



BEP INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 2326)

Form of proxy for use at the annual general meeting to be held on Wednesday, 30 September 2009 at 3:00 p.m. (or at adjournment thereof)

I/We¹ _____

of _____

being the registered holder(s) of² _____

shares of HK\$0.0005 each in the capital of BEP International Holdings Limited ("the Company"), HEREBY APPOINT³ the Chairman of the annual general meeting ("Meeting"), or _____

of _____

as my/our proxy to attend for me/us and on my/our behalf at the Meeting (or any adjournment thereof) to be held at Plaza I, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 30 September 2009 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:

	Ordinary Resolutions	For ⁴	Against ⁴
1	To receive, consider and adopt the audited financial statements, the directors' report and the auditor's report of the Company for the year ended 31 March 2009.		
2	(1) To re-elect the following directors:		
	(a) Mr. Suen Cho Hung, Paul		
	(b) Mr. Sue Ka Lok		
	(c) Mr. Poon Hor On		
	(d) Mr. Li Hiu Ming		
	(e) Mr. Chan Kwong Fat, George		
	(f) Mr. Siu Hi Lam, Alick		
	(g) Mr. To Yan Ming, Edmond		
	(2) To authorise the Board of Directors to fix the remuneration of the directors of the Company		
3	To re-appoint Messrs Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix their remuneration.		
4	(1) To grant a general mandate to the directors of the Company to allot, issue and deal with unissued shares in the capital of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.		
	(2) To grant a general mandate to the directors of the Company to repurchase shares in the capital of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.		
	(3) To extend the general mandate granted to the directors of the Company under Resolution No. 4(1) by adding the aggregate nominal amount of shares repurchased by the Company.		

Date this _____ day of _____ 2009

Signature⁷: _____

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) to which this proxy relates. 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 annual general meeting ("Meeting"), or" and insert the name and address of the proxy desired in the space provided. A member of the Company may appoint one or more proxies to attend and vote in his stead.
- 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 in Hong Kong, 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.
- Any member of the Company entitled to attend and vote at the 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. 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.
- 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.
- Delivery of an instrument appointing a proxy shall not preclude a member of the Company 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.
- Where there are joint holders of any share any one of such joint holder 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.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**