



**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)

**REVISED PROXY FORM FOR HOLDERS OF H SHARES FOR USE AT  
THE 2017 ANNUAL GENERAL MEETING**

I/We<sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holders of <sup>(note 2)</sup> \_\_\_\_\_ H share(s) in  
**BEIJING NORTH STAR COMPANY LIMITED** (the “Company”), **HEREBY APPOINT**<sup>(notes 3 & 4)</sup> \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_

or failing him<sup>(notes 3 & 4)</sup> \_\_\_\_\_ of \_\_\_\_\_

or failing him, the Chairman of the meeting or any director of the Company as my/our proxy in respect  
of <sup>(note 5)</sup> \_\_\_\_\_ H Share(s) in the capital of the Company held by me/us to attend  
and act for me/us at the 2017 Annual General Meeting of the Company to be held at Meeting Room One, 12th Floor, Tower A, Hui  
Xin Building, No. 8 Bei Chen Dong Road, Chao Yang District, Beijing, the People's Republic of China (the “PRC”) at 9:00 a.m.  
on Monday, 28 May 2018 or at any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the  
resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
1.	To consider and approve “Amendments to the Articles of Association” of the Company			
2.	To consider and approve “Amendments to the Rules of Procedure of the Board” of the Company			
3.	To consider and approve “The resolution on authorisation in relation to provision of guarantee” of the Company			
4.	To consider and approve “The resolution on grant of general mandate to the Board to issue shares” of the Company			
5.	To consider and approve “The resolution on grant of general mandate to the Board to issue debt financing instruments” of the Company			
6.	To consider and approve “The resolution on fulfillment of conditions for non-public issue of corporate bonds” of the Company			
7.	To consider and approve “The resolution on non-public issuance of corporate bonds” of the Company			
	(a) Issue size and amount			
	(b) Arrangements on placement to the Shareholders of the Company			
	(c) Maturity			
	(d) Coupon rate and determination thereof			
	(e) Underwriting method			

<b>SPECIAL RESOLUTIONS</b>		<b>For</b> <sup>(note 6)</sup>	<b>Against</b> <sup>(note 6)</sup>	<b>Abstain</b> <sup>(note 6)</sup>
	(f) Use of proceeds			
	(g) Method of issuance and target subscribers			
	(h) Place of listing			
	(i) Type of security			
	(j) Measures to secure repayment			
	(k) Validity period of the resolution			
8.	To consider and approve “The resolution on authorisation to the Board or authorised persons of the Board to deal with relevant matters in relation to the non-public issuance of corporate bonds” of the Company			
<b>ORDINARY RESOLUTIONS</b>				
9.	To consider and approve the financial report of the Company for the year of 2017 prepared in accordance with the PRC accounting standards and Hong Kong general accepted accounting principles respectively			
10.	To consider and approve the report of the Directors of the Company for the year of 2017 prepared in accordance with the relevant regulations and requirements of the PRC and Hong Kong for disclosure in annual report respectively			
11.	To consider and approve the report of the Supervisory Committee of the Company for the year of 2017			
12.	To consider and approve the scheme of profit distribution and capital reserve fund conversion of the Company for the year of 2017			
13.	To consider and approve “Dividend Distribution Plan for Shareholders (2018–2020)” of the Company			
14.	To consider and approve “The resolution regarding the election of Directors (excluding independent non-executive Directors)” of the Company (This resolution is effected by cumulative voting process)	<b>Cumulative Voting</b> <sup>(note 7)</sup> <b>(Please insert the number of votes for 14(a) to 14(f) below)</b>		
	(a) To elect Mr. He Jiang-Chuan as executive Director of the Company for the new session of the Board			
	(b) To elect Mr. Li Wei-Dong as executive Director of the Company for the new session of the Board			
	(c) To elect Ms. Li Yun as new executive Director of the Company for the new session of the Board			
	(d) To elect Mr. Chen De-Qi as new executive Director of the Company for the new session of the Board			
	(e) To elect Ms. Zhang Wen-Lei as new executive Director of the Company for the new session of the Board			
	(f) To elect Mr. Guo Chuan as new executive Director of the Company for the new session of the Board			
15.	To consider and approve “The resolution regarding the election of independent non-executive Directors” of the Company (This resolution is effected by cumulative voting process)	<b>Cumulative Voting</b> <sup>(note 7)</sup> <b>(Please insert the number of votes for 15(a) to 15(c) below)</b>		
	(a) To elect Mr. Fu Yiu-Man as independent non-executive Director of the Company for the new session of the Board			
	(b) To elect Mr. Dong An-Sheng as independent non-executive Director of the Company for the new session of the Board			
	(c) To elect Mr. Wu Ge as independent non-executive Director of the Company for the new session of the Board			

