



北京發展（香港）有限公司
BEIJING DEVELOPMENT (HONG KONG) LIMITED

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

(Stock Code: 154)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of the shareholders of Beijing Development (Hong Kong) Limited (the “Company”) will be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 10:00 a.m. on 30 July 2008 for the following purpose:

To consider as special business and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions:

1. **“THAT**

- (a) the agreement in respect of the sale and purchase of shares in China Information Technology Development Limited (“CIT”) (the “Disposal Agreement”) entered into between Prime Technology Group Limited (“Prime”) and Mr. Wang Zhenyu, an executive director and the chief executive officer of CIT and also an executive director and the general manager of Beijing Enterprises UniCard Co., Ltd. (北京控股支付卡科技有限公司), a non wholly-owned subsidiary of the Company, on 24 June 2008, pursuant to which, among others, Prime has conditionally agreed to sell to Mr. Wang Zhenyu 600 million existing shares of HK\$0.01 each of CIT, representing approximately 9.24% of the entire issued share capital of CIT, (a copy of the Disposal Agreement has been produced to the meeting marked “A” and has been initialled by the chairman of the meeting for the purpose of identification), the terms thereof, the execution and delivery thereof by Prime and the performance and implementation of the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

- (b) any one director of Prime be and is hereby confirmed to be authorised for and on behalf of Prime to do all such further acts and things and execute all such further documents and take all steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of, and all transactions contemplated under, the Disposal Agreement and to approve any changes and amendments thereto as such director may consider necessary, desirable or expedient; and
- (c) the affixing of the common seal of Prime to any instrument or document in the presence of any one director of Prime as may be required for any of the above purposes be and is hereby confirmed and approved”;

2. **“THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to, deal in the shares of HK\$1.00 each (the “Shares”) in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Refreshed Limit (as defined below), the existing scheme mandate limit (the “Scheme Mandate Limit”) under the share option scheme (the “Share Option Scheme”) of the Company adopted pursuant to the resolution of the shareholders of the Company passed on 18 June 2001 be refreshed so that the aggregate nominal amount of share capital to be allotted and issued pursuant to the grant or exercise of any share options under the Share Option Scheme and any other schemes of the Company (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other schemes of the Company) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution (the “Refreshed Limit”) and that the directors of the Company be and are hereby unconditionally authorised to grant share options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options;” and

3. “**THAT:**

the grant of the share options to Mr. E Meng, Mr. Li Kangying, Mr. Wang Yong, Mr. Cao Wei and Mr. Ng Kong Fat, who are executive directors of the Company, and the Employees (as defined in the circular dated 14 July 2008 of the Company (the “Circular”), a copy of which has been produced to the Meeting and marked “B” and has been initialled by the chairman of the meeting for the purpose of identification), pursuant to the share option scheme of the Company adopted on 18 June 2001 which would entitle them, upon full exercise thereof, to subscribe for 3,000,000 shares, 2,800,000 shares, 1,000,000 shares, 2,300,000 shares, 1,500,000 shares and 2,400,000 shares of the Company respectively, on terms specified in the Circular, be and is hereby approved, confirmed and ratified, and the directors of the Company (or an appointed committee thereof) other than Mr. E Meng, Mr. Li Kangying, Mr. Wang Yong, Mr. Cao Wei and Mr. Ng Kong Fat be and are hereby authorised to do all such acts as may be necessary or expedient in order to give full effect to such grant of share options.”

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

Hong Kong, 14 July 2008

Notes:

1. A member entitled to attend and vote at the Meeting 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, Hong Kong as soon as possible and in any event not less than 48 hours before either the time appointed for holding the Meeting 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 Meeting or any adjournment thereof if the shareholder so desires.

As at the date of this announcement, the executive Directors are Mr. E Meng, Mr. Zhang Honghai, Mr. Li Kangying, Mr. Wang Yong, Mr. Cao Wei and Mr. Ng Kong Fat, Brian, and the independent non-executive Directors are Dr. Jin Lizuo, Dr. Huan Guocang and Dr. Wang Jianping.