北京控股有限公司
BEIJING ENTERPRISES HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(website: www.behl.com.hk)

(Stock Code: 392)

Annual General Meeting
Form of Proxy

I/We *(note 1)* _____

of _____

being the registered holder(s) of *(note 2)* _____ shares of HK$0.10 each in the capital of

Beijing Enterprises Holdings Limited (the "Company") HEREBY APPOINT *(note 3)* _____

_____

of _____

or failing him _____ of _____

or *(note 4)* Chairman of the Meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 19 June 2013 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the Resolutions set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the Resolutions as hereunder indicated.

	RESOLUTIONS	FOR *(note 5)*	AGAINST *(note 5)*
1.	To receive the Audited Consolidated Financial Statements and Reports of the Directors and of the Auditors for the year ended 31 December 2012.		
2.	To declare a final dividend.		
3.1	To re-elect Mr. Wang Dong as Director.		
3.2	To re-elect Mr. Lei Zhengang as Director.		
3.3	To re-elect Mr. Jiang Xinhao as Director.		
3.4	To re-elect Mr. Wu Jiesi as Director.		
3.5	To re-elect Mr. Lam Hoi Ham as Director.		
3.6	To re-elect Mr. Sze Chi Ching as Director.		
3.7	To re-elect Mr. Shi Hanmin as Director.		
3.8	To authorise the Board of Directors to fix Directors' remuneration.		
4.	To re-appoint Messrs. Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration.		
5.	To give a general mandate to the Directors to purchase shares not exceeding 10% of the existing issued share capital of the Company on the date of this Resolution.		
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the existing issued share capital of the Company on the date of this Resolution.		
7.	To extend the general mandate granted to the Directors to issue shares in the capital of the Company by the number of shares repurchased.		

Signature: _____ *(notes 6, 7 & 8)*

Dated this _____ day of _____ 2013.

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.

2. Please insert the number of shares registered in the name of the holder and to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder appearing in this proxy form.

3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a Member of the Company.

4. If any proxy other than the Chairman is preferred, strike out "Chairman of the Meeting" and insert 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 PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion.

6. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the Meeting.

7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

8. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.

9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.