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## **BEP INTERNATIONAL HOLDINGS LIMITED**

**百靈達國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2326)**

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

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of BEP International Holdings Limited (the “**Company**”) will be held at Plaza 1 and 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 9:30 a.m. on Thursday, 12 April 2012 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below):
  - (a) every four (4) issued and unissued ordinary shares of par value HK\$0.0005 each in the share capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.002 each (“**New Share**”) and such consolidation shall take effect on the next business day, being any day (other than Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours, immediately following the date on which this resolution is passed;
  - (b) the New Shares shall rank pari passu in all respects with each other in accordance with the Memorandum of Association and Bye-laws of the Company;
  - (c) all fractional New Shares will not be issued to the holders of the existing ordinary shares of the Company but all fractional New Shares will be aggregated and, if a premium (net of expenses) can be obtained, sold for the benefit of the Company; and

\* *For identification purpose only*

- (d) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to implement and give effect to the arrangements set out in this resolution.”

2. **“THAT**

- (a) the transaction contemplated under the loan capitalization agreement (the **“Capitalization Agreement”**) entered into between Long Channel Investments Limited (the **“Controlling Shareholder”**) and the Company dated 27 February 2012 in relation to the subscription for 195,907,214 New Shares of HK\$0.002 each (the **“Capitalization Shares”**) in the share capital of the Company at a price of HK\$0.192 per New Share by way of capitalizing a sum of HK\$37,614,185.17 out of the total outstanding amount of the shareholder’s loans due to the Controlling Shareholder by the Company, a copy of the Capitalization Agreement having been produced to the SGM and marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and confirmed;
- (b) the directors of the Company be and are hereby authorised to exercise the powers of the Company to allot and issue the Capitalization Shares, pursuant to the terms of the Capitalization Agreement, such Capitalization Shares shall rank pari passu in all respects among themselves and with the New Shares in issue on the date of the allotment and issue of the Capitalization Shares; and
- (c) the directors of the Company be and are hereby authorised to take such actions, do such things, agree to such amendments, variations or extension to the Capitalization Agreement and execute such further documents or deeds which in their sole opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.”

By Order of the Board  
**BEP International Holdings Limited**  
**Sue Ka Lok**  
*Chief Executive Officer*

Hong Kong, 22 March 2012

*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 of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

*As at the date of this announcement, the Board comprises four Executive Directors, namely, Mr. Suen Cho Hung, Paul (Chairman), Mr. Sue Ka Lok (Chief Executive Officer), Mr. Li Hiu Ming and Mr. Poon Hor On; and three Independent Non-executive Directors, namely, Mr. Chan Kwong Fat, George, Mr. Siu Hi Lam, Alick and Mr. To Yan Ming, Edmond.*