

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only, and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.*

*This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to purchase or subscribe for any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold in the United States, except in certain transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. No public offer of securities is to be made in the United States, Hong Kong or in any other jurisdiction where such an offering is restricted or prohibited. This announcement and the information contained herein are not for distribution, directly or indirectly, in or into the United States.*

## **CENTRAL PLAZA DEVELOPMENT LTD.**

*(incorporated in British Virgin Islands with limited liability)*

*(the “Issuer”)*

**U.S.\$500,000,000 Subordinated Guaranteed Perpetual Securities (the “Perpetual Securities”)**

**(stock code: 40062; ISIN: XS2076167456)**

**U.S.\$450,000,000 3.85 per cent. Guaranteed Notes due 2025 (the “2025 Notes”)**

**(stock code: 40113; ISIN: XS2098096568)**

**U.S.\$200,000,000 4.50 per cent. Guaranteed Notes due 2021 (the 2021 Notes”)**

**(stock code: 40345; ISIN: XS2211752121)**

**(1) PROPOSED PRE-CONDITIONAL PRIVATISATION OF BEIJING CAPITAL LAND LTD. BY BEIJING CAPITAL CITY DEVELOPMENT GROUP CO., LTD. BY WAY OF MERGER BY ABSORPTION AND PROPOSED WITHDRAWAL OF LISTING OF H SHARES OF BEIJING CAPITAL LAND LTD.**

**AND**

**(2) RESUMPTION OF TRADING**

This announcement is made by the Issuer pursuant to Rule 37.47 and Rule 37.47(B)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**PROPOSED PRE-CONDITIONAL PRIVATISATION OF BEIJING CAPITAL LAND LTD. BY BEIJING CAPITAL CITY DEVELOPMENT GROUP CO., LTD. BY WAY OF MERGER BY ABSORPTION AND PROPOSED WITHDRAWAL OF LISTING OF H SHARES OF BEIJING CAPITAL LAND LTD.**

Reference is made to the joint announcement (the “**Rule 3.5 Announcement**”) dated 9 July 2021 made by Beijing Capital City Development Group Co., Ltd.\* (北京首創城市發展集團有限公司) (“**BCCDG**”) and Beijing Capital Land Ltd. (“**BCL**”; stock code: 2868) pursuant to Rule 3.5 of the Takeovers Code in relation to a pre-conditional proposal for the privatisation of BCL by BCCDG. Please refer to the Rule 3.5 Announcement published on the website of the Stock Exchange at <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0709/2021070901284.pdf> for more details. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as given to them in the Rule 3.5 Announcement.

In the Rule 3.5 Announcement, BCCDG and BCL announced that they entered into the Merger Agreement pursuant to which BCCDG and BCL will implement the Merger on and subject to the terms and conditions of the Merger Agreement, including the Pre-Condition and the Conditions. After the Merger, BCL will be merged into and absorbed by BCCDG in accordance with the PRC Company Law and other applicable PRC Laws. After completion of the Merger, BCCDG will assume all assets, liabilities, interests, businesses, employees, contracts and all other rights and obligations of BCL and BCL will be eventually deregistered following completion of the applicable deregistration filing with SAIC. Please refer to the Rule 3.5 Announcement for more details.

BCL is the direct sole shareholder of the Issuer and International Financial Center Property Ltd. (“**IFC**”) (being the guarantor of the Perpetual Securities and the 2025 Notes) but BCL is not an obligor in respect of the Perpetual Securities or the 2025 Notes. BCL is the guarantor of the 2021 Notes. BCCDG is a wholly-owned subsidiary of Beijing Capital Group Co., Ltd. (北京首都創業集團有限公司) (“**BCG**”), who provided a keepwell and liquidity support deed and a deed of equity interest purchase undertaking in respect of the Perpetual Securities and the 2025 Notes.

As mentioned in the Rule 3.5 Announcement, upon satisfaction of the Pre-Condition and all the Conditions to Effectiveness, BCL will apply to the Stock Exchange for voluntary withdrawal of the listing of the H Shares from the Stock Exchange. Upon such delisting, BