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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)

**EUR500,000,000 1.435% GUARANTEED BONDS DUE 2020 AND
DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES**

Reference is made to the announcement dated 21 April 2015 of the Company in relation to the proposed issue of Bonds by the Issuer to be guaranteed by the Company.

The Board is pleased to announce that this morning the Company and the Issuer entered into a Subscription Agreement with the Managers in connection with the issuance of the Bonds as of 29 April 2015.

The estimated net proceeds from the Bonds Issue, after giving effect to the Managers' underwriting commissions (but before giving effect to certain transaction-related expenses), will be approximately EUR497,600,000.

The Issuer intends to advance the net proceeds from the Bonds to the Company. The Company intends to use the net proceeds received to refinance existing liabilities, for general working capital and for general corporate purposes.

An application will be made for the listing of the Bonds on the Official List and trading of the Bonds on the Global Exchange Market of the Irish Stock Exchange.

INTRODUCTION

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THE SUBSCRIPTION AGREEMENT

Date

29 April 2015

Parties to the Subscription Agreement

- (a) the Issuer;
- (b) the Company as the guarantor; and
- (c) the Managers.

Deutsche Bank AG, London Branch and UBS AG, Hong Kong Branch are the Joint Global Coordinators and Bookrunners, and Australia and New Zealand Banking Group Limited, Bank of China Limited, Bank of China (Hong Kong) Limited and DBS Bank Ltd are the Joint Bookrunners in respect of the offer and sale of the Bonds. To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, the Managers are independent third parties and are not connected persons of the Company.

The Bonds and the Guarantee by the Company have not been, and will not be, registered under the U.S. Securities Act. Accordingly, the Bonds are being offered or sold outside the United States in accordance with Regulation S under the U.S. Securities Act. The Bonds will not be offered to the public in Hong Kong.

PRINCIPAL TERMS OF THE BONDS

Bonds Offered

Subject to certain conditions to completion, the Issuer will issue the Bonds in an initial aggregate principal amount of EUR500,000,000 which will mature on 7 May 2020 unless redeemed prior to their maturity pursuant to the terms thereof. At maturity, the Bonds are payable at their principal amount plus accrued interest thereon.

Issue Price

99.914%

Interest

The Bonds will bear interest at a rate of 1.435% per annum, payable annually in arrear in equal instalments on 7 May in each year, commencing on 7 May 2016.

Ranking of the Bonds and Guarantee

The Bonds will constitute direct, unconditional, unsecured (except as described in the Conditions) and unsubordinated obligations of the Issuer and will rank pari passu among themselves and at least pari passu in right of payment with all other present and future unsecured and unsubordinated obligations of the Issuer, subject as described in the Conditions.

The Guarantee will constitute direct, unconditional, unsecured (except as described in the Conditions) and unsubordinated obligations of the Company and will rank at least pari passu in right of payment with all other present and future unsecured and unsubordinated obligations of the Company.

Events of Default

The events of default under include, among others:

- (a) default in the payment of principal or premium;
- (b) default in the payment of interest;
- (c) the Issuer or the Company defaults in the performance of or breaches any covenant or agreement in respect of the Bonds (other than a default specified in clause (a) or (b) above) and such default or breach continues for a period of 30 consecutive days after written notice by the Trustee or the holders of 25% or more in aggregate principal amount of the Bonds;
- (d) there occurs with respect to any indebtedness of the Issuer, the Company or any of the Company's Subsidiaries having an outstanding principal amount of US\$40 million (or the dollar equivalent thereof) or more in the aggregate for all such indebtedness, whether such indebtedness now exists or shall thereafter be created, (A) an event of default that has caused the holder hereof to declare such indebtedness to be due and payable prior to its express maturity and/or (B) the failure to make a payment of principal, interest or premium when due;

- (e) one or more final judgments or orders for the payment of money are rendered against the Issuer, the Company or any of the Company's Subsidiaries and are not paid or discharged, and there is a period of 90 consecutive days following entry of the final judgment or order that causes the aggregate amount for all such final judgments or orders outstanding and not paid or discharged against all such persons to exceed US\$60 million (or the dollar equivalent thereof);
- (f) the Issuer, the Company or any of the Company's Subsidiaries is insolvent or bankrupt or unable to pay its debts, stops, suspends or threatens to stop or suspend, payment of all or a material part of (or of a particular type of) its debts, or in other similar situations as described in the Conditions;
- (g) an order is made or an effective resolution passed for (i) the termination, winding-up or dissolution, administration or judicial management of the Issuer, the Company or any of the Company's Subsidiaries or (ii) the winding-up, dissolution, judicial management or administration of the Issuer, the Company or any of the Company's Subsidiaries, or the Issuer, the Company or any of the Company's Subsidiaries ceases or threatens to cease to carry on all or substantially all of its business or operations, except for the purpose of, and followed by, a reconstruction, amalgamation, reorganization, merger or consolidation on terms approved by an Extraordinary Resolution of Bondholders;
- (h) the Beijing Municipal Government declares a moratorium on the payment of any obligations by the Beijing Municipal Government; and
- (i) the Issuer ceases to be a subsidiary wholly-owned and controlled, directly or indirectly, by the Company.

