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BEP INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 2326)

PROPOSED SUBDIVISION OF SHARES, CHANGE OF BOARD LOT SIZE, AMENDMENTS TO BYE-LAWS AND CHANGE OF AUDITORS

The Board proposes:

- (1) the Share Subdivision, whereby the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will each be subdivided into 20 Subdivided Shares of HK\$0.0005 each in the share capital of the Company. The Share Subdivision will become effective subject to the conditions set out below.

The Shares are currently traded in board lots of 5,000 each on the Stock Exchange. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 6,000 Subdivided Shares each.

- (2) amendments made to the Bye-laws in order to comply with the corporate governance requirements under Appendix 14 of the Listing Rules and take into account recent amendments to the Companies Act; and
- (3) appointment of Deloitte Touche Tohmatsu as auditors of the Company to fill the vacancy left by the resignation of HLB Hodgson Impey Cheng.

A circular containing, among other matters, details of the Share Subdivision, the change of board lot size, the trading arrangements in respect of the Subdivided Shares, the procedures for free exchange of share certificates, the amendments to the Bye-laws, the appointment of auditors and the notice of SGM will be despatched to the Shareholders as soon as practicable.

PROPOSED SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE

The Board proposes the Share Subdivision, whereby the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will each be subdivided into 20 Subdivided Shares of HK\$0.0005 each. The Shares are currently traded in board lots of 5,000 each on the Stock Exchange. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 6,000 Subdivided Shares each.

Share Capital of the Company

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares (of which 242,600,000 Shares have been issued and fully paid or credited as fully paid), and there are no outstanding securities convertible into Shares and no outstanding options carrying rights to acquire Shares. Assuming no further Shares will be issued or repurchased after the date of this announcement, upon the Share Subdivision having become effective, the authorised share capital of the Company will be HK\$100,000,000 divided into 200,000,000,000 Subdivided Shares, of which 4,852,000,000 Subdivided Shares will be in issue and 195,148,000,000 Subdivided Shares will remain unissued.

The Subdivided Shares will rank pari passu in all respects with each other and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

Conditions of the Share Subdivision

The Share Subdivision will be conditional upon, among other matters:

- (a) the Shareholders at the SGM passing an ordinary resolution to approve the Share Subdivision; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

The Share Subdivision will become effective on the trading day immediately after the conditions mentioned above are fulfilled, which is expected to be 18 January 2008. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares.

Reasons for the Share Subdivision and Change of Board Lot Size

The Board believes that the Share Subdivision and the change of board lot size will improve the liquidity in trading in shares of the Company and enable the Company to attract more investors and broaden the Shareholder base. Accordingly, the Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

Other than the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company.

Arrangement on odd lot trading

The change in board lot size upon the Share Subdivision becoming effective may result in odd lots of the Subdivided Shares. In order to facilitate the trading of odd lots of Subdivided Shares as a result of the Share Subdivision and the change of board lot size, the Company will appoint a broker, Sanfull Securities Limited, as an agent to provide a matching service to Shareholders who wish to top-up or sell their holdings of odd lots of the Subdivided Shares. Such service shall be available from 10:00 a.m. on Friday, 18 January 2008 up to and including 4:00 p.m. on Tuesday, 26 February 2008. Shareholders who wish to take advantage of this facility should contact Sanfull Securities Limited at Suite 2001-6, 20th Floor, Cosco Tower, 183 Queen's Road Central, Hong Kong (Tel: (852) 2853 2127 and Fax: (852) 2853 2244).

Shareholders should note that successful matching of the sale and purchase of odd lots of Subdivided Shares is not guaranteed and will depend on there being adequate amounts of odd lots of Subdivided Shares available for such matching. Shareholders are recommended to consult their professional advisers if they are in any doubt about the matching facility described above.

Expected Timetable

The expected timetable for implementation of the Share Subdivision, the change in board lot size and the relevant trading arrangements are as follows:

Circular in relation to the Share Subdivision

to be despatched on or before24 December 2007

Latest time and date for lodging forms of proxy

for use at the SGM 10:00 a.m., Tuesday, 15 January 2008

Time and Date of SGM 10:00 a.m., Thursday, 17 January 2008

Publication of announcement to announce the effectiveness of the Share Subdivision

on the website of the Stock Exchange and the Company Friday, 18 January 2008

Effective time and date of the Share Subdivision. 9:30 a.m. on Friday, 18 January 2008

Dealings in Subdivided Shares commence. 9:30 a.m. on Friday, 18 January 2008

Original counter for trading in existing Shares

in board lots of 5,000 Shares temporarily closes 9:30 a.m. on Friday, 18 January 2008

