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北京控股有限公司
BEIJING ENTERPRISES HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 392)

**VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING
IN RELATION TO THE PROPOSED DISPOSAL OF 34%
EQUITY INTEREST IN INNER MONGOLIA DATANG INTERNATIONAL KEQI
COAL-BASED GAS COMPANY***

This announcement is published by Beijing Enterprises Holdings Limited (the “**Company**”) on a voluntary basis to keep the Company’s shareholders and potential investors informed of the latest business development of the Company and its subsidiaries (the “**Group**”).

THE MEMORANDUM OF UNDERSTANDING

The board of directors of the Company (the “**Board**”) is pleased to announce that on 30 March 2015, the Company’s indirect wholly-owned subsidiary Beijing Gas Group Co., Ltd.* (北京市燃氣集團有限責任公司) (“**Beijing Gas**”) entered into the non-legally binding Memorandum of Understanding with the Company’s ultimate controlling shareholder Beijing Enterprises Group Company Limited* (北京控股集團有限公司) (“**BE Group**”), pursuant to which Beijing Gas agreed to sell to BE Group (or its designated nominee) 34% equity interest in Inner Mongolia Datang International Keqi Coal-based Gas Company* (內蒙古大唐國際克旗煤制天然氣有限公司) (“**Keqi Coal-based Gas Company**”) at a consideration to be determined with reference to the net asset value of Keqi Coal-based Gas Company based on its audited financial statements and valuation report (the “**Proposed Disposal**”). The Proposed Disposal is subject to the execution of a definitive sale and purchase agreement by Beijing Gas and BE Group.

KEQI COAL-BASED GAS COMPANY

Keqi Coal-based Gas Company is a company incorporated in the People's Republic of China ("*the PRC*") and is principally engaged in planning, constructing and operating its coal-based gas project located in Kesheketeng Qi, Chifeng City, Inner Mongolia, the PRC. Keqi Coal-based Gas Company is held as to 34% by Beijing Gas and is an indirect associate (has the meaning ascribed to it under the Listing Rules) of the Company.

LISTING RULES IMPLICATION

Under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("*Listing Rules*"), BE Group is regarded as a connected person (has the meaning ascribed to it under the Listing Rules) of the Company. Pursuant to Chapter 14 and Chapter 14 A of the Listing Rules, the Proposed Disposal, if materialized, may constitute a notifiable transaction and a connected transaction of the Company. Further announcement(s) in relation to the Proposed Disposal will be made by the Company as and when appropriate in accordance with the Listing Rules.

By Order of the Board
Beijing Enterprises Holdings Limited
Tam Chun Fai
Executive Director

Hong Kong, 30 March 2015

As at the date of this announcement, the board of directors of the Company comprises Mr. Wang Dong (Chairman), Mr. Hou Zibo, Mr. Zhou Si, Mr. Li Fucheng, Mr. Li Yongcheng, 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. Lam Hoi Ham, Mr. Fu Tingmei, Mr. Sze Chi Ching, Mr. Shi Hanmin and Dr. Yu Sun Say as independent non-executive directors.

* For identification purposes only.