

IRREOCVABLE AND UNCONDITIONAL UNDERTAKING

To: **Long Channel Investments Limited**
c/o Suites 1502-3, Great Eagle Centre,
23 Harbour Road,
Wanchai, Hong Kong

Dear Sirs

Re: Mandatory unconditional general offer for shares in BEP International Holdings Limited

Reference is made to the sale and purchase agreement entered into between (i) Longtale International Limited and Elite Agent Limited as vendors; (ii) Long Channel Investments Limited as purchaser; (iii) Chan James Chun Hung as the vendors' guarantor; and (iv) Suen Cho Hung, Paul as the purchaser's guarantor dated 10 June 2009 (the "**Share Purchase Agreement**"). Terms defined in the Share Purchase Agreement shall bear the same meanings when used herein unless the context requires otherwise.

We, the undersigned, acknowledge that after Completion, the Purchaser will be required to make a mandatory conditional cash offer for all the issued Shares not already owned or agreed to be acquired by the Purchaser and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code (the "**Offer**"). Furthermore, after Completion, we will remain the chargee in respect of 750,000,000 Shares ("**Remaining Charged Shares**") pursuant to the Share Charge.

We hereby **CONFIRM** that, pursuant to the terms of the Share Charge, the Chargor has undertaken to us that, inter alia, it shall not sell or agree to sell, transfer or assign any part of the Collateral (as defined in the Share Charge), which includes the Remaining Charge Shares, without our consent as chargee thereof.

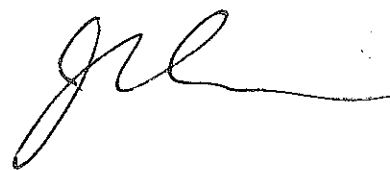
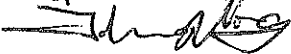
We hereby **IRREVOCABLY AND UNCONDITIONALLY UNDERTAKES** that during the offer period (as defined in the Takeovers Code) in respect of the Offer, we shall exercise our unencumbered contractual rights under the Share Charge to procure that the Offer shall NOT be accepted by the Chargor or us.

This Deed shall be governed by and construed and take effect in accordance with the laws of Hong Kong.

Dated this 12th day of June 2009.

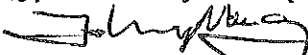
EXECUTED and DELIVERED)
as a DEED under the)
COMMON SEAL of)
LONGTALE INTERNATIONAL LIMITED)
and SIGNED by **CHAN JAMES CHUN HUNG**)
its sole director in the presence of :-

WONG KAM WAH K251245(9)



EXECUTED and DELIVERED)
as a DEED under the)
COMMON SEAL of)
ELITE AGENT LIMITED)
and SIGNED by **CHAN JAMES CHUN HUNG**)
its sole director in the presence of :-

WONG KAM WAH K251245(9)



SIGNED SEALED and DELIVERED)
by **CHAN JAMES CHUN HUNG**)
in the presence of :-)

WONG KAM WAH K251245(9)