ORDINARY RESOLUTIONS		For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>	Abstain <sup>(note 6)</sup>
16.	To consider and approve “The resolution on remuneration of the Director” of the Company			
17.	To consider and approve “The resolution regarding the election of Supervisors” of the Company			
	(a) To elect Mr. Wang Jian-Xin as new Supervisor representing the Shareholders of the new session of the Supervisory Committee of the Company			
	(b) To elect Mr. Zhang Jin-Li as Supervisor representing the Shareholders of the new session of the Supervisory Committee of the Company			
	(c) To elect Mr. Liu Hui as new Supervisor representing the Shareholders of the new session of the Supervisory Committee of the Company			
18.	To consider and approve “The resolution on remuneration for the Supervisors” of the Company			
19.	To consider and approve “The resolution regarding the re-appointment of auditors” of the Company			
20.	To consider and approve “The resolution regarding the renewal of liability insurance for the Directors, Supervisors and senior management” of the Company			

Date: \_\_\_\_\_ 2018

Signature(s)<sup>(note 8)</sup>: \_\_\_\_\_

*Notes:*

- Please insert full name(s) and address(es) (as shown on the register of shareholders) in **BLOCK CAPITALS**.
- Please insert the number of all the H shares of the Company registered in your name(s).
- Any shareholder of the Company 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 of the Company but must attend the meeting in person to represent you.
- Please insert the name and address of the proxy desired and strike out the words “or failing him, the Chairman of the meeting or any director of the Company”. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANY DIRECTOR OF THE COMPANY WILL ACT AS YOUR PROXY.**
- Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- Important:** If you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. If you wish to abstain from voting on any resolution, tick in the box marked “Abstain”. If you wish to vote the number of H Share(s) to which this revised proxy form relates, please state the exact number of shares in lieu of a tick in the relevant box. Failure to tick any box will entitle your proxy to cast your vote at his discretion.
- In respect of the resolutions no. 14 and 15 related to the election of Directors, cumulative voting system shall be adopted.

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 under the resolution. The shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons.

No ballot will be cast “For”, “Against” and “Abstain” in cumulative voting. You are requested to fill in the corresponding number of votes in the “Cumulative Voting” column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum number of votes under each group of resolution, and does not need to be the integral multiples of the number of shares held by you. If you mark “✓” in the blank against the name of each candidate, you will be deemed to cast your total number of votes equally amongst the corresponding candidates.

8. This revised proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of a director or attorney duly authorised in writing.
9. In order to be valid, this revised proxy form and, if such revised 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 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 for the holding the meeting (i.e. not later than 26 May 2018 at 9:00 a.m. (Hong Kong time)) or 24 hours or before the time appointed for taking the poll.
10. A shareholder or his proxy shall produce his own identity proof documentation when attending the meeting. An individual 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 power of attorney; 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 power of attorney 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 other authority of appointment; and (iii) the evidence of shareholding.
11. **Any shareholder who has already lodged the original proxy form which was sent by the Company to shareholders on 12 April 2018 (the "Original Proxy Form") with the Company should note that:**
  - (i) **if no revised proxy form is lodged with the Company, the lodged Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by such shareholder. The Company will only count the "for" votes in respect of the resolutions no. 14 and 15. All "against" votes and "abstain" votes will be counted as nil.**
  - (ii) **if the correctly completed revised proxy form is lodged with the Company before the closing time set out in note 9 above, the Original Proxy Form previously lodged by such shareholder will be revoked and superseded. The revised proxy form will then be treated as a valid proxy form lodged by the shareholder.**
  - (iii) **if the revised proxy form is lodged with the Company after the closing time set out in note 9 above, the revised proxy form will be invalid, and the vote casted by the purported proxy so appointed by the invalid revised proxy form will not be counted in any poll to be taken on a proposed resolution. The Original Proxy Form previously lodged by the shareholder (if any) will then be treated as a valid proxy form lodged by the shareholder. The proxy so appointed by the shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above. Accordingly, shareholders are advised to lodge the revised proxy form before the closing time set out in note 9 above.**
12. Should there be any discrepancies between the Chinese and English versions of this form, the Chinese version shall prevail.

---

## PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this revised proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to Personal Data Privacy Officer of Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.