



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)

EXTRAORDINARY GENERAL MEETING
FORM OF PROXY

Form of proxy for the Extraordinary General Meeting of Beijing Enterprises Holdings Limited to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 8 November 2013 at 3:30 p.m. (the "Meeting"):

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 Extraordinary General Meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 8 November 2013 at 3:30 p.m. for the purposes of considering and, if thought fit, passing the Resolution 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 Resolution as hereunder indicated.

ORDINARY RESOLUTION	FOR (note 5)	AGAINST (note 5)
To confirm, approve, authorize and ratify the entering into of the Sale and Purchase Agreement and the Supplemental Agreement (both as defined in the notice convening the Meeting) and the transactions contemplated thereunder (including the issuance of the Consideration Shares) and the implementation thereof and to authorize any one director of the Company for and on behalf of the Company to execute (and, if necessary, affix the common seal of the company) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him in his absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement and the transactions contemplated thereunder (including the issuance of the Consideration Shares) and the implementation thereof.		

Signature: _____ (notes 6, 7 & 8)

Dated this _____ day of _____ 2013.

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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.
- 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.
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his vote at his discretion.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the Company's share registrar in Hong Kong, 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 the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- 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.
- 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.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such event, this form of proxy shall be deemed to be revoked.