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**北京控股有限公司**  
**BEIJING ENTERPRISES HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

*(website: [www.behl.com.hk](http://www.behl.com.hk))*

**(Stock Code: 392)**

## **ANNOUNCEMENT**

### **PRICE-SENSITIVE INFORMATION**

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the inside information provisions under Part XIVA of the SFO.

On 20 June 2013, the Company entered into the Memorandum of Co-operation with China Leason and Vision Finance pursuant to which China Leason has conditionally agreed to place, through Vision Finance (as placing agent) 9,300,000,000 new Shares of China Leason to the Company (or its wholly-owned subsidiaries) at subscription price of HK\$0.26 per Share.

**The Share Subscription is to be subject to the satisfaction of the conditions precedent described in the Memorandum of Co-operation and terms of the formal agreements to be entered into between the parties in connection with the Share Subscription. As the Share Subscription may or may not proceed, shareholders and investors of the Company should exercise caution when dealing in the securities of the Company.**

## **MEMORANDUM OF CO-OPERATION**

On 20 June 2013, the Company entered into the Memorandum of Co-operation with China Leason and Vision Finance pursuant to which China Leason has conditionally agreed to place, through Vision Finance (as placing agent), 9,300,000,000 new Shares of China Leason at subscription price of HK\$0.26 per Share. Vision Finance will act as the placing agent in the Share Subscription to the Company (or its wholly-owned subsidiaries). The Memorandum of Co-operation states that the Share Subscription will be subject to the finalization and signing of the definitive formal agreements to be entered among the above-mentioned parties. The Company will make a further announcement once the terms of the Share Subscription have been finalized and formal agreement signed.

Upon completion of the Share Subscription, the Company will in aggregate hold 9,300,000,000 Shares, representing approximately 66.7% of the issued share capital of China Leason as enlarged by the issue of those Shares assuming none of China Leason's outstanding share options and convertible bonds are or will be exercised or converted and no other changes to the closing issued share capital of China Leason as stated in its Next Day Disclosure Return dated 4 June 2013. The Company and parties acting in concert with it will incur upon such completion an obligation pursuant to Rule 26 of the Takeovers Code to make a mandatory general offer to the shareholders of China Leason to acquire all the Shares other than those held or agreed to be acquired by the Company and parties acting in concert with it, unless a waiver is granted by the Executive.

Neither the Company nor any person acting in concert with it has acquired any voting rights in China Leason in the six months prior to the date of Memorandum of Co-operation. The Company will make an application to the Executive for a Whitewash Waiver to waive any obligation of the Company to make a general offer which might result from the Share Subscription after the signing of the formal agreements for the Share Subscription. At present, the Company intends not to proceed with the Share Subscription unless the Whitewash Waiver is granted. However, the Company may review its position if the Whitewash Waiver is not granted by reference to the facts and circumstances then existing and will make an announcement as soon as possible and comply with the applicable requirements under the Takeover Code and the Listing Rules.

Based on the current market capitalisation of the Company (determined in accordance with the Listing Rules) and the current terms of the Share Subscription, the Share Subscription is expected not to constitute a notifiable transaction of the Company under the Listing Rules.

**The Share Subscription is to be subject to the satisfaction of the conditions precedents described in the Memorandum of Co-operation and terms of the formal agreements to be entered into between the parties in connection with the Share Subscription. As the Share Subscription may or may not proceed, shareholders and investors of the Company should exercise caution when dealing in the securities of the Company.**

## **GENERAL INFORMATION**

The Company is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 392). The Group is principally engaged in natural gas operations, brewery operations, sewage and water treatment operations in the PRC.

China Leason is a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the growth enterprise market of the Stock Exchange (stock code: 8270). Headquartered in Beijing, it is principally engaged in the business of exploitation, liquefaction production and sales of natural gas in the PRC.

## **DEFINITIONS**

For the purposes of this announcement, capitalized terms appearing herein shall, unless the context otherwise admits, have the meanings set out below:

“China Leason” : China Leason CBM & Shale Gas Group Company Limited, a company incorporated in the Cayman Islands, the Shares of which are listed on growth enterprise market of the Stock Exchange (stock code: 8270)

“Company” : Beijing Enterprises Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 392)

“Directors” : the directors of the Company

“Executive”	:	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate of the Executive Director
“Group”	:	the Company and its subsidiaries
“Hong Kong”	:	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	:	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Co-operation”	:	the Memorandum of Co-operation entered into by the Company with China Leason and Vision Finance on 20 June 2013
“PRC”	:	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	:	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Subscription”	:	the subscription of 9,300,000,000 new Shares of China Leason by the Company (or its subsidiaries)
“Stock Exchange”	:	The Stock Exchange of Hong Kong Limited
“Share(s)”	:	ordinary share(s) of HK\$0.01 each in the share capital of China Leason
“Takeovers Code”	:	the Hong Kong Code on Takeovers and Mergers
“Vision Finance”	:	Vision Finance International Company Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO

“Whitewash Waiver” : a waiver from the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code, in respect of the obligations of the Company (or its subsidiaries) and parties acting in concert with it to make a mandatory general offer for all the securities of China Leason not already owned or agreed to be acquired by the Company and parties acting in concert with it which would otherwise arise as a result of the Share Subscription

“%” : per cent

By Order of the Board  
**Beijing Enterprises Holdings Limited**  
**Zhou Si**  
*Vice Chairman*

Hong Kong, 26 June 2013

*As at the date of this announcement, the board of directors of the Company comprises Mr. Wang Dong (Chairman), Mr. Zhou Si, Mr. Zhang Honghai, Mr. Li Fucheng, Mr. Hou Zibo, Mr. Liu Kai, Mr. Lei Zhengang, Mr. E Meng, Mr. Jiang Xinhao and Mr. Tam Chun Fai as executive directors; Mr. Guo Pujin as non-executive director; Mr. Wu Jiesi, Mr. Robert A. Theleen, Mr. Lam Hoi Ham, Mr. Fu Tingmei, Mr. Sze Chi Ching and Mr. Shi Hanmin as independent non-executive directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*