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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)**

**VERY SUBSTANTIAL ACQUISITION:  
PROPOSED CAPITAL INJECTION INTO JOINT VENTURE**

**PROPOSED CAPITAL INJECTION INTO JOINT VENTURE**

The Board is pleased to announce that on 28 June 2012, BDEP Haidian, a wholly owned subsidiary of the Company has entered into the Increase of Capital Contract with the Original Shareholders for injecting capital into the Joint Venture, along with the Joint Venture Contract and the Articles of Association to further stipulate the terms of the Joint Venture, for investing, constructing and operating renewable energy power generation projects including solid waste pollution control and emission and gas control in Beijing, the PRC. The total registered capital of the Target Company, which is wholly owned by the Original Shareholders, is RMB100 million (equivalent to approximately HK\$123 million) as at the date of this announcement. Pursuant to the Increase of Capital Contract, BDEP Haidian will inject an additional RMB256 million (equivalent to approximately HK\$314 million) by way of cash to the Joint Venture at Completion as additional registered capital of the Joint Venture, inject a maximum amount of RMB27.55 million (equivalent to approximately HK\$33.81 million) by way of cash as equity premium of the Target Company at Completion and make available Shareholder's Loans of a total aggregate amount of RMB644 million (equivalent to approximately HK\$790 million) to the Joint Venture available for drawdown at any time by the Joint Venture within a period of six months from the date of signing of the Increase of Capital Contract and each Shareholder's Loan so advanced by BDEP Haidian to the Joint Venture shall be subject to an interest rate of 8.5% per annum and repayable by the Joint Venture to BDEP Haidian within three years from the date of drawdown of such Shareholder's Loan. The Target Company and the Original Shareholders shall, pursuant to the Increase of Capital Contract, guarantee to BDEP Haidian the repayment obligations of the Joint Venture in respect of the Shareholder's Loans. It is a further term of the Increase of Capital Contract that the Original Shareholders shall together inject a further RMB156 million (equivalent to approximately HK\$191 million) by way of cash as additional registered capital to the Joint Venture and inject a maximum amount of RMB9.9 million (equivalent to approximately HK\$12.15 million) by way of cash as equity premium of the Target Company at Completion, whereupon following such capital injections, each of the BDEP Haidian, and the Original Shareholders collectively, will be interested in 50% of the equity interests of the Joint Venture. The Target Company will therefore effectively become the Joint Venture upon Completion. BDEP Haidian will be required to inject the Capital Investment and Equity Premium into the Joint Venture on the Completion Date.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules exceed 100%, the Transaction constitutes a very substantial acquisition for the Company under Rule 14.06(5) of the Listing Rules and will accordingly be subject to the shareholders' approval requirements under Chapter 14 of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Transaction which is different from other Shareholders, and therefore no Shareholder is required to abstain from voting on the relevant resolutions to be proposed at the EGM in relation to the Increase of Capital Contract and the transactions contemplated thereunder. If any of the Original Shareholders and/or its associates hold(s) any Shares on the date of EGM, each of them will be required to abstain from voting on the relevant resolutions to be proposed at the EGM in relation to the Increase of Capital Contract and the transactions contemplated thereunder. No Shareholder will be required to abstain from voting on the relevant resolution to approve the Transaction.

## **DESPATCH OF CIRCULAR**

A circular containing, among other things, (i) further details on the Transaction; (ii) financial information of the Group; (iii) financial information of the Joint Venture; (iv) unaudited pro forma financial information of the Enlarged Group; (v) the notice of the EGM; and (vi) other information as required under the Listing Rules will be dispatched to the Shareholders in due course.

As additional time is required to prepare the aforesaid information to be included in the circular, the circular is expected to be dispatched to the Shareholders on or before 31 July 2012.

