的財務報表、審計報告及按照上海證券交易所上市規則及年報披露有關規定和要求編制的董事會報告。
3. 審議及批准本公司二零零六年度監事會報告。
4. 審議及批准本公司二零零六年度利潤分配方案。
5. 接納沈倚山先生辭任由本公司股東(「股東」)代表出任的監事職務，由本股東週年大會之日起生效，並授權董事會按其認為合適的條款及條件終止本公司與沈倚山先生訂立之服務合約，並採取一切行動及事宜以促使此等事項生效。
6. 選舉何文玉先生出任由股東代表出任的監事職務，任期由本股東週年大會之日起至本公司二零零九年股東週年大會之日為止，並授權董事會按其認為合適的條款及條件與何文玉先生訂立服務合約，並採取一切行動及事宜以促使此等事項生效。

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Beijing North Star Company Limited (the “Company”) will be held at Conference Room No. 311, Beijing International Convention Centre, 8 Bei Chen Dong Road, Chao Yang District, Beijing at 10:00 a.m. on Wednesday, 13th June 2007 for the following purposes:

1. To consider and approve the audited financial statements and auditors’ report of the Company for the year of 2006 prepared in accordance with the Hong Kong generally accepted accounting principles and the Report of the Directors and the Chairman’s Report.
2. To consider and approve the financial statements of the Company for the year of 2006 prepared in accordance with the PRC accounting standards and the Report of the Directors prepared in accordance with the Listing Rules of the Shanghai Stock Exchange and the relevant regulations and requirements for disclosure in annual report.
3. To consider and approve the report of the Supervisory Committee of the Company for the year of 2006.
4. To consider and approve the scheme of profit distribution of the Company for the year of 2006.
5. To accept the resignation of Mr. SHEN Yi-Shan (沈倚山先生) as a supervisor representing the shareholders of the Company (“the Shareholders”) with effect from the date of this annual general meeting and to authorise the Board of Directors to terminate the Company’s service contract with Mr. SHEN Yi-Shan upon such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.
6. To elect Mr. HE Wen Yu (何文玉先生) as a supervisor representing the Shareholders to hold office from the date of this annual general meeting to the date of the annual general meeting of the Company for the year of 2009 and to authorise the Board of Directors to enter into a service contract with Mr. HE Wen Yu upon such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.

7. 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分別為本公司二零零七年度之境內及國際核數師，並授權董事會釐定其報酬。

承董事會命
郭川
公司秘書

中國北京，二零零七年四月二十六日

附註：

1. 有資格出席上述會議及於會上投票的股東，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；代理人毋須為股東。
2. 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，倘是 H 股股東，將有關文件送達本公司 H 股過戶登記處香港證券登記有限公司，地址為香港灣仔皇后大道中 183 號合和中心 18 樓 1806-1807 室，或倘是 A 股股東，將有關文件送達本公司其法定辦事處，地址為中國北京市朝陽區北辰東路 8 號，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。個人股東出席會議的，應出示本人身份證明和持股憑證；委託代理他人出席會議的，應出示本人身份證明、代理委託書和持股憑證。

法人股東應由法定代表人或者法定代表人委託的代理人或者董事會、其他決策機構委託的代理人出席會議。法定代表人出席會議的，應出示本人身份證明、能證明其具有法定代表人資格的有效證明和持股憑證；法定代表人委託的代理人出席會議的，代理人應出示本人身份證明、法人股東單位的法定代表人依法出具的書面委託書和持股憑證；法人股東的董事會或者其他權力機構委託法定代理人出席會議的，代理人應出示本人身份證明、經公證證實的決議或授權書副本和持股憑證。

7. To re-appoint PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd. and PricewaterhouseCoopers, as the Company's PRC and international auditors respectively for the year of 2007 and authorise the Board of Directors to determine their remuneration.

By Order of the Board
GUO Chuan
Company Secretary

Beijing, PRC, 26th April 2007.

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.
2. In order to be valid, the proxy form of holders of 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, in the case of holders of H Shares, with the Company's H Share Registrars, Hong Kong Registrars Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, in the case of holders of A Shares, at the Company at No.8 Bei Chen Dong Road, Chao Yang District, Beijing, the People's Republic of China not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
3. A shareholder or his proxy shall produce his own identity when attending the meeting. If an individual shareholder attends the meeting, he shall produce his own document of identity or certificate of proof of his shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his own document of identity, instrument of proxy and certificate of proof of shareholding.

A corporate shareholder shall attend the meeting by its legal representative or proxy appointed by its legal representative or its board of directors or other governing body. If a legal representative appointed by the corporate shareholder attends the meeting, he shall produce its own document of identity, valid identity showing that he has the qualification of legal representative and certificate of proof of shareholding. If a proxy appointed by the legal representative of the corporate shareholder attends the meeting, he shall produce his own document of identity, written power of attorney provided by the legal representative of the corporate shareholder and certificate of proof of shareholding. If a legal proxy appointed by the board of directors or other governing body of the corporate shareholder attends the meeting, the proxy shall produce his document of identity, notarial certified copy of resolution or power of attorney and certificate of proof of shareholding.

