

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**ANNOUNCEMENT OF POLL RESULTS OF
2015 ANNUAL GENERAL MEETING AND
FIRST H SHARE CLASS MEETING OF 2016,
DIVIDEND PAYMENT AND
RESIGNATION AND ELECTION OF SUPERVISOR
REPRESENTING THE SHAREHOLDERS,
INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference are made to the notice of 2015 AGM (the “**2015 AGM Notice**”) and the notice of the first H Share class meeting of 2016 (the “**H Share Class Meeting Notice**”) and the circular (the “**Circular**”) issued by Beijing North Star Company Limited (the “**Company**”) dated 8 April 2016. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the 2015 AGM, the A Share Class Meeting and the H Share Class Meeting were successively held at 9:00 a.m. on Wednesday, 25 May 2016 at Meeting Room 307, 3rd Floor, Beijing International Convention Centre, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the PRC.

The 2015 AGM, the A Share Class Meeting and the H Share Class Meeting were validly convened in compliance with the relevant requirements of the Company Law of the PRC, the Articles of Association and other relevant regulations. Mr. HE Jiang-Chuan, the chairman of the Board, acted as chairman of the 2015 AGM, the A Share Class Meeting and the H Share Class Meeting.

For the purpose of determining Shareholders' entitlement to attend and vote at the 2015 AGM, the A Share Class Meeting and the H Share Class Meeting, the register of members of the Company was closed from 25 April 2016 to 25 May 2016 (both dates inclusive), during which period no transfer of Shares was registered. At the date of the 2015 AGM, the A Share Class Meeting and the H Share Class Meeting, the total issued Share capital was 3,367,020,000, among which 2,660,000,000 Shares were A Shares in aggregate, representing 79% of the total issued Shares on that day, and 707,020,000 Shares were H Shares, representing 21% of the total issued Shares on that day.

There was no Share entitling the holder thereof to attend the 2015 AGM and the H Share Class Meeting and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules or abstain from voting at the 2015 AGM and the H Share Class Meeting as required under the Listing Rules.

Computershare Hong Kong Investor Services Limited was appointed as the scrutineer for the poll voting process at the 2015 AGM, the A Share Class Meeting and the H Share Class Meeting.

The process of the 2015 AGM, the A Share Class Meeting and the H Share Class Meeting was witnessed by LIU Ruiqi and LIU Chang of Beijing Da Cheng Solicitors Office, who presented a legal opinion concluding that the procedures for convening and holding the 2015 AGM, the A Share Class Meeting and the H Share Class Meeting, the eligibility of the person attending the 2015 AGM, the A Share Class Meeting and the H Share Class Meeting, the matters considered, the method of voting and the voting procedures were in compliance with the relevant laws, rules and regulations and the Articles of Association.

POLL RESULTS OF THE 2015 AGM

As at the date of the 2015 AGM, the total number of Shares entitling the holders to attend and vote for or against the special resolutions and ordinary resolutions at the 2015 AGM was 3,367,020,000 Shares. Beijing North Star Industrial Group Limited Liabilities Company (“**BNS Group**”) and its associates have abstained from voting in respect of the resolutions relating to the approval of the proposed resolution of the extension of the valid period of the resolution of the Shareholders’ general meeting regarding the Non-public Issuance of A Shares of the Company, namely the special resolution No. 2 at the 2015 AGM. BNS Group holds 1,161,000,031 A Shares and hence the total number of Shares entitling the holders to attend and vote in respect of the said resolution proposed at the 2015 AGM is 2,206,019,969 Shares (including 1,498,999,969 A Shares and 707,020,000 H Shares), while the total number of Shares entitling the holders to attend and vote for or against the resolutions other than the said resolution proposed at the 2015 AGM is 3,367,020,000 Shares (including 2,660,000,000 A Shares and 707,020,000 H Shares).

14 Shareholders and their proxies (including network and non-network mode) of the Company attended the meeting, representing 1,289,159,352 Shares or 38.29% of the total issued Share capital of the Company, among which 1,208,214,271 Shares were A Shares, representing 45.42% of the total issued A Shares of the Company, and 80,945,081 Shares were H Shares, representing 11.45% of the total issued H Shares of the Company.

