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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 a special general meeting (“**SGM**”) of Beijing Properties (Holdings) Limited (the “**Company**”) will be held at 11:00 a.m. on 28 February 2012 (Tuesday) 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 8 December 2011 (the “**Disposal Agreement**”) entered into between the Company as vendor and Goldfold Wintop Investment Limited as purchaser in relation to the disposal of the entire issued share capital of Zenna Investments Limited for a total consideration of RMB251,710,000 payable in cash (a copy of the Disposal 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; and
- (b) 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 Disposal Agreement and any of the transactions contemplated thereunder.”

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

Hong Kong, 13 February 2012

*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. A form of proxy for use at the meeting is enclosed.
6. The voting on the above resolution at the Meeting 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.*