**As the Increase of Capital Contract is subject to a number of conditions precedent, the Increase of Capital Contract may or may not become unconditional or be completed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **INTRODUCTION**

The Board is pleased to announce that on 28 June 2012, BDEP Haidian, a wholly owned subsidiary of the Company entered into the Increase of Capital Contract with the Original Shareholders in relation to an injection of capital into the Joint Venture, along with the Joint Venture Contract and the Articles of Association to further stipulate the terms of the Joint Venture, for investing, constructing and operating renewable energy power generation projects including solid waste pollution control and emission and gas control in Beijing, the PRC.

Detailed terms of the Increase of Capital Contract, the Joint Venture Contract and the Articles of Association are as follows:

## THE INCREASE OF CAPITAL CONTRACT

### Date

28 June 2012

### Parties

- (1) BDEP Haidian; and
- (2) the Original Shareholders

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Original Shareholders and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

### (a) Capital Investment, Equity Premium and the Shareholder's Loans

The total registered capital of the Target Company, which is wholly owned by the Original Shareholders, is RMB100 million (equivalent to approximately HK\$123 million) as at the date of this announcement. Pursuant to the Increase of Capital Contract, BDEP Haidian will inject an additional RMB256 million (equivalent to approximately HK\$314 million) by way of cash to the Joint Venture at Completion as additional registered capital of the Joint Venture, inject a maximum amount of RMB27.55 million (equivalent to approximately HK\$33.81 million) by way of cash as equity premium of the Target Company at Completion and make available Shareholder's Loans of a total aggregate amount of RMB644 million (equivalent to approximately HK\$790 million) to the Joint Venture available for drawdown at any time by the Joint Venture within a period of six months from the date of signing of the Increase of Capital Contract and each Shareholder's Loan so advanced by BDEP Haidian to the Joint Venture shall be subject to an interest rate of 8.5% per annum (the "**Interest Rate**") and repayable by the Joint Venture to BDEP Haidian within three years from the date of drawdown of such Shareholder's Loan. The Target Company and the Original Shareholders shall, pursuant to the Increase of Capital Contract, guarantee to BDEP Haidian the repayment obligations of the Joint Venture in respect of the Shareholder's Loans. It is a further term of the Increase of Capital Contract that the Original Shareholders shall together inject a further RMB156 million (equivalent to approximately HK\$191 million) by way of cash as additional registered capital to the Joint Venture and inject a maximum amount of RMB9.9 million (equivalent to approximately HK\$12.15 million) by way of cash as equity premium of the Target Company at Completion, whereupon following such capital injections, each of BDEP Haidian, and the Original Shareholders collectively, will be interested in 50% of the equity interests of the Joint Venture. The Target Company will therefore effectively become the Joint Venture upon Completion. BDEP Haidian will be required to inject the Capital Investment and the Equity Premium into the Joint Venture on the Completion Date.

**(b) Conditions Precedent**

Completion shall be conditional upon:

1. all necessary approvals from the relevant authorities (including those in the PRC) and all necessary board approvals for the Transaction having been obtained by each Original Shareholder, the Target Company, and BDEP Haidian and compliance with all relevant laws and regulations in respect of the Transaction;
2. the approval by the Stock Exchange of the publication of this announcement on the Stock Exchange and the Company's website; and
3. the obtaining of specific approval of the Shareholders at the EGM for the Transaction and the transactions contemplated thereunder and of the shareholders of the Original Shareholders for the proposed capital injection into the Joint Venture (as required).

None of the abovementioned conditions precedent have been fulfilled as at the date of this announcement.

**(c) Financial effects**

It is expected that the Joint Venture will become a jointly-controlled entity of BDEP Haidian and the Group upon Completion. The total maximum capital commitment from injection of the Capital Investment and Equity Premium and advancement of the Shareholder's Loans of RMB927.55 million (equivalent to approximately HK\$1,138.45 million) will be financed approximately as to 20% by cash from internal resources of the Group and as to the remaining 80% by, if available, such amount of net proceeds as may become available from the proposed issue of new Shares and convertible bonds and standby convertible bonds as announced by the Company on 15 September 2011 and 25 October 2011 (the "**Proposed Subscription**"). If such funding is not available, Beijing Enterprises Holdings Limited (being the controlling shareholder of the Company) has agreed to provide assistance and support, including provision of guarantee or granting of loan to the Company. Save for the Proposed Subscription, the Company does not have any other fund raising plan up to the announcement date.