The followings are the poll results in respect of the resolutions proposed at the 2015 AGM:

Special Resolutions		Number of Shares voted and percentage (%) of the total number of Shares carrying voting rights held by Shareholders present at the 2015 AGM		
		For	Against	Abstain
1.	To consider and approve “The resolution on the authorization of the general meeting in relation to the corporate guarantee” of the Company	1,284,584,731 (99.645147%)	4,574,621 (0.354853%)	0 (0%)
2.	To consider and approve “The resolution on the extension of the valid period of the resolution of the Shareholders’ general meeting regarding the Non-public Issuance of A Shares of the Company” of the Company	124,301,777 (96.990040%)	3,857,544 (3.009960%)	0 (0%)
3.	To consider and approve “The resolution on the grant of a general mandate to the Board to issue Shares” of the Company	1,232,906,271 (95.636452%)	56,253,081 (4.363548%)	0 (0%)

		Number of Shares voted and percentage (%) of the total number of Shares carrying voting rights held by Shareholders present at the 2015 AGM		
		For	Against	Abstain
Special Resolutions				
4.	To consider and approve “The resolution on the extension of the authorization period of the Board and the authorized persons of the Company to deal with specific matters in relation to the Non-public Issuance of A Shares” of the Company	1,285,301,808 (99.700771%)	3,857,544 (0.299229%)	0 (0%)
5.	To consider and approve “The resolution on the extension of the valid period of the resolution regarding the Non-public Issuance of corporate bonds” of the Company	1,289,159,352 (100%)	0 (0%)	0 (0%)
Ordinary Resolutions				
6.	To consider and approve the financial statements of the Company for the year of 2015 prepared in accordance with the PRC accounting standards and Hong Kong general accepted accounting principles respectively	1,289,159,352 (100%)	0 (0%)	0 (0%)
7.	To consider and approve the report of the directors of the Company for the year of 2015 prepared in accordance with the relevant regulations and requirements of the PRC and Hong Kong for disclosure in annual report respectively	1,289,159,352 (100%)	0 (0%)	0 (0%)
8.	To consider and approve the report of the supervisory committee of the Company for the year of 2015	1,289,159,352 (100%)	0 (0%)	0 (0%)
9.	To consider and approve the scheme of profit distribution and capital reserve fund conversion of the Company for the year of 2015	1,289,159,352 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of Shares voted and percentage (%) of the total number of Shares carrying voting rights held by Shareholders present at the 2015 AGM		
		For	Against	Abstain
10.	To consider and approve “The resolution on remuneration for the directors” of the Company	1,289,159,352 (100%)	0 (0%)	0 (0%)
11.	To consider and approve “The resolution on remuneration for the supervisors” of the Company	1,289,159,352 (100%)	0 (0%)	0 (0%)
12.	To consider and approve “The resolution regarding the re-appointment of the auditors” of the Company	1,289,159,352 (100%)	0 (0%)	0 (0%)
13.	To consider and approve “The resolution on the renewal of liability insurance for directors, supervisors and senior management” of the Company	1,289,159,352 (100%)	0 (0%)	0 (0%)
14.	To consider and approve the resolution of the Company on the election of Mr. ZHANG Jin-Li as a supervisor representing the Shareholders of the Company	1,289,159,352 (100%)	0 (0%)	0 (0%)
15.	To consider and approve the resolution on the election of Mr. DONG An-Sheng as an independent non-executive director of the Company	1,289,159,352 (100%)	0 (0%)	0 (0%)

Note: The full text of the resolutions are set out in the 2015 AGM Notice.

Resolutions No. 1 to No. 5 were passed as special resolutions by more than two-thirds of the voting rights held by the Shareholders present at the meeting and resolutions No. 6 to No. 15 were passed as ordinary resolutions by more than one-half of the voting rights held by the Shareholders present at the meeting.

POLL RESULTS OF THE H SHARE CLASS MEETING

As at the date of the H Share Class Meeting, the total number of Shares entitling the holders to attend and vote for or against the special resolution at the H Share Class Meeting was 707,020,000 Shares. There were no holders of H Shares required under the Listing Rules to abstain from voting at the H Share Class Meeting.

2 Shareholders and their proxies of the Company attended the meeting, representing 80,945,081 H Shares or 11.45% of the total issued H Shares of the Company.

The followings are the poll results in respect of the resolution proposed at the H Share Class Meeting:

Special Resolution	Number of Shares voted and percentage (%) of the total number of Shares carrying voting rights held by Shareholders present at the H Share Class Meeting		
	For	Against	Abstain
To consider and approve “The resolution on the extension of the valid period of the resolution of the Shareholders’ general meeting regarding the Non-public Issuance of A Shares of the Company” of the Company	77,087,537 (95.234369%)	3,857,544 (4.765631%)	0 (0%)

PAYMENT OF DIVIDEND

The proposal for payment of final dividend of RMB0.06 per Share for the year 2015 to holders of Shares as recommended by the Board was approved at the 2015 AGM.

The method of payment of dividend by the Company will be as follows:

- (1) In accordance with the Articles of Association, dividend payable to the holders of H Shares shall be calculated in Renminbi and paid in Hong Kong dollars. The following conversion formula shall apply:

Dividend in

$$\text{Hong Kong dollars} = \frac{\text{Dividend in Renminbi}}{\text{Average mean Hong Kong dollar price published daily by The People's Bank of China over a period of one calendar week prior to the announcement of the dividend}}$$

For the purpose of distributing the abovementioned final dividend to the holders of H Shares, the date of declaration of the dividend is 25 May 2016. The average mean price of Hong Kong dollar published daily by The People's Bank of China over a period of one calendar week prior to the announcement of the dividend (16 May 2016 to 20 May 2016) is HKD1.00: RMB0.84176. Applying that average to the above formula, the dividend for each H Share is HK\$0.071279.

