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## **BEIJING PROPERTIES (HOLDINGS) LIMITED**

**北京建設（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 925)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an special general meeting (“**SGM**”) of Beijing Properties (Holdings) Limited (the “**Company**”) will be held at 11:00 a.m. on 9 November 2011 (Wednesday), at 66/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the conditional sale and purchase agreement dated 25 July 2011 (the “**Acquisition Agreement**”) entered into between Beijing Holdings Limited (京泰實業(集團)有限公司) as vendor and the Company as purchaser in relation to the acquisition of the entire issued share capital of Zhi Jian Limited at a total consideration of HK\$157,890,000 comprising: (i) HK\$79,001,380 (or equivalent amount in RMB) by cash payment; and (ii) HK\$78,888,620 by issue and allotment of 124,430,000 new ordinary shares of HK\$0.1 each in the share capital of the Company (“**Consideration Shares**”) (a copy of the Acquisition Agreement has been tabled at the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Consideration Shares in accordance with the terms and conditions of the Acquisition Agreement be and is hereby approved and further that the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Consideration Shares, credited as fully paid, pursuant to the Acquisition Agreement, such shares shall rank pari passu in all respects with the existing ordinary shares of the Company in issue at the date of allotment of the Consideration Shares. The specific mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may time to time be granted to the Directors prior to passing of this resolution; and

- (c) the Directors, acting together, individually or by committee, be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as they may consider necessary, appropriate, desirable or expedient for implementation of or giving effect to the Acquisition Agreement and any of the transactions contemplated thereunder; and
- (d) subject to the completion of the Acquisition Agreement, the entrusted loan agreement (“**Entrusted Loan Agreement**”) entered into among Beijing BHL Investment Centre (北京京泰投資管理中心) (“**Jingtai Investment**”) (as entrustor), Shanghai Pudong Development Bank (the “**Bank**”) (as lender) and Beijing Inland Port International Logistics Co., Ltd. (北京陸港國際物流有限公司) (“**Beijing Inland Port**”) (as borrower) on 15 August 2008 whereby Jingtai Investment has entrusted the Bank to lend to Beijing Inland Port loans of principals up to maximum amount of RMB68,745,000 (a copy of the Entrusted Loan Agreement has been tabled at the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) and Beijing Inland Port has charged its assets in favour of Jingtai Investment as security for the said loans (details of the charged assets are set out in the Company’s circular (the “**Circular**”) dated 25 October 2011 and a copy of the Circular has been tabled at the meeting marked “C” and signed by the Chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder (including without limitation the security arrangement of the charged assets) be and are hereby approved, confirmed and ratified.”

By Order of the Board  
**Beijing Properties (Holdings) Limited**  
**Zhou Si**  
*Chairman*

Hong Kong, 25 October 2011

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business in Hong Kong:*  
66th Floor  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened.
5. The voting on the above resolution at the SGM will be conducted by way of a poll.

*As the date of this notice, Mr. Zhou Si, Mr. Ang Keng Lam, Mr. Yu Li, Mr. Xu Taiyan, Mr. Qian Xu, Mr. Jiang Xinhao, Ms. Meng Fang, Mr. Siu Kin Wai, Mr. Yu Luning and Mr. Liu Xueheng are the Executive Directors; Mr. Lin Chun Kuei is the Non-Executive Director; and Mr. Goh Gen Cheung, Mr. Ma Chiu Cheung, Andrew, Mr. Ng Tang Fai, Ernesto, Mr. Zhu Wuxiang and Mr. James Chan are the Independent Non-Executive Directors.*