4. 本公司將於二零零七年五月十四日（星期一）至二零零七年六月十三日（星期三）（首尾兩天包括在內）暫停辦理股東名冊變更登記。
4. The register of Shareholders will be closed from Monday, 14th May 2007 to Wednesday, 13th June 2007 (both dates inclusive), during which period no transfer of shares will be registered.
5. 於二零零七年五月十四日（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。
5. Shareholders whose names appear in the register of Shareholders on Thursday, 14th May 2007 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二零零七年五月二十四日（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辰東路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。
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 Chen Dong Road, Chao Yang District, Beijing, the People's Republic of China on or before Thursday, 24th May 2007. The reply slip may be delivered to the Company by hand, by post, by cable or by fax no. (8610) 6499-1352.
7. 截至二零零六年十二月三十一日止年度的末期股息預計於二零零七年六月二十六日（星期二）或之前派發予在二零零七年五月二十一日（星期一）已登記在股東名冊上的股東。
7. The final dividend for the year ended 31st December 2006 is expected to be paid on or before Tuesday, 26th June 2007 to the Shareholders whose names appear on the register of Shareholders on Monday, 21st May 2007.
8. 凡欲獲派上述末期股息而尚未登記過戶的H股股東，必須於二零零七年五月十一日（星期五）下午四時三十分或之前，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辦理過戶登記手續，地址為香港灣仔皇后大道中183號合和中心17樓1712-16室辦理登記手續。
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 together with the relevant share certificates with the Company's H Share Registrars, Hong Kong Registrars Limited at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 11th May 2007 for registration.
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。
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. 關於本通告第5項及第6項，董事會茲宣佈由股東代表出任的監事沈倚山先生已通知本公司，由於退休，彼將辭任由股東代表出任的監事職務由股東於股東週年大會上批准起生效，並確認彼與監事會及董事會並無爭議，及並無本公司股東需要知悉有關彼辭任的其他事宜。
10. Concerning items 5 and 6 of this notice, the Board of Directors announces that Mr. SHEN Yi-Shan who is a supervisor representing the Shareholders has informed the Company about his resignation from the supervisor representing the Shareholders due to retirement with effect from the approval of the Shareholders at the annual general meeting. He further confirms that he has no disagreement with the Supervisor Committee and the Board of Directors and there is no other matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

本公司股東北京北辰集團公司已提名何文玉先生選舉為由股東代表出任的監事候選人以替代沈倚山先生，而該候選人亦已給本公司書面通知，表明願意接受提名。

The Company's shareholder, Beijing North Star Industrial Group Company has nominated Mr. HE Wen Yu as candidate for election as a supervisor representing the Shareholders in place of Mr. SHEN Yi-Shan and such candidate has given written notice to the Company of his willingness to accept the nomination.

董事會建議在股東週年大會上，將會提呈決議案接納沈倚山先生的辭任由股東代表出任的監事，及選舉何文玉先生為由股東代表出任的監事，任期由股東週年大會之日起至本公司二零零九年股東週年大會之日為止。

建議選舉為由股東代表出任的監事候選人何文玉先生的履歷資料如下：

何文玉，53歲，畢業於黑龍江省委黨校，擁有大專學歷。何先生具有20餘年市場經濟理論研究、宣傳及監察工作經驗。何先生於二零零六年八月加入本公司之母公司北京北辰實業集團公司，任黨委副書記、董事、副總經理。何先生過去三年內並無於上市公眾公司擔任董事職務或於本公司及本集團之其他成員公司擔任任何其他職位。

何先生並無持有證券及期貨條例第XV部所指之本公司股份權益。除上述所披露者外，何先生與本公司任何董事、高層管理人員、主要股東或控股股東並無任何關係。

何先生的任期由股東週年大會之日起至本公司二零零九年股東週年大會之日為止。根據股東將於股東週年大會上給予授權，本公司將會與何先生訂立服務合約。何先生將不會享有任何監事報酬。

有關選舉何文玉先生為監事之事宜，並無任何根據上市規則第13.51(2)(h)至13.51(2)(v)條的條文的任何規定而予以披露的資料，亦無涉及任何根據該等上市規則條文的任何規定而需予披露的事宜，且並無股東需要知悉任何其他的事項。

The Board of Directors proposed that resolutions will be proposed at the annual general meeting to accept the resignation of Mr. SHEN Yi-Shan as a supervisor representing the Shareholders and to elect Mr. HE Wen Yu as a supervisor representing the Shareholders to hold office from the date of the annual general meeting to the date of the annual general meeting of the Company for the year of 2009.

The biographic details of Mr. HE Wen Yu proposed as a candidate for election as a new supervisor representing the Shareholders are as follows:-

HE Wen Yu, aged 53, a graduate of the Party School of Heilongjiang Provincial Party Committee of the Communist Party of China with a tertiary education. He has over 20 years of experience in theoretical research of market economy, publicity and supervisory work. Mr. HE joined Beijing North Star Industrial Group Company, the parent company of the Company, in August 2006 as deputy secretary of the Communist Party Committee, a director and deputy general manager. Mr. HE has not held any directorship in listed public companies in the last three years or any position with the Company and other members of the Group.

Mr. HE has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. HE does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. HE's term of service as supervisor representing the Shareholders will be from the date of the annual general meeting to the date of the annual general meeting for 2009. Under an authorization to be given by the Shareholders at the annual general meeting, the Company will enter into a service contract with Mr. HE. Mr. HE will not be entitled to any supervisor's remuneration.

In relation to the election of Mr. HE as supervisor representing the Shareholders, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.