Save as disclosed above, there is no other capital commitment to be borne by the Group in respect of the Transaction and the transactions contemplated thereunder.

## **THE JOINT VENTURE CONTRACT AND ARTICLES OF ASSOCIATION**

Apart from the Increase of Capital Contract, BDEP Haidian and the Original Shareholders have on the same date entered into a joint venture contract and an articles of association on normal commercial terms, to supplement the terms of the Increase of Capital Contract and to further stipulate the terms of the Joint Venture.

### **(a) Operative term**

The operative term of the Joint Venture will be 50 years from the date of the issuance of the business license of the Joint Venture and such term shall be extended upon agreement by BDEP Haidian and the Original Shareholders and subject to the approval by the relevant government authorities and the board of directors of the Joint Venture and applicable rules and regulations.

### **(b) Business scope**

The Joint Venture will engage in, among others, investment, construction and operation of renewable energy power generation projects including solid waste pollution control and emission and gas control in Beijing, the PRC as approved by the relevant government authorities.

### **(c) Board of directors of the Joint Venture**

The board of directors of the Joint Venture comprises 7 directors, as to 3 directors nominated by BDEP Haidian (including the chairman and a vice-chairman of the board of directors), 2 directors nominated by Original Shareholder A, one director nominated by Original Shareholder B, and one independent director. The directors shall serve a term of 3 years. BDEP Haidian shall be entitled to appoint a vice general manager and the financial controller of the Joint Venture.

### **(d) Profit sharing**

The board of directors of the Joint Venture would decide whether or not to declare any dividends or make any distributions to the equity holders. Any dividends declared or other kind of distributions of the Joint Venture made will be shared by the equity holders according to their respective equity interest in the Joint Venture.

### **(e) Transfer restrictions on the equity interest in the Joint Venture**

Any transfer of the equity interests of the Joint Venture by an equity holder, is subject to the unanimous approval from the other equity holders (which shall have the right of first refusal in respect of such transfer) and of the relevant government authorities in the PRC.

## REASONS FOR PROPOSED CAPITAL INJECTION INTO JOINT VENTURE

The Target Company is the project legal person of the 北京市海澱區循環經濟產業園再生能源發電廠項目 (Beijing Haidian District Cyclic Economy Industrial Park Renewable Energy Power Generation Project\*) (the “**Project**”) and is responsible for the investment, management, and operation of the Project. The Project is estimated to have a capacity of processing wastes of 2,500 tons per day, including garbage incineration of 1,800 tons per day, anaerobic fermentation of food waste garbage of 400 tons per day, leachate treatment capacity of 700 cubic meters per day, slag storage with a capacity of 600,000 cubic meters. The investment of the Project is estimated to cost an approximate total of RMB1,534 million (equivalent to approximately HK\$1,883 million) (the “**Total Project Costs**”), including system construction costs of approximately RMB385 million, costs of purchasing equipment of approximately RMB616 million, costs of installation of approximately RMB121 million, other construction costs of approximately RMB338 million, and basic preparation costs of approximately RMB73 million. Pursuant to the Increase of Capital Contract, a portion of the Total Project Costs will be funded through capital investments in the form of the Capital Investment and capital injections from the Original Shareholders increasing the total registered capital of the Joint Venture to RMB512 million (equivalent to approximately HK\$628 million) which represents one-third of the Total Project Costs, a portion of the Total Project Costs will be funded through advancement of the Shareholder’s Loans by the Group through BDEP Haidian of a total maximum aggregate amount of RMB644 million (equivalent to approximately HK\$790 million) and there will be funding from the Beijing Municipal Government of RMB641 million (equivalent to approximately HK\$786 million). The estimated construction period of the Project is about 30 months. Being the project legal person of the Project, BDEP Haidian possesses the requisite legal qualifications to undertake the works under the Project. The Group does not foresee any legal impediments in fulfilling any other regulatory formality requirements for carrying out the works under Project. As at the date of this announcement, the preliminary work of the Project, that is, field work of the preliminary geological survey, the environmental study and evaluation and an assessment on the municipal infrastructures (including transport, water supply, drainage and electrical systems) in respect of the Project, is currently underway.

