



# BEP INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 2326

## PROXY FORM Annual General Meeting

I/WE <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_  
shares of HK\$0.0005 each in the capital of BEP International Holdings Limited (“the Company”), HEREBY APPOINT <sup>3</sup> the Chairman of the Meeting, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend for me/us and on my/our behalf the Annual General Meeting (or any adjournment thereof) of the Company to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 27 August 2008 at 3:00 p.m. and vote thereat for me/us and on my/our behalf in respect of the following resolutions in the manner as indicated below:

	Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1	To adopt the Audited Financial Statements and Reports of the Directors and Auditors for the year ended 31 March 2008		
2.	(i) To re-elect Mr. Zhang Xi as Director.		
	(ii) To re-elect Mr. Chen Yang as Director.		
	(iii) To re-elect Mr. Cai Duanhong as Director.		
	(iv) To re-elect Ms. Zhang Yu as Director.		
	(v) To re-elect Mr. Hong Po Kui, Martin as Director.		
	(vi) To re-elect Mr. Yam Tak Fai, Ronald as Director.		
	(vii) To re-elect Mr. Wong Man Hin, Raymond as Director.		
	(viii) To authorize the board of Directors to fix the remuneration of the Directors.		
3	To re-appoint Messrs Deloitte Touche Tohmatsu as Auditors of the Company and to authorise the Directors to fix their remuneration		
4	To grant a general mandate to the Directors to repurchase issued shares of the Company		
5	To grant a general mandate to the Directors to issue additional shares of the Company		
6	To extend the authority given under Resolution 5 above to issued shares repurchased under the authority given in Resolution 4 above		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2008 Signature <sup>7</sup>: \_\_\_\_\_

### Notes:

- Please insert the full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.0005 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a “✓” in the spaces opposite to each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- 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 was 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 in respect of the joint holding.
- 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 authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.