



# 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)

### EXTRAORDINARY SHAREHOLDERS' MEETING FORM OF PROXY

Form of proxy for the Extraordinary Shareholders' Meeting of Beijing Enterprises Holdings Limited to 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. (the "Meeting"):

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note 2) \_\_\_\_\_  
\_\_\_\_\_ shares of HK\$0.10 each in the capital of the above-named

Company HEREBY APPOINT (note 3) \_\_\_\_\_  
of \_\_\_\_\_

or failing him \_\_\_\_\_ of \_\_\_\_\_  
or (note 4) Chairman of the Meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Extraordinary Shareholders' Meeting of the Company to 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 purposes of considering and, if thought fit, passing the Resolution set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the Resolution as hereunder indicated.

ORDINARY RESOLUTION	FOR (note 5)	AGAINST (note 5)
1. To consider and approve the ordinary resolution regarding the transactions contemplated under the Sale and Purchase Agreement (as defined in the notice convening the Meeting) including but not limited to 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 the issue and allotment of the Consideration Shares (as defined in the notice convening the meeting).		

Signature: \_\_\_\_\_ (notes 6, 7 & 8)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007.

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a Member of the Company.
- If any proxy other than the Chairman is preferred, strike out "Chairman of the Meeting" herein inserted and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his vote at his discretion.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the Meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.