With China becoming one of the world’s largest producer of household garbage, the Board believes that transforming waste into power will become the predominant mode of waste disposal in the coming years. An increase in waste volume in China is expected to continue for the coming years. As the standard of living in China continues to improve and the economy continues to grow, the per capita volume of waste is expected to increase accordingly based on historical trends. The volume of municipal waste is closely correlated with economic development and landfills, being the traditional mode of waste management, may become inadequate to process this increase in waste volume in the future. The Board therefore believes that through BDEP Haidian’s investment in the Joint Venture, the Group will be able to establish business capability in participating in this renewable energy power generation business sector and capitalise on the business opportunities in this sector.

The terms of the Increase of Capital Contract including the Capital Investment, the Equity Premium and the Shareholder’s Loans were negotiated after arm’s length negotiation between BDEP Haidian and the Original Shareholders with reference to the Project and its Total Project Costs and pre-



operating expenses. The Interest Rate under the Shareholder's Loan was negotiated after arm's length negotiation between BDEP Haidian and the Original Shareholders with reference to the prevailing market interest rate in the PRC. The Directors consider that the terms of the Increase of Capital Contract and the transactions contemplated thereunder including the Capital Investment, the Equity Premium, the Shareholder's Loans and the Interest Rate are fair and reasonable and in the interests of the Shareholders as a whole.

## **INFORMATION ON THE COMPANY, BDEP HAIDIAN, THE ORIGINAL SHAREHOLDERS AND THE TARGET COMPANY**

### **The Company**

The Company is incorporated in Hong Kong and is principally engaged in investment holding. The principal activities of the Group's subsidiaries comprise the provision of information technology ("IT") related services, including: (i) system integration; (ii) the construction of information networks and sale of related equipment; (iii) the provision of IT technical support and consultation services; and (iv) the development and sale of software. In order to improve the overall financial performance of the Company, the Directors have continued to review its existing businesses and strive to improve the business operations and financial position of the Company by proactively seeking potential investment opportunities that could diversify its existing business portfolio and broaden its source of income, and enhance value to its Shareholders. To this end, the Directors have been exploring all business opportunities including, but not limited to, the environmental protection business sector. The challenges of increasing demand for energy, sustainable development and the increased concern regarding the environment have led the PRC government to pay greater attention to environmental protection. As at the date of this announcement, apart from the Transaction, the Company announced on 30 May 2012 that it had entered into the Framework Agreement for Investment and Cooperation in Shanxi Domestic Garbage Incineration-Power Generation Project with 山西國際能源集團有限公司 (Shanxi International Energy Group Co. Ltd.), 北京北控環保工程技術有限公司 (Beijing Enterprises Holdings Environment Technology Co. Ltd.) and 山西省環境保護基金有限公司 (Shanxi Environmental Protection Fund Co. Ltd.) to establish long-term strategic cooperation partnership. The parties thereto are currently still continuing with the in-depth investigation, research and due diligence in respect of the above specific projects. The concrete cooperation arrangements of the specific projects shall be subject to the legal documents (such as project investment and cooperation contracts) to be entered into by the parties thereto. The Company is currently working on identifying appropriate projects and/or assets in the field of environmental protection and it is making an assessment by reference to the quality of the projects and assets, the likely scale of the operations, and hence the demand on available funding for making the investment or acquisition. Save as disclosed above, the Company does not, as at the date of this announcement, contemplate any intention, negotiation, agreement, arrangement and understanding (concluded or otherwise) about acquisition of any new business and/or any disposal, scaling-down and/or termination of its existing businesses, and/or major operating assets.

