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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)*

**(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 Monday, 18 July 2016 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company. Words and expressions that are not expressly defined in this notice of EGM shall have the same meaning given to them in the circular of the Company dated 24 June 2016 (the “**Circular**”).

**ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the entry by the Company into the Sale and Purchase Agreement (a copy of which has been produced at the meeting and signed by the chairman of the meeting for identification purposes), pursuant to which the Company conditionally agreed to acquire and BEHL conditionally agreed to sell the Sale Interests at an aggregate consideration of RMB1,850,000,000 on and subject to the terms and conditions contained therein, and the transactions contemplated thereunder (including but not limited to the issue of the New Bonds and the allotment and issue of the New Conversion Shares upon conversion of the New Bonds), be and are hereby approved, ratified and confirmed;

- (b) subject to the Listing Committee granting the listing of, and permission to deal in, the New Conversion Shares to be allotted and issued upon conversion of the New Bonds, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to issue the New Bonds, and to allot and issue the New Conversion Shares upon conversion of the New Bonds pursuant and subject to the terms of the instrument(s) of the New Bonds and the Sale and Purchase Agreement; and
- (c) the Directors be and are hereby authorised for and on behalf of the Company to do all such acts, matters and things for and on behalf of the Company as they may consider necessary or expedient to implement and/or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder or incidental thereto.”

### **SPECIAL RESOLUTION**

2. “**THAT** the English name of the Company be changed from “Beijing Development (Hong Kong) Limited” to “Beijing Enterprises Environment Group Limited” and that the Chinese name of the Company be changed from “北京發展(香港)有限公司” to “北京控股環境集團有限公司” with effect from the date on which the Registrar of Companies in Hong Kong enters the new English and Chinese names of the Company on the register of companies in place of the former English and Chinese names of the Company; and that any Director and/or the company secretary of the Company be and is hereby authorised for and on behalf of the Company to do all such acts, matters and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to implement and/or give effect to the foregoing change of name of the Company.”

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

Hong Kong, 24 June 2016

*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 Level 22, Hopewell Centre, 183 Queen's Road East, 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. As at the date hereof, the executive Directors are Mr. E Meng, Mr. Ke Jian, Ms. Sha Ning, Ms. Qin Xuemin and Mr. Ng Kong Fat, Brian, and the independent non-executive Directors are Dr. Jin Lizuo, Dr. Huan Guocang, Dr. Wang Jianping, Prof. Nie Yongfeng and Mr. Cheung Ming.