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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)

## **Overseas Regulatory Announcement and Price Sensitive Information**

### **Announcement of Resolutions of the 2<sup>nd</sup> Meeting of the 6<sup>th</sup> Session of the Board of Beijing Yanjing Brewery Co., Ltd.**

This announcement is made pursuant to Rules 13.09 (1) and 13.09 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “*Stock Exchange*”).

The 2nd meeting of the 6th session of the board (the “*Board*”) of Beijing Yanjing Brewery Co., Ltd. (“*Yanjing Beer*” or the “*Company*”), being a subsidiary of Beijing Enterprises Holdings Limited, was convened on 11 September 2012 in Beijing. 15 directors were eligible to attend the meeting, 15 of whom attended in person. The proposal in relation to the Resolutions for Public Offering of A Shares was considered and approved as follows:

#### **1. Type of shares to be issued and nominal value**

The domestic listed RMB denominated ordinary shares (A shares) with a nominal value of RMB1.00 each.

#### **2. Method of issue**

Issue to non specific target subscribers by public offering for a fixed price through the Internet or other methods as approved by China Securities Regulatory Commission (“*CSRC*”).

### **3. Number of shares to be issued:**

Not more than 520,000,000 A shares will be issued to raise a maximum of RMB2.62 billion (before deduction of relevant expenses). The number of shares to be issued will be adjusted correspondingly in case of ex-rights or ex-dividend such as distribution of dividend, bonus issue, capitalization of capital reserve by the Company during the period from the date of the announcement of the Board resolutions to the date of issue of the A shares. The Board proposed that the Board be authorized at the shareholders' meeting to finalize the number of shares to be issued, having regard to the actual circumstances and after consultation with the lead underwriter(s) of the public offering.

### **4. Target subscribers**

Holders of A shares securities accounts maintained with the Shenzhen Stock Exchange including natural persons, legal persons, securities investment funds and other investors as approved by CSRC (excluding those persons forbidden by the laws, regulations, rules and policies.).

### **5. Placement to the existing shareholders**

Certain percentage of this new issue will be allotted to all the existing A share shareholders on the book close date, exact ratio will be decided by the lead underwriter(s) and the board of directors authorized by the shareholders' meeting. The unsubscribed shares will be reallocated to other potential investors.

### **6. Pricing**

The issue price will be not less than the average trading price of the A shares of the Company in the last 20 trading days or the day immediately preceding the date of the public offering prospectus. The exact price will be determined by the Board in consultation with the lead underwriter(s) after obtaining the authorization granted at the shareholders' meeting.

### **7. Place of listing**

The A shares issued will be listed on the Shenzhen Stock Exchange.

### **8. Use of proceeds**

The proceeds proposed to be raised under the A share issue will not exceed RMB2.62 billion (before deduction of relevant expenses). The proceeds will be used for the following projects:

- (1) Capital contribution into Sichuan Yanjing Brewery Co., Ltd.\* by RMB280,000,000;
- (2) Capital contribution into Xinjiang Yanjing Brewery Co., Ltd.\* by RMB453,650,000;
- (3) Capital contribution into Guangdong Yanjing Brewery Co., Ltd.\* by RMB70,411,575;
- (4) Unilateral capital contribution into Hebei Yanjing Brewery Co., Ltd.\* by RMB193,539,100;
- (5) Unilateral capital contribution into Yanjing Brewery (Baotou Xuelu) Co., Ltd.\* by RMB249,666,900;
- (6) Unilateral capital contribution into Yanjing Brewery (Ganzhou) Co., Ltd.\* by RMB299,886,000;
- (7) Unilateral capital contribution into Yanjing Brewery (Hengyang) Co., Ltd.\* by RMB296,245,300;
- (8) Unilateral capital contribution into Yanjing Brewery (Kunming) Co., Ltd.\* by RMB96,000,000;
- (9) Establishment of Hebei Yanjing Glass Co., Ltd.\* by investing RMB297,000,000;
- (10) Acquisition of 100% equity interest in Yanjing Brewery (Qufu Sankong) Co., Ltd.\* by contributing RMB227,399,100; and
- (11) Acquisition of 100% equity interest in Beijing Shuangyan Label Printing Co., Ltd.\* by contributing RMB156,060,000.

The implementation of the above Resolutions for Public Offering of A Shares is subject to the approval by the 2012 Third Extraordinary Shareholders' Meeting of the Company.

#### **GENERAL INFORMATION**

Beijing Enterprises Holdings Limited 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). Beijing Enterprises Holdings Limited and its subsidiaries are principally engaged in natural gas operations, brewery operations, sewage and water treatment operations, and toll road operations in the PRC.

Yanjing Beer is a company incorporated in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000729). Yanjing Beer is principally engaged in beer brewing and production of beverages including mineral water, etc and sales of related products.

As at the date of this announcement, Beijing Enterprises Holdings Limited indirectly holds 80% equity interest in Beijing Yanjing Brewery Investment Co., Ltd.\* (北京燕京啤酒投資有限公司), while the latter directly holds approximately 57.48% equity interest in Yanjing Beer. Yanjing Beer is an indirect non wholly owned subsidiary of Beijing Enterprises Holdings Limited.

Public investors and shareholders of Beijing Enterprises Holdings Limited should exercise caution when dealing in its securities.

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

Hong Kong, 11 September 2012

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

\* For identification purposes only