## **BDEP Haidian**

BDEP Haidian is incorporated in Hong Kong and is principally engaged in investment holding and is the wholly owned subsidiary of the Company.

## **The Original Shareholders**

The Original Shareholders are state-owned enterprises under the supervision of Haidian District People's Government of Beijing Municipality, and is principally engaged in the investment, financing and the construction of infrastructures, high-tech industry, and real estates in Haidian District, Beijing.

## **The Target Company**

The Target Company is a company established under the laws of the PRC on 10 July 2006. Since its establishment, the Target Company has carried out field work of the preliminary geological survey, environmental study and evaluation and an assessment on the municipal infrastructures (including transport, water supply, drainage and electrical systems) in respect of the Project. The sole purpose of the establishment of the Target Company is for investing, constructing and operating the Project. As at the date of this announcement, the net asset of the Target Company is mostly represented by cash. The Target Company does not possess any other assets, legal titles or business not relevant to the Project. Based on the audited financial statements of the Target Company prepared in accordance with PRC accounting standards, the net assets of the Target Company as at 31 December 2010 and 2011 were RMB17.09 million (equivalent to approximately HK\$20.98 million) and RMB91.94 million (equivalent to approximately HK\$112.84 million), respectively. The loss before and after tax of the Target Company for the years ended 31 December 2010 and 2011 were nil and RMB5.16 million (equivalent to approximately HK\$6.33 million), respectively.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules exceed 100%, the Transaction constitutes a very substantial acquisition for the Company under Rule 14.06(5) of the Listing Rules and will accordingly be subject to the shareholders' approval requirements under Chapter 14 of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Transaction which is different from other Shareholders, and therefore no Shareholder is required to abstain from voting on the relevant resolutions to be proposed at the EGM in relation to the Increase of Capital Contract and the transactions contemplated thereunder. If any of the Original Shareholders and/or its associates hold(s) any Shares on the date of EGM, each of them will be required to abstain from voting on the relevant resolutions to be proposed at the EGM in relation to the Increase of Capital Contract and the transactions contemplated thereunder.

No Shareholder will be required to abstain from voting on the relevant resolution to approve the Transaction.



## DESPATCH OF CIRCULAR

A circular containing, among other things, (i) further details on the Transaction; (ii) financial information of the Group; (iii) financial information of the Joint Venture; (iv) unaudited pro forma financial information of the Enlarged Group; (v) the notice of the EGM; and (vi) other information as required under the Listing Rules will be dispatched to the Shareholders in due course.

As additional time is required to prepare the aforesaid information to be included in the circular, the circular is expected to be dispatched to the Shareholders on or before 31 July 2012.

**As the Increase of Capital Contract is subject to a number of conditions precedent, the Increase of Capital Contract may or may not become unconditional or be completed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

- “Articles of Association” the articles of association of the Joint Venture entered into between BDEP Haidian and the Original Shareholders on 28 June 2012 to further stipulate the terms of the Joint Venture
- “associate” has the meanings ascribed thereto under the Listing Rules
- “BDEP Haidian” Beijing Development Environmental Protection (Haidian) Limited, a company incorporated in Hong Kong with limited liability, a wholly owned subsidiary of the Company
- “Board” the board of Directors
- “Capital Investment” RMB256 million which is proposed to be injected as additional registered capital of the Target Company by way of cash pursuant to the terms of the Increase of Capital Contract at Completion
- “Company” Beijing Development (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of Stock Exchange (stock code: 154)
- “Completion” completion of the Transaction whereupon BDEP Haidian shall inject the Capital Investment and the Equity Premium into the Target Company pursuant to the terms of Increase of Capital Contract

