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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 2011 ANNUAL GENERAL MEETING

Notice is hereby given that the 2011 Annual General Meeting (“2011 AGM”) 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 Friday, 1 June 2012 for the following purposes:

SPECIAL RESOLUTIONS

1. To consider and approve “Amendments to the Articles of Association” of the Company.
2. To consider and approve “Amendments to the rules and procedures of the board of directors (“the Board”)” of the Company.
3. To consider and approve “Amendments to the rules and procedures of the supervisory committee” of the Company.

ORDINARY RESOLUTIONS

4. To consider and approve the audited financial statements of the Company for the year of 2011 prepared in accordance with the China accounting standards and the Hong Kong general accepted accounting principles respectively.

5. To consider and approve the report of the directors of the Company for the year of 2011 prepared in accordance with the PRC and the Hong Kong relevant regulations and requirements for disclosure in the annual reports respectively.
6. To consider and approve the report of the supervisory committee of the Company for the year of 2011.
7. To consider and approve the scheme of profit distribution and capital reserve fund conversion of the Company for the year of 2011.

As audited by PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd., the Company's net profit for 2011 amounted to RMB468,780,243, and a 10% allocation of RMB48,028,405 was made to the statutory reserve fund. The Company will declare a cash dividend of RMB0.03 per share for 2011 and a further announcement will be made as to the exact time and method of payment. The Company does not carry out any capital reserve fund conversion for the current year.

8. To consider and approve "The resolution in relation to election of the Board and appointment of additional directors" of the Company (This resolution is effected by cumulative voting process).
 - (a) To consider and approve election of Mr. He Jiang-Chuan as executive director of the Company for the next term of office;
 - (b) To consider and approve election of Ms. Zhao Hui-Zhi as executive director of the Company for the next term of office;
 - (c) To consider and approve election of Mr. Liu Jian-Ping as executive director of the Company for the next term of office;
 - (d) To consider and approve election of Mr. Zeng Jin as executive director of the Company for the next term of office;
 - (e) To consider and approve election of Mr. Long Tao as independent non-executive director of the Company for the next term of office;
 - (f) To consider and approve election of Mr. Gan Pei-Zhong as independent non-executive director of the Company for the next term of office;

- (g) To consider and approve election of Mr. Wong Yik Chung as independent non-executive director of the Company for the next term of office;
 - (h) To consider and approve appointment of Mr. Li Chang-Li as new executive director of the Company;
 - (i) To consider and approve appointment of Mr. He Wen-Yu as new executive director of the Company;
9. To consider and approve “The resolution on remuneration for the directors” of the Company.
10. To consider and approve “The resolution in relation to election of supervisory committee and appointment of additional supervisors” of the Company.
- (a) To consider and approve election of Mr. Liu Yi as supervisor representing the shareholders for the next term of office;
 - (b) To consider and approve election of Mr. Li Guorui as supervisor representing the shareholders for the next term of office;
 - (c) To consider and approve appointment of Mr. Xue Jianming as new supervisor representing the shareholders;
11. To consider and approve “The resolution on remuneration for supervisors” of the Company.

12. To consider and approve “The resolution regarding the re-appointment of the auditors” of the Company.

Re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd. and PricewaterhouseCoopers as the Company’s PRC and international auditors respectively for the year of 2012, and to be proposed at the shareholders’ general meeting to authorise the board of directors to determine their remuneration.

13. To consider and approve “The resolution regarding the establishment of nomination committee under the Board” of the Company.

By Order of the Board
BEIJING NORTH STAR COMPANY LIMITED
GUO Chuan
Company Secretary

Beijing, PRC, 16 April 2012

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 form of proxy of holders of H shares and, if such form of proxy 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 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; and (iii) the evidence of shareholding.

4. The register of Shareholders of the Company will be closed from Wednesday, 2 May 2012 to Friday, 1 June 2012 (both days inclusive), during which no transfer of the Company's shares will be registered for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the general meeting. In order to be eligible to attend and vote at the general meeting, 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 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 30 April 2012.
5. Shareholders whose names appear in the register of Shareholders on Wednesday, 2 May 2012 are entitled to attend and vote at the meeting.
6. Subject to the approval of the Shareholders at the general meeting, the proposed final dividend will be payable to the Shareholders whose names appear on the register of Shareholders of the Company on Thursday, 14 June 2012. The register of Shareholders of the Company will be closed from Thursday, 7 June 2012 to Thursday, 14 June 2012 (both days inclusive), during which no transfer of the Company's shares will be registered for the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend, 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 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 6 June 2012.
7. 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 PRC on or before Friday, 11 May 2012. The reply slip may be delivered to the Company by hand, by post, by cable or by fax no. (8610) 6499-1352.

8. 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 administration matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
9. The 2011 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.
10. Regarding resolutions 1 to 3 in this notice, information in relation to the proposed amendments to the articles of association, the proposed amendments to the rules and procedures of the Board and the proposed amendments to the rules and procedures of the supervisory committee are set out in Appendix I to III to the circular dispatched to Shareholders on 16 April 2012.
11. Regarding resolutions 8 to 11 in this notice, the biographies of the candidates for the proposed election of directors and supervisors of the Company (including remuneration for directors and supervisors) and biographies of the candidates for proposed appointment of additional directors and supervisors are set out in Appendix IV and V to the circular dispatched to Shareholders on 16 April 2012.
12. Regarding resolution 8, cumulative voting system will be used for the resolution. Cumulative voting system refers to where two or more directors are to be elected at the general meeting, the number of votes for each share held by a Shareholder shall be equal to the aggregate number of directors for election. The Shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons.
13. Should there be any discrepancies between the Chinese and English versions of this notice, the Chinese version shall prevail.
14. As at the date of this notice, the Board 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.