- (2) Pursuant to relevant requirements of the Articles of Association, the Company has appointed Bank of China (Hong Kong) Trustees Limited, which is registered as a trust company under the Trustee Ordinance of Hong Kong, as the receiving agent of holders of H Shares (the “**Receiving Agent**”) to receive on behalf of such Shareholders dividend declared in respect of H Shares of the Company. The dividend warrants of H Shares together with the relevant cheques will be issued by the Receiving Agent and will be posted by ordinary mail to holders of H Shares at their own risk on or before 25 July 2016 (i.e. the date of distribution of dividend in respect of H Shares of the Company).
- (3) Announcement will be made in the specified newspapers in the PRC relating to the method of payment of dividend to holders of A Shares of the Company and its related matters after consultation with China Securities Clearing and Registration Company, Shanghai Branch in accordance with the relevant provisions and procedures.
- (4) According to the Law on Corporate Income Tax of the PRC and the relevant implementing rules which came into effect on 1 January 2008, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise Shareholders as appearing on the H Share register of Shareholders. Any Shares registered in the name of the non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise Shareholders and will therefore be subject to the withholding of the corporate income tax.
- (5) Profit Distribution for Investors of Northbound Trading

For investors (including enterprises and individuals) investing in the A Shares listed on the Shanghai Stock Exchange through the Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the competent tax authorities for such withholding. For investors of Northbound Trading who are tax residents of other countries and whose country has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or

may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authorities, the amount paid in excess of the tax payable based on the tax rate according to such tax treaty shall be refunded. The record date and the date of distribution of cash dividends and other profit distribution arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares of the Company.

(6) Profit Distribution for Investors of Southbound Trading

For investors (including enterprises and individuals) investing in the H Shares listed on the Stock Exchange through the Shanghai Stock Exchange (the “**Southbound Trading**”), their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect issued by the Ministry of Finance, the State Administration of Taxation and China Security Regulation Commission (財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通告) (Caishui [2014]No. 81), for dividends received by domestic investors from investing in H Shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, such H Share companies shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H Shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, the individual income tax shall be paid according to the regulations. The H Shares companies will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves. The record date and the date of distribution of cash dividends and other profit distribution arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

Resignation of supervisor representing the Shareholders

Mr. LI Guo-Rui resigned as the supervisor representing the Shareholders for the seven session of the Supervisory Committee for the reason of age from the date of the 2015 AGM. Mr. LI Guo-Rui has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders.

Election of supervisor representing the Shareholders

The Board was pleased to announce that Mr. ZHANG Jin-Li was elected as a supervisor representing the Shareholders for the seven session of the Supervisory Committee on the 2015 AGM on 25 May 2016. The term of office will commence from the date of 2015 AGM to the date of the 2017 annual general meeting of the Company.

The personal information of the newly-elected supervisor representing the Shareholders, Mr. ZHANG Jin-Li, and other necessary information under the Rule 13.51(2) of the Listing Rules have been set out in the Circular issued by the Company dated 8 April 2016.

Resignation of an independent non-executive Director and member of the audit committee, the nomination committee, the remuneration and evaluation committee and the strategic committee

Mr. GUO Li resigned as the independent non-executive director for the seven session of the Board and member of the audit committee, the nomination committee, the remuneration and evaluation committee and the strategic committee under the Board for the reason of personal work from the date of the 2015 AGM. Mr. GUO Li has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders.

Election of an independent non-executive Director

The Board was pleased to announce that Mr. DONG An-Sheng was elected as an independent non-executive Director for the seven session of the Board at the 2015 AGM on 25 May 2016. The term of office will commence from the date of the 2015 AGM to the date of the 2017 annual general meeting of the Company.

The personal information of the newly-elected independent non-executive Director, Mr. DONG An-Sheng, and other necessary information under the Rule 13.51(2) of the Listing Rules have been set out in the Circular issued by the Company dated 8 April 2016.

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

Beijing, PRC, 25 May 2016

As at the date of this announcement, the board of directors of the Company comprises 9 directors, of which Mr. HE Jiang-Chuan, Mr. LI Chang-Li, Ms. ZHAO Hui-Zhi, Mr. ZENG Jin, Mr. LIU Jian-Ping and Mr. LIU Huan-Bo are executive directors of the Company and Mr. FU Yiu-Man, Mr. DONG An-Sheng and Mr. WU Ge are independent non-executive directors of the Company.