“Completion Date”	the date of Completion, which shall be within 5 days after the fulfillment or waiver (if applicable) of the last condition precedent set out above under the heading “Conditions Precedent”, or such other date as may be agreed in writing between the Original Shareholders and BDEP Haidian
“connected person(s)”	having the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“EGM”	extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, to approve, among other matters, the Increase of Capital Contract and the transactions contemplated thereunder, including the Capital Investment, the Equity Premium and the Shareholder’s Loans
“Enlarged Group”	the Group (including the Joint Venture) following the Completion
“Equity Premium”	RMB27.55 million which is the maximum amount proposed to be injected by BDEP Haidian by way of cash as equity premium of the Target Company pursuant to the terms of the Increase of Capital Contract
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Increase of Capital Contract”	the contract entered into between BDEP Haidian and the Original Shareholders on 28 June 2012 in respect of the Transaction
“Joint Venture”	the Target Company which is the subject of a proposed equity joint venture to be established between BDEP Haidian and the Original Shareholders following injection of the Capital Investment at Completion pursuant to the terms of the Increase of Capital Contract
“Joint Venture Contract”	the contract entered into between BDEP Haidian and the Original Shareholders on 28 June 2012 to further stipulate the terms of the Joint Venture
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Shareholder(s)”	collectively, Original Shareholder A, Original Shareholder B, Original Shareholder C, and Original Shareholder D

“Original Shareholder A”	北京市海澱區國有資本經營管理中心(The Beijing Haidian District State-Owned Capital Management Centre*), is a state-owned enterprise, principally engaged in the financing of the construction of and investment in infrastructures in Haidian District of Beijing, and which holds 60% equity interests in the Target Company as at the date of this announcement
“Original Shareholder B”	北京中海投資管理公司 (Beijing Zhonghai Investment Management Co.*), is a state-owned enterprise, principally engaged in the promotion and development of high-tech industry, and which holds 20% equity interests in the Target Company as at the date of this announcement
“Original Shareholder C”	北京海融達投資建設有限公司 (Beijing Hairongda Investment Construction Co., Ltd.*), is a state-owned enterprise, principally engaged in the development and construction of infrastructure and road network, and which holds 12% equity interests in the Target Company as at the date of this announcement
“Original Shareholder D”	北京市海澱區國有資產投資經營有限公司(State-Owned Properties Investment & Management Co. of Haidian District, Beijing*), is a state-owned enterprise, principally engaged in the investment in high-tech industry and real estates, and which holds 8% equity interests in the Target Company as at the date of this announcement
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Taiwan, Hong Kong and Macau Special Administrative Region of the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder’s Loans”	RMB644 million which is the total aggregate amount of all unsecured loans proposed to be advanced by BDEP Haidian to the Joint Venture pursuant to the terms of the Increase of Capital Contract
“Shareholders”	holders of the issued Shares
“Shares”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Target Company”	北京綠海能環保有限責任公司 (Beijing Luhaineng Environmental Protection Co., Ltd.*), a company established under the laws of the PRC and which is wholly owned by the Original Shareholders as at the date of this announcement
“Transaction”	the proposed injection of Capital Investment and Equity Premium and proposed advancement of the Shareholder’s Loans pursuant to the terms of the Increase of Capital Contract
“%”	per cent.

By order of the Board  
**Beijing Development (Hong Kong) Limited**  
**E Meng**  
*Chairman*

Hong Kong, 28 June 2012

*As at the date of this announcement, the executive directors of the Company 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 of the Company are Dr. Jin Lizuo, Dr. Huan Guocang and Dr. Wang Jianping.*

*For illustration purposes only, the amounts in RMB are translated to HK\$ at the rate of HK\$1.00 = RMB0.81475. No representation is made that any amount in RMB has been or could be converted at such rate.*

\* *for identification purpose only*