

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**EXTRAORDINARY GENERAL MEETING HELD ON 11 JANUARY 2013
POLL RESULTS**

The Board is pleased to announce that all the resolutions as set out in the notice of the EGM contained in the Circular were duly passed by way of poll at the EGM held on 11 January 2013

References are made to the joint announcement of Beijing Development (Hong Kong) Limited (the “**Company**”) and BEHL dated 15 September 2011, the announcements of the Company dated 25 October 2011, 29 March 2012 and 12 December 2012 and the circular of the Company dated 21 December 2012 (the “**Circular**”) regarding, among other things, the Proposed Transactions and the Whitewash Waiver. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF EGM

The Board is pleased to announce that at the EGM held on 11 January 2013, the ordinary resolutions as set out in the notice of EGM contained in the Circular proposed to approve the Subscription Agreement and the transactions contemplated thereunder including the Whitewash Waiver were duly passed by the Independent Shareholders by way of poll respectively and the ordinary resolution as set out in the notice of EGM contained in the Circular proposed to approve the proposed increase in the authorised share capital of the Company was duly passed by the Shareholders by way of poll.

The Company has appointed its share registrar, Tricor Tengis Limited, as the scrutineer for the vote-taking at the EGM.

The poll results in respect of the ordinary resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		Number of votes cast (% of total number of votes cast)		Total number of votes cast
		FOR	AGAINST	
1.	<p>The entry by the Company into the Subscription Agreement (as amended by the supplemental agreement dated 25 October 2011 among the Company, the Subscriber and 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) with the Subscriber and BEHL, 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 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 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 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 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.</p>	17,980,924 (99.943%)	10,169 (0.057%)	17,991,093 (100%)
<p>As a majority of the votes cast by the Independent Shareholders, being entitled so to do, voting in person or by proxy were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</p>				

ORDINARY RESOLUTIONS		Number of votes cast (% of total number of votes cast)		Total number of votes cast
		FOR	AGAINST	
2.	The 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.	17,980,924 (99.943%)	10,169 (0.057%)	17,991,093 (100%)
As a majority of the votes cast by the Independent Shareholders, being entitled so to do, voting in person or by proxy were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	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 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.	293,655,924 (99.997%)	10,169 (0.003%)	293,666,093 (100%)
As a majority of the votes cast by the Shareholders, being entitled so to do, voting in person or by proxy were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

As at the date of the EGM:

- (1) as disclosed in the Circular, the Subscriber, BEHL and parties acting in concert with any of them and their respective associates (including Mr. E Meng, Mr. Zhang Honghai and the holding companies of BEHL) and those others who have been involved in or are interested in the Subscription Agreement and/or the Whitewash Waiver were required to abstain, and had abstained, from voting at the EGM in respect of the ordinary resolutions numbered 1 and 2 as set out above;
- (2) the number of issued Shares was 677,460,150 Shares, among which an aggregate of 295,060,000 Shares (representing approximately 43.55% of the total issued Shares) are held by the Subscriber, BEHL and parties acting in concert with any of them and their respective associates (including Mr. E Meng, Mr. Zhang Honghai and the holding companies of BEHL) and those others who have been involved in or are interested in the Proposed Transaction and/or the Whitewash Waiver; the Independent Shareholders hold 382,400,150 Shares (representing approximately 56.45% of the total issued Shares), which were the total number of Shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 1 and 2 at the EGM. The Independent Shareholders in attendance at the EGM either in person or by proxy represented 17,991,093 Shares carrying voting rights, or approximately 4.70% of the total number of Shares carrying voting rights in relation to each of the ordinary resolutions numbered 1 and 2 as set out above;
- (3) for ordinary resolution numbered 3 as set out above, the total number of Shares entitling the Shareholders to attend and vote for or against such resolution at the EGM was 677,460,150 Shares, representing the entire issued share capital of the Company. No Shareholder was required to abstain from voting on such ordinary resolution. The Shareholders in attendance either in person or by proxy represented 293,666,093 Shares carrying voting rights, or approximately 43.35% of the total number of Shares carrying voting rights in relation to such ordinary resolution;
- (4) there was no Share entitling any Shareholder to attend and vote only against any of the ordinary resolutions at the EGM; and
- (5) none of the Shareholders have stated their intention in the Circular to vote against any of the ordinary resolutions at the EGM.

The Whitewash Waiver was granted by the Executive on 31 December 2012, subject to the fulfillment of the conditions set out therein and the continued compliance by the Subscriber and its concert parties with the Takeovers Code. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Subscriber and its concert parties for all the Shares not already owned or agreed to be acquired by them as a result of the subscription of the Subscription Shares pursuant to the Subscription Agreement.

Shareholders and potential investors of the Company should be aware that Completion of the Subscription Agreement is still subject to the fulfillment (or waiver, as the case may be) of other conditions precedent set out under the section headed “Letter from the Board — The Subscription Agreement — Conditions Precedent” in the Circular. As at the date of this announcement, with reference to the section of the Circular headed “Letter from the Board — The Subscription Agreement — Conditions Precedent”, conditions precedent (c), (f) to (k) remain unfulfilled.

