



北京控股有限公司

BEIJING ENTERPRISES HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(website: www.behl.com.hk)

(Stock Code: 392)

SECOND PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 28 JUNE 2011 AND ANY ADJOURNMENT THEREOF

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ shares ("Shares") of HK\$0.10 each in the capital of Beijing Enterprises Holdings Limited (the "Company"), HEREBY APPOINT the chairman of the meeting, or (note 3) _____
of _____
or failing him/her _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2011 at 3:00 p.m. and at any adjournment thereof (the "Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the revised notice convening the Meeting (the "Revised AGM Notice") and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
1.	To receive the Audited Consolidated Financial Statements and Reports of the Directors and of the Auditors for the year ended 31 December 2010.		
2.	To declare a final dividend.		
3.1	To re-elect Mr. Lin Fusheng as Director.		
3.2	To re-elect Mr. Zhou Si as Director.		
3.3	To re-elect Mr. E Meng as Director.		
3.4	To re-elect Mr. Liu Kai as Director.		
3.5	To re-elect Mr. Robert A. Theleen as Director.		
3.6	To authorise the Board of Directors to fix Directors' remuneration.		
4.	To re-appoint Messrs. Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration.		
5.	To give a general mandate to the Directors to purchase shares not exceeding 10% of the existing issued share capital of the Company on the date of this Resolution.		
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the existing issued share capital of the Company on the date of this Resolution.		
7.	To extend the general mandate granted to the Directors to issue shares in the capital of the Company by the number of shares repurchased.		

Signature (note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this Second Proxy Form relates. If no number is inserted, this Second Proxy Form will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out "the chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: If you wish to vote for a resolution, please tick in the box marked "For". If you wish to vote against a resolution, please tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Revised AGM Notice.
- This Second Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- In order to be valid, this Second Proxy Form 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 with the share registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- In the case of joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of such Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this Second Proxy Form will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this Second Proxy Form will be deemed to be revoked.
- IMPORTANT: A SHAREHOLDER OF THE COMPANY ("SHAREHOLDER(S)") WHO HAS ALREADY LODGED THE FORM OF PROXY ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 26 May 2011 SHOULD NOTE THAT:
 - If no Second Proxy Form is lodged with the Company's share registrars, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting dated 26 May 2011 and the First Proxy Form including, the resolution for re-election of an additional candidate set out in the supplemental circular of the Company dated 3 June 2011 as a director.
 - If the Second Proxy Form is lodged with the Company's share registrars before 48 hours prior to the time appointed for holding the Meeting ("Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
 - If the Second Proxy Form is lodged with the Company's share registrars after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.