Temporary counter for trading in board lots of 100,000 Subdivided Shares (in the form of certificates

of existing Shares (the "**Old Share Certificates**") opens. 9:30 a.m. on Friday, 18 January 2008

First day of free exchange of Old Share Certificates

for new certificates of Subdivided Shares

(the "**New Share Certificates**") Friday, 18 January 2008

Original counter for trading in Subdivided Shares
in board lots of 6,000 Subdivided Shares
(in the form of New Share Certificates) re-opens 9:30 a.m. on Friday, 1 February 2008

Parallel trading in Subdivided Shares
(in the form of New Share Certificates and
Old Share Certificates) commences 9:30 a.m. on Friday, 1 February 2008

Parallel trading in Subdivided Shares
(in the form of New Share Certificates and
Old Share Certificates) ends 4:00 p.m. Tuesday, 26 February 2008

Temporary counter for trading in Subdivided Shares
in board lots of 100,000 Subdivided Shares
(in the form of Old Share Certificates) closes 4:00 p.m. Tuesday, 26 February 2008

Last day for free exchange of Old Share Certificates
for New Share Certificates. Friday, 29 February 2008

Time and dates stated in expected timetable are indicative only and may be extended or varied. Any changes to the expected timetable will be announced as and when appropriate.

Share certificates

The Old Share Certificates will only be valid for delivery, trading and settlement purpose for the period up to 4:00 p.m. on Tuesday, 26 February 2008 and thereafter will not be accepted for delivery, trading and settlement purpose. However, the Old Share Certificates will continue to be good evidence of title to the Subdivided Shares on the basis of one Share for 20 Subdivided Shares and may be exchanged for the New Share Certificates (i) free of charge at any time between Friday, 18 January 2008 and Friday, 29 February 2008 (both days inclusive); or (ii) upon payment of a prescribed fee of HK\$2.50 (or such amount as may from time to time be determined by the Stock Exchange) per share certificate at any time after Friday, 29 February 2008. It is expected that New Share Certificates will be available for collection within a period of 10 business days after submission of the Old Share Certificates.

The New Share Certificates will be pink in order to be distinguished from the Old Share Certificates which are in yellow.

AMENDMENTS TO BYE-LAWS

The Board proposes amendments made to the Bye-laws in order to comply with corporate governance requirements under Appendix 14 of the Listing Rules and take into account recent amendments to the Companies Act. Further information on the proposed amendments to the Bye-laws will be set out in the circular to be despatched to the Shareholders.

CHANGE OF AUDITORS

The Board announces that the Company and HLB Hodgson Impey Cheng could not reach an agreement on the level of audit fees for the financial year ending 31 March 2008. Accordingly, HLB Hodgson Impey Cheng have resigned as the auditors of the Company with effect from 30 November 2007. HLB Hodgson Impey Cheng have confirmed that there were no circumstances connected with their resignation which they considered should be brought to the attention of the Shareholders or creditors. To the best knowledge of the Directors and the audit committee of the Company, there are no circumstances connected with the resignation of auditors which should be brought to the attention of the Shareholders.

In accordance with the Bye-laws, the Board will convene the SGM and proposes to appoint Deloitte Touche Tohmatsu as auditors of the Company to fill the vacancy left by the resignation of HLB Hodgson Impey Cheng.

GENERAL

A circular containing, among other matters, details of the Share Subdivision, the change in board lot size, the trading arrangements in respect of the Subdivided Shares, the procedures for free exchange of share certificates, the amendments to the Bye-laws, the appointment of auditors and the notice of SGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	BEP International Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held to approve, among other matters, the Share Subdivision, amendments to the Bye-laws and change of auditors of the Company

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company as at the date of this announcement
“Shareholder(s)”	holder(s) of Share(s)
“Share Subdivision”	the subdivision of Shares whereby the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company each be subdivided into 20 Subdivided Shares of HK\$0.0005 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	new ordinary share(s) of HK\$0.0005 each in the share capital of the Company upon the Share Subdivision becoming effective

By Order of the Board
BEP INTERNATIONAL HOLDINGS LIMITED
Zhang Xi
Chairman

Hong Kong, 4 December 2007

At the date hereof, the Board comprises Mr. Zhang Xi, Mr. Chen Yang and Mr. Cai Duanhong as executive Directors and Mr. Hong Po Kui, Martin, Mr. Yam Tak Fai, Ronald and Mr. Wong Man Hin, Raymond as independent non-executive Directors.