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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)

(Stock code: 392)

CONNECTED AND DISCLOSEABLE ACQUISITION AND AN ISSUE OF NEW SHARES

Reference is made to the announcements of Beijing Enterprises Holdings Limited (the “**Company**”) dated 29 July 2013, 20 August 2013, 12 September 2013, 10 October 2013 and 8 November 2013, and the circular of the Company dated 18 October 2013 (the “**Circular**”) relating to the captioned transaction of the Company. Unless otherwise defined or the context otherwise requires, terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all conditions precedent to the completion of the Acquisition have been satisfied and completion of the Acquisition took place on 18 December 2013.

The table below illustrates the shareholding structure of the Company immediately following completion of the Acquisition and the issue of the Consideration Shares to the Seller:

	Number of Shares	% of the Company’s issued share capital
Shareholders		
BE Group and its associates ⁽¹⁾	773,130,288	60.95%
Directors ⁽²⁾	<u>272,500</u>	<u>0.02%</u>
Sub-Total:	773,402,788	60.97%
Total Shares held by other Shareholders:	<u>495,015,551</u>	<u>39.03%</u>
Total Shares in issue:	<u>1,268,418,339</u>	<u>100%</u>

Notes:

- (1) The interest disclosed include 100,050,000 Shares held by Modern Orient Limited, 163,730,288 Shares held by Beijing Enterprises Investments Limited (“BEIL”) and 509,350,000 Shares held by the Seller. Modern Orient Limited is a wholly-owned subsidiary of BEIL, which is directly held as to 72.72% by the Seller. The Seller is a wholly-owned subsidiary of BE Group. Therefore, BE Group is deemed to be interested in the Shares held by Modern Orient Limited, BEIL and the Seller.
- (2) Directors Mr. Zhou Si, Mr. Li Fucheng, Mr. E Meng and Mr. Jiang Xinhao are interested in 210,500, 12,000, 30,000 and 20,000 Shares respectively.

Following the completion of the Acquisition whereby the Purchaser acquired the Sale Shares from the Seller, the Company indirectly holds through the Purchaser 1,054,088,132 shares of China Gas, representing approximately 21.13% of the total issued share capital of China Gas as at the date of this announcement.

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

Hong Kong, 18 December 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.