In the event that there is Completion of the Subscription Agreement, the shareholding of the Subscriber, BEHL and their respective concert parties will increase to a total of 472,060,000 Shares, representing approximately 55.25% of the entire issued share capital of the Company as enlarged by the issue of the Subscription Shares in respect of the issuance and allotment of the Subscription Shares (assuming there is no other change in the issued share capital of the Company other than the issue of the Subscription Shares up to Completion of the Subscription Agreement).

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement; (ii) upon issue and allotment of the Subscription Shares assuming that there is no change in the issued share capital of the Company from the date of this announcement to the issue of the Subscription Shares save for the issue of the Subscription Shares; (iii) upon issue and allotment of the Subscription Shares and upon full conversion of the Firm Bonds assuming that there is no change in the issued share capital of the Company from the date of this announcement to the issue of the Subscription Shares and the Conversion Shares under the Firm Bonds save for the issue of the Subscription Shares and the Conversion Shares under the Firm Bonds; and (iv) upon issue and allotment of the Subscription Shares and upon full conversion of the Firm Bonds and the Standby Bonds assuming that there is no change in the issued share capital of the Company from the date

of this announcement to the issue of the Subscription Shares and the Conversion Shares under the Firm Bonds and the Standby Bonds save for the issue of the Subscription Shares and the Conversion Shares under the Firm Bonds and the Standby Bonds:

Shareholders	As at the date of this announcement		Upon issue and allotment of the Subscription Shares		Upon issue and allotment of the Subscription Shares and upon full conversion of the Firm Bonds		Upon issue and allotment of the Subscription Shares and upon full conversion of the Firm Bonds and upon full conversion of the Standby Bonds	
	Number of Shares	Approximate shareholding %	Number of Shares	Approximate shareholding %	Number of Shares	Approximate shareholding %	Number of Shares	Approximate shareholding %
The Subscriber and BEHL (Note (a))	290,459,000	42.87	467,459,000	54.71	733,459,000	65.46	3,388,459,000	89.75
Directors (Note (d))								
— Mr. E Meng	601,000	0.09	601,000	0.07	601,000	0.05	601,000	0.02
— Mr. Zhang Honghai	4,000,000	0.59	4,000,000	0.47	4,000,000	0.36	4,000,000	0.11
The Subscriber and parties acting in concert with it	295,060,000	43.55	472,060,000	55.25	738,060,000	65.87	3,393,060,000	89.87
Directors								
— Mr. Yan Qing	4,000	—	4,000	—	4,000	—	4,000	—
— Mr. Ng Kong Fat, Brian	10,392,755	1.53	10,392,755	1.22	10,392,755	0.93	10,392,755	0.28
Other public shareholders	372,003,395	54.91	372,003,395	43.54	372,003,395	33.20	372,003,395	9.85
Total	<u>677,460,150</u>	<u>100.00</u>	<u>854,460,150</u>	<u>100.00</u>	<u>1,120,460,150</u>	<u>100.00</u>	<u>3,775,460,150</u>	<u>100.00</u>

Notes:

- (a) The interest disclosed includes the 275,675,000 Shares owned by the Subscriber, a wholly-owned subsidiary of BEHL, accordingly, BEHL is deemed to be interested in the Shares owned by the Subscriber. BEHL directly owns 14,784,000 Shares. Beijing Enterprises Group (BVI) Company Limited (“**BEBVI**”) and Beijing Enterprises Group Company Limited (“**BEGCL**”) are immediate holding company and the ultimate holding company of BEHL, respectively. Accordingly, each of BEBVI and BEGCL is deemed to be interested in the Shares owned by each of BEHL and the Subscriber.
- (b) It is a term of the Bonds that the holder(s) of the Bonds shall not exercise any of the conversion rights attaching to the Bonds, if following such exercise, the Company’s minimum public float cannot be maintained.
- (c) The shareholding figures above may not add up to 100 due to rounding to 2 decimal places.
- (d) Mr. E Meng and Mr. Zhang Honghai are also directors of BEHL and are together interested in 4,601,000 Shares and 13,540,000 share options of the Company.

The Subscriber, BEHL and their respective concert parties had no dealings in the relevant securities of the Company (as defined in Note 4 to Rule 22 of the Takeovers Code) since the Latest Practicable Date to the date of this announcement.

As at the date of this announcement, there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Subscriber, BEHL and their respective concert parties had borrowed or lent.

By Order of the Board
Beijing Development (Hong Kong) Limited
Wang Yong
Executive Director

Hong Kong, 11 January 2013

As at the date of this announcement, 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 independent non-executive Directors are Dr. Jin Lizuo, Dr. Huan Guocang and Dr. Wang Jianping.

All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.