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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)

GENERAL DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to a term loan facility agreement in the amount of US\$490,000,000 entered into by the Company with a bank. The Facility Agreement imposes, among other things, a minimum shareholding percentage requirement of BE Group in the Company.

This announcement is made pursuant to the requirement under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 18 December 2014, Beijing Enterprises Holdings Limited (the “**Company**”) as borrower entered into a term loan facility agreement (the “**Facility Agreement**”) with a bank for a term loan facility (“**Loan Facility**”) in the amount of US\$490,000,000. The Loan Facility is for a term of 1 year commencing from the date of the Facility Agreement, i.e. 18 December 2014.

Pursuant to the Facility Agreement, it will result in a change of control of the Company if Beijing Enterprises Group Company Limited (“**BE Group**”) does not or ceases to own, directly or indirectly, more than 40% of the beneficial shareholding carrying more than 40% of the voting rights in the Company; or is not or ceases to be the, direct or indirect, single largest shareholder of the Company; or is not or ceases to be effectively wholly-owned, supervised and controlled by the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會). As at the date of this announcement, BE Group holds indirectly approximately 60.59% of the total number of shares of the Company in issue.

If an event of a change of control of the Company under the Facility Agreement occurs, the bank may declare any commitment under the Facility Agreement to be cancelled and all outstanding amounts and all other amounts outstanding by the Company under the Facility Agreement to be due and payable within 20 business days after occurrence of such change of control.

The Company will comply with the continuing disclosure requirements pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation continue to exist.

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

Hong Kong, 19 December 2014

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. Robert A. Theleen, Mr. Lam Hoi Ham, Mr. Fu Tingmei, Mr. Sze Chi Ching, Mr. Shi Hanmin and Dr. Yu Sun Say as independent non-executive directors.