



北京控股有限公司

BEIJING ENTERPRISES HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(STOCK CODE: 392)

NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary Shareholders' Meeting of Beijing Enterprises Holdings Limited (the "Company") will be held at Plaza Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 17 May 2007 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution:

ORDINARY RESOLUTION

"That:

Conditional upon the Listing Committee of The Hong Kong Stock Exchange Limited approving the listing of and granting permission to deal in 411,250,000 ordinary shares of HK\$0.10 each in the share capital of the Company to be issued to Beijing Enterprises Group (BVI) Company Limited (the "Consideration Shares") under the Sale and Purchase Agreement (the "Sale and Purchase Agreement") entered into between the Company and Beijing Enterprises Group (BVI) Company Limited dated 10 April 2007 (the details of which are set out in the circular dated 30 April 2007 despatched by the Company to its shareholders, a copy of which has been produced at the meeting marked "A", and signed by the chairman of the meeting for identification purposes), and the transactions contemplated therein, including but not limited to:

- (a) the purchase of the entire issued share capital of Beijing Gas Group (BVI) Co., Ltd. by the Company from Beijing Enterprises Group (BVI) Company Limited; and
- (b) the issue and allotment of the Consideration Shares,

be and are hereby approved, confirmed and ratified, and the Directors be and are hereby authorized to do all such further acts and things and execute further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder."

By Order of the Board
Yi Xi Qun
Chairman

Hong Kong, 30 April 2007

Registered office:
Room 4301, 43/F, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

- (1) A form of proxy for use at the Extraordinary Shareholders' Meeting is enclosed with the circular despatched to the shareholders of the Company.
- (2) Any Shareholder entitled to attend and vote at the Extraordinary Shareholders' Meeting is entitled to appoint another person as his proxy to attend and vote instead of him in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
- (3) A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Extraordinary Shareholders' Meeting.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's share registrar Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary Shareholders' Meeting (or any adjournment thereof) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the Extraordinary Shareholders' Meeting (or any adjournment thereof) should they so wish. If a member who has lodged a form of proxy attends the Extraordinary Shareholders' Meeting, his form of proxy will be deemed to have been revoked.
- (5) Where there are joint registered holders of any share vote at the Extraordinary Shareholders' Meeting, either personally or by proxy, in respect of such share one of such joint holders be present at the Extraordinary Shareholders' Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (6) The voting in respect of the approval of the resolutions will be conducted by way of a poll.

As of the date of this notice, the executive directors of the Company are Mr. Yi Xi Qun, Mr. Zhang Hong Hai, Mr. Li Fu Cheng, Mr. Bai Jin Rong, Mr. Liu Kai, Mr. Guo Pu Jin, Mr. Zhou Si, Mr. E Meng, Mr. Zhao Chang Shan and Mr. Lei Zhen Gang; the independent non-executive directors of the Company are Mr. Lau Hon Chuen, Ambrose, Dr. Lee Tung Hai, Leo, Mr. Wang Xian Zhang, Mr. Wu Jiesi and Mr. Robert A. Theleen.