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北京發展(香港)有限公司

**BEIJING DEVELOPMENT (HONG KONG) LIMITED**

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

**(Stock code: 154)**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Beijing Development (Hong Kong) Limited (the “**Company**”) will be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 11 January 2013 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT** the entry by the Company into the conditional subscription agreement dated 15 September 2011 (as amended by the supplemental agreement dated 25 October 2011 among the Company, Idata Finance Trading Limited (the “**Subscriber**”) and Beijing Enterprises Holdings Limited (“**BEHL**”), the supplemental agreement dated 29 March 2012 among the Company, the Subscriber and BEHL and the supplemental agreement dated 12 December 2012 among the Company, the Subscriber and BEHL) (the “**Subscription Agreement**”) with the Subscriber and BEHL (a copy of which together with the supplemental agreements relating thereto have been produced at the meeting and signed by the chairman of the meeting for identification purposes), the terms and conditions thereof and transactions contemplated thereunder, including (but not limited to) (a) the allotment and issue of 177,000,000 new shares of the Company (the “**Subscription Shares**”) at a price of HK\$1.13 per Subscription Share; (b) the issue of convertible bonds due 2018 in the aggregate principal amount of HK\$300,580,000 (the “**Firm Bonds**”) at the conversion price of the Firm Bonds of HK\$1.13; (c) subject to the Company’s satisfaction of certain pre-conditions to giving notice, the issue of standby convertible bonds, as may be issued by the Company upon the Company, at its discretion, notifying the Subscriber at any time during the term of the convertible bonds requiring the Subscriber to subscribe for such amount of standby convertible bonds in the aggregate principal amount of HK\$3,000,150,000 (the “**Standby Bonds**”) at the initial conversion price of the Standby Bonds of HK\$1.13, as the Company may, from time to time, consider appropriate; and (d) the allotment and issue of shares of the Company upon exercise of the conversion rights attaching to the Firm Bonds

and the Standby Bonds, in accordance with the terms of the Subscription Agreement to the Subscriber pursuant thereto, be and are hereby approved, ratified and confirmed and that the directors of the Company (the “**Directors**”) be and are generally and unconditionally authorised to prepare and execute all documents and to do all things as they consider necessary, expedient and appropriate to effect and implement the Subscription Agreement and transactions contemplated thereunder or incidental thereto.”

2. “**THAT** the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of the Subscriber and any parties acting in concert with it, to make a mandatory general offer to shareholders of Company for all the issued shares of the Company not already owned or agreed to be acquired by them upon completion of the subscription of the Subscription Shares be and is hereby approved and that the Directors be and are generally and unconditionally authorised to prepare and execute all documents and to do all such other things as they consider necessary, expedient and appropriate to give effect to any matters relating to, or incidental to, the Whitewash Waiver.”
3. “**THAT** conditional upon passing of resolutions numbered 1 and 2 above, the authorised share capital of the Company be increased from HK\$1,000,000,000 to HK\$5,000,000,000 divided into 5,000,000,000 shares of HK\$1.00 each (the “**Shares**”) by the creation of an additional 4,000,000,000 Shares and such Shares shall rank pari passu with all existing Shares and that the Directors be and are hereby generally and unconditionally authorised to prepare and execute all documents and to do all things as they consider necessary, expedient and appropriate to effect and implement the same.”

By order of the Board of  
**Beijing Development (Hong Kong) Limited**  
**Wong Kwok Wai, Robin**  
*Company Secretary*

Hong Kong, 21 December 2012

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy (or at most two proxies) to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before either the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if the shareholder so desires.
3. The ordinary resolutions set out above will be determined by way of poll. Resolutions numbered 1 and 2 will be voted on by the independent shareholders of the Company and resolution numbered 3 will be voted on by all shareholders of the Company.
4. As at the date hereof, the executive Directors are Mr. E Meng, Mr. Zhang Honghai, Mr. Wang Yong, Mr. Yan Qing, Ms. Sha Ning and Mr. Ng Kong Fat, Brian, and the independent non-executive Directors are Dr. Jin Lizuo, Dr. Huan Guocang and Dr. Wang Jianping.