If an event of default with respect to the Bonds shall occur and be continuing, either the Trustee and if so requested by the holders of at least 25% in aggregate principal amount of the Bonds then outstanding or if so directed by an Extraordinary Resolution shall give notice to the Issuer that the Bonds and any accrued and unpaid interest thereon (and any additional amount payable in respect thereof) to be due and payable immediately upon receipt of such notice. After a declaration of acceleration but before a judgment or decree for payment of the money due has been obtained by the Trustee, the holders of at least a majority in aggregate principal amount of the Bonds then outstanding may, under certain circumstances, waive all past defaults and rescind and annul such acceleration if all events of default, other than the non-payment of accelerated principal, have been cured or waived.

Optional Redemption

The Issuer may, at any time upon giving not less than 30 nor more than 60 days' notice to holders of the Bonds (which notice shall be irrevocable), redeem the Bonds, in whole but not in part, at a redemption amount equal to the principal amount of the Bonds or, if higher, the Make Whole Price.

Specific Performance Obligation of Substantial Shareholders

The holder of each Bond will have the right, at such holder's option, to require the Issuer to redeem all, or some only, of such holder's Bonds at 101% of their principal amount (together with accrued interest) if a Change of Control Triggering Event occurs, that is a Change of Control (as defined below) provided that, in the event that the Bonds are, on the Rating Date (as defined in the Conditions), rated Investment Grade (as defined in the Conditions) by two or more Rating Agencies (as defined in the Conditions), a Change of Control Triggering Event shall mean the occurrence of both a Change of Control and a Rating Decline (as defined in the Conditions).

A "Change of Control" occurs when:

- (a) the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality does not, directly or indirectly, through Beijing Enterprises Group Company Limited or other companies under its supervision and control, hold at least 50.1% of the Company's issued and outstanding capital stock or does not control the Company; or
- (b) any person or persons acting together acquires directly or indirectly control of the Company if such person or persons does not have, and would not be deemed to have, control of the Company on the Closing Date; or
- (c) the Company consolidates with or merges into or sells or transfers all or substantially all of the Company's assets to any other person, unless the consolidation, merger, sale or transfer will not result in the other person or persons acquiring control over the Company or the successor entity; or
- (d) one or more persons (other than any person referred to in sub-paragraph (c) above) acquires the legal or beneficial ownership of all or substantially all of the Company's issued share capital.

Please note that the disclosure of this condition is made in accordance with Rule 13.18 of the Listing Rules.

Reason for the Bonds Issue

If the Bonds are issued, the Issuer intends to advance the net proceeds from the Bonds to the Company. The Company intends to use the net proceeds received to repay existing indebtedness, as general working capital of the Group and for general corporate purposes.

Listing

An application will be made for the listing of the Bonds on the Official List and trading of the Bonds on the Global Exchange Market of the Irish Stock Exchange. Admission of the Bonds to the Official List and trading on the Global Exchange Market of the Irish Stock Exchange is not to be taken as an indication of the merits of the Issuer, the Company, its subsidiaries or associated companies or the Bonds. The Irish Stock Exchange assumes no responsibility for the correctness of any of the statements made or opinions or reports contained in this announcement.

Ratings

The Bonds have received a rating of “A3” from Moody’s and “BBB+” from S&P.

DEFINITIONS

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

“Board”	: the board of Directors
“Bonds”	: EUR500,000,000 1.435% guaranteed bonds due 2020 issued by the Issuer and guaranteed by the Company
“Bonds Issue”	: the issue of the Bonds by the Issuer
“Closing Date”	: 7 May 2015
”Conditions”	: the terms and conditions of the Bonds
“connected person”	: has the meaning ascribed to it under the Listing Rules
“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
“Directors”	: the directors of the Company

“Group”	: the Company and its subsidiaries
“Guarantee”	: the guarantee given by the Company with respect to the Issuer’s obligations under the Bonds
“Hong Kong”	: the Hong Kong Special Administrative Region of the PRC
“Issuer”	: Talent Yield (Euro) Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Joint Global Coordinators and Bookrunners”	: Deutsche Bank AG, London Branch and UBS AG, Hong Kong Branch
“Joint Bookrunners”	: Australia and New Zealand Banking Group Limited, Bank of China Limited, Bank of China (Hong Kong) Limited and DBS Bank Ltd.
“Listing Rules”	: Rules Governing the Listing of Securities on the Stock Exchange
“Make Whole Price”	: means an amount equal to the present value of the remaining scheduled payments of principal and interest in respect of the Bonds (not including any interest accrued to but excluding the date of redemption) discounted to the date of redemption on an annual basis at the Redemption Rate (as defined in the Conditions) plus 0.25 per cent per annum
“Managers”	: the Joint Global Coordinators and Bookrunners and the Joint Bookrunners
“Maturity Date”	: 7 May 2020
“PRC”	: the People’s Republic of China
“Subscription Agreement”	: the Subscription Agreement dated as of 29 April 2015 entered into between the Issuer, the Company and the Managers
“Stock Exchange”	: The Stock Exchange of Hong Kong Limited

- “Subsidiary” : means, in relation to the Issuer or the Company, any company (i) in which the Issuer or as the case may be, the Company holds a majority of the voting rights or (ii) of which the Issuer or, as the case may be, the Company is a member and has the right to appoint or remove a majority of the board of directors or (iii) of which the Issuer or as the case may be, the Company is a member and controls a majority of the voting rights, and includes any company which is a Subsidiary of a Subsidiary of the Issuer or as the case may be, the Company
- “S&P” : Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc.
- “Trustee” : The Bank of New York Mellon, London Branch
- “United States” : the United States of America
- “U.S. Securities Act” : the United States Securities Act of 1933, as amended
- “US\$” : US dollar, the lawful currency of the United States of America
- “%” : per cent

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

Hong Kong, 30 April 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.