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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 THE FIRST EXTRAORDINARY GENERAL MEETING OF 2012**

**Notice is hereby given** that the first extraordinary general meeting of 2012 of Beijing North Star Company Limited (the “Company”) will be held at Meeting Room No. 201A, 2nd Floor, Beijing International Convention Centre, No.8 Bei Chen Dong Road, Chao Yang District, Beijing, the People’s Republic of China (the “PRC”) at 9:30 a.m. on Tuesday, 7 February 2012 for the purpose of considering and passing the following resolution (whether amended or not) as a special resolution of the Company:

### **SPECIAL RESOLUTION**

“To consider and approve the resolution in relation to the absorption and merger of a wholly-owned subsidiary of the Company - Beijing North Star Convention Centre Development Limited.”

By Order of the Board

**BEIJING NORTH STAR COMPANY LIMITED**

**GUO Chuan**

*Company Secretary*

Beijing, PRC, 23 December 2011

*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 on his/her behalf in accordance with the Articles of Association of the Company. A proxy need not be a Shareholder but must attend the meeting in person to represent you.
2. In order to be valid, the form of proxy for holders of H Shares and, if such form of proxy for holders of H Shares 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 Registrars, 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 or 24 hours or before the time appointed for taking the poll.
3. A Shareholder or his proxy shall produce his own identity 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 decision making 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; and (iii) the evidence of shareholding.

4. The register of Shareholders will be closed from Friday, 6 January 2012 to Tuesday, 7 February 2012 (both dates inclusive), during which period no transfer of shares will be registered.
5. Shareholders whose names appear in the register of Shareholders on Friday, 6 January 2012 are entitled to attend and vote at the meeting.

6. In order to determine the holders of H Shares entitled to attend and vote at the meeting, the holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at 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 Thursday, 5 January 2012.
7. Completion and return of the form of proxy for holders of H Shares will not preclude Shareholders of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
8. Shareholders who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company's address at Room 707, Tower A, Hui Xian Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC on or before Wednesday, 18 January 2012. The reply slip may be delivered to the Company by hand, by post, by cable or by fax no. (8610) 6499 1352.
9. The first extraordinary general meeting of 2012 is not expected to take more than half a day. Shareholders or their proxies shall be responsible for their own travel and accommodation expenses.
10. Concerning the resolution in relation to the absorption and merger of a wholly-owned subsidiary of the Company- Beijing North Star Convention Centre Development Company Limited as set out in this notice, relevant details are set out in the letter from the board of directors to be despatched to the Shareholders on 23 December 2011.
11. Should there be any discrepancies between the Chinese and English versions of this notice, the Chinese version shall prevail.
12. As at the date of this notice, the board of directors of the Company comprises 7 directors, of which Mr. HE Jiang-Chuan, Ms. ZHAO Hui-Zhi, Mr. LIU Jian-Ping, Mr. CHEN Ji are executive directors of the Company and Mr. LONG Tao, Mr. GAN Pei-Zhong and Mr. WONG Yik Chung are independent non-executive directors of the Company.