
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Enterprises Holdings Limited, you should at once hand this supplemental circular and the accompanying new form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 26 May 2011
– TO PROVIDE FURTHER INFORMATION IN RESPECT OF
RE-ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular to Shareholders dated 26 May 2011.

A revised notice of annual general meeting of Beijing Enterprises Holdings Limited to be held at 3:00 p.m. on Tuesday, 28 June 2011 at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 8 to 12 of this supplemental circular. Whether or not you are able to attend the meeting, please complete the enclosed new form of proxy in accordance with the instructions printed thereon and return it to the share registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the new form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish.

3 June 2011

DEFINITIONS

In this supplemental circular (other than in the revised notice of Annual General Meeting), the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on Tuesday, 28 June 2011 at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or any adjournment thereof
“Board”	the board of Directors
“Circular”	the circular of the Company dated 26 May 2011 relating to proposals for general mandates to issue and repurchase Shares and re-election of retiring Directors and notice of Annual General Meeting
“Closing Time”	48 hours before the time appointed for holding the Annual General Meeting
“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
“Current Articles of Association”	the current Articles of Association of the Company including amendments up to 27 June 2006
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	31 May 2011, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange and any amendments thereto

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



北京控股有限公司

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Executive Directors:

Wang Dong (*Chairman*)
Zhang Honghai (*Vice Chairman and CEO*)
Li Fucheng (*Vice Chairman*)
Lin Fusheng (*Vice Chairman*)
Zhou Si (*Vice Chairman*)
E Meng (*Executive Vice President*)
Liu Kai
Guo Pujin
Lei Zhengang
Jiang Xinhao (*Vice President*)
Tam Chun Fai (*CFO and Company Secretary*)

Registered Office:

66th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Independent Non-executive Directors:

Wu Jiesi
Robert A. Theleen
Lam Hoi Ham
Fu Tingmei

3 June 2011

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 26 MAY 2011
– TO PROVIDE FURTHER INFORMATION IN RESPECT OF
RE-ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular, which contains, among other things, information of re-election of the Directors at the Annual General Meeting. In particular, Shareholder's attention is drawn to the details of the Directors who are proposed to be re-elected at the Annual General Meeting under the section headed "Appendix III – Details of Directors Proposed to be Re-elected at the Annual General Meeting" on pages 10 to 14 of the Circular. The purpose of this supplemental circular is to give you further information relating to re-election of Directors at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Subsequent to the despatch of the Circular, the Board has appointed Mr. Lin Fusheng (“Mr. Lin”) as Executive Director and Vice Chairman of the Board to replace the retired Executive Director and Vice Chairman of the Board Mr. Bai Jinrong, details of which are contained in an announcement of the Company dated 31 May 2011.

Due to Mr. Bai Jinrong’s resignation, the ordinary resolution in respect of the re-election of him as director of the Company as set out in the Circular is no longer applicable and will not be considered at the Annual General Meeting.

Pursuant to the Current Articles of Association, Mr. Lin shall hold office only until the next following general meeting of the Company, being the Annual General Meeting, and being eligible, offers himself for re-election as a Director. Biographical details of Mr. Lin are set out as follows:

Experience

Mr. Lin Fusheng, aged 47, is Executive Director and Vice Chairman of the Company. He also serves as Vice Chairman and General Manager of Beijing Enterprises Group Company Limited. Mr. Lin graduated from Harbin Institute of Technology in 1987 and was awarded a post-graduate master degree from the Faculty of Power Engineering with the specialty in Thermal Energy Engineering. He then obtained an MBA degree from the School of Economics and Management of Tsinghua University in 2001. Presently he possesses the title of Professor-grade Senior Engineer. Before joining the Group, he was Chairman of Babcock & Wilcox Beijing Company Ltd., Deputy Director of Mechanical Industry Administration Bureau of Beijing Municipality, Director and General Manager of Beijing Machinery Electric Industrial Holding (Group) Co., Ltd. (北京機電工業控股(集團)有限公司), and Chairman and General Manager of Beijing Jingcheng Machinery Electric Holding Co., Ltd. (北京京城機電控股有限公司). In 2007, Mr. Lin was appointed as Chief Executive of Haidian District of Beijing Municipality. Mr. Lin has a strong professional background with considerable experience through his previous jobs in the government. He also has extensive experience in corporate management, assets management and capital operations. Mr. Lin joined the Group in June 2011.

Length of service

Mr. Lin does not have any service contract with the Company and he will not have fixed term of service with the Company, but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association.

LETTER FROM THE BOARD

Relationships

Other than the relationship arising from his being a director of the Company, Mr. Lin does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in shares

As at the Latest Practicable Date, Mr. Lin was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's remuneration

Mr. Lin, as a director of the Company, is entitled to receive director's remuneration determined by the Board with reference to prevailing market rate, including a monthly salary of HK\$169,230 and an annual fee of HK\$150,000.

Directorships

Saved as disclosed above, Mr. Lin held no other directorships in listed public companies in the last three years.

Others

Mr. Lin does not have any information which is required to be disclosed under Rules 13.51(2)(h)-(v) of the Listing Rules. Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the Company's shareholders.

LETTER FROM THE BOARD

REVISED NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since both (i) the notice of the Annual General Meeting and (ii) the form of proxy (“First Proxy Form”) sent together with the Circular contain the proposed resolution for re-election of Mr. Bai Jinrong as Director which is no longer applicable, but do not contain the proposed resolution for re-election of Mr. Lin Fusheng as Director, a revised notice of Annual General Meeting has been set out on pages 8 to 12 of this supplemental circular, and a new form of proxy (“Second Proxy Form”) is enclosed with this supplemental circular.

Whether or not you are able to attend the Annual General Meeting, please complete the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the share registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than the Closing Time. Special arrangements about completion and submission of the Second Proxy Form are also set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Annual General Meeting are requested to pay particular attention to the special arrangements set out therein.

RECOMMENDATION

The Directors consider that the proposed ordinary resolution for re-election of Mr. Lin as Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution in respect thereof to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Beijing Enterprises Holdings Limited
Wang Dong
Chairman

SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE SECOND PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the Company's share registrars is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy/proxies to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should **not** be lodged with the Company's share registrars.

A Shareholder who has already lodged the First Proxy Form with the Company's share registrars should note that:

- (i) **If no Second Proxy Form is lodged with the Company's share registrars, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting dated 26 May 2011 and the First Proxy Form including, the resolution for re-election of an additional candidate set out in this supplemental circular as a Director.
- (ii) **If the Second Proxy Form is lodged with the Company's share registrars before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (iii) **If the Second Proxy Form is lodged with the Company's share registrars after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time.** If such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or at any adjourned meeting should they so wish.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING



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REVISED NOTICE IS HEREBY GIVEN that the Annual General Meeting of Beijing Enterprises Holdings Limited (the “Company”) will be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2011 at 3:00 p.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2010;
2. To declare a final dividend;
3. To elect Directors and to authorize the Board of Directors to fix Directors’ remuneration;
4. To appoint Auditors and to authorize the Board of Directors to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Current Articles of Association of the Company or any applicable laws to be held.”;
- 6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend or shares of the Company in accordance with the Current Articles of Association of the Company; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; the total nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution and the said approval shall be limited accordingly; and

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Current Articles of Association of the Company or any applicable laws to be held.”; and
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution 6 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to the above resolution 5, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

By order of the Board
Tam Chun Fai
Executive Director

Hong Kong, 3 June 2011

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (1) With respect to Resolution 3 above, Messrs. Lin Fusheng, Zhou Si, E Meng Liu Kai and Robert A. Theleen will retire from office at the above meeting pursuant to the current articles of association of the Company and, being eligible, offer themselves for re-election at the above meeting.
- (2) The Register of Members will be closed from Thursday, 23 June 2011 to Tuesday, 28 June 2011 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 December 2010 and for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Share Registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 June 2011.
- (3) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- (5) A new form of proxy ("Second Proxy Form") in respect of the meeting is enclosed. In order to be valid, the Second Proxy Form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the share registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
- (6) Completion and return of the Second Proxy Form will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the Second Proxy Form shall be deemed to be revoked.
- (7) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

- (8) **IMPORTANT: A SHAREHOLDER OF THE COMPANY (“SHAREHOLDER(S)”) WHO HAS ALREADY LODGED THE FORM OF PROXY (“FIRST PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 26 MAY 2011 SHOULD NOTE THAT:**
- (i) **If no Second Proxy Form is lodged with the Company’s share registrars, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the above meeting other than those referred to in the notice convening the meeting dated 26 May 2011 and the First Proxy Form including, the resolution for re-election of an additional candidate set out in the supplemental circular of the Company dated 3 June 2011 as a director.
 - (ii) **If the Second Proxy Form is lodged with the Company’s share registrars before 48 hours prior to the time appointed for holding the above meeting (“Closing Time”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
 - (iii) **If the Second Proxy Form is lodged with the Company’s share registrars after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time.** If such Shareholders wish to vote at the above meeting, they will have to attend in person and vote at the meeting themselves.

As at the date of this notice, the executive directors of the Company are Mr. Wang Dong, Mr. Zhang Honghai, Mr. Li Fucheng, Mr. Lin Fusheng, Mr. Zhou Si, Mr. E Meng, Mr. Liu Kai, Mr. Guo Pujin, Mr. Lei Zhengang, Mr. Jiang Xinhao and Mr. Tam Chun Fai; the independent non-executive directors are Mr. Wu Jiesi, Mr. Robert A. Theleen, Mr. Lam Hoi Ham and Mr. Fu Tingmei.