



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)

PROXY FORM

**Form of proxy for the extraordinary general meeting (the “Meeting”)
to be held on Tuesday, 15 April 2014 at 11:00 a.m. (or any adjournment thereof)**

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares in the capital of Beijing Development (Hong Kong) Limited (the “Company”), HEREBY APPOINT ^(note 3) _____
of _____
or failing him, the chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Meeting to be held at 66/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 15 April 2014 at 11:00 a.m. and at any adjournment thereof in respect of the resolution set out in the notice convening the Meeting dated 27 March 2014 (the “Notice”) in the manner as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. Unless defined otherwise, capitalised terms used herein shall bear the same meanings as defined in the Notice.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To approve, ratified and confirm the Sale and Purchase Agreement, the terms thereof and transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares).		

Dated this _____ day of _____, 2014 Signature ^(note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK LETTERS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the capital of the Company registered in your name(s).
3. Insert in BLOCK CAPITALS the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy. Any member entitled to attend and vote at the Meeting shall be entitled to appoint not more than two proxies to attend and, on a poll, vote instead of him. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE “FOR” THE RESOLUTION, TICK IN THE BOX MARKED “FOR”, IF YOU WISH TO VOTE “AGAINST” THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. Failure to complete any or all boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you so wish. In the event of your attending the Meeting, this form of proxy will be deemed to be revoked.
10. The full text of the ordinary resolution appears in the notice of extraordinary general meeting contained in the circular to the shareholders of the Company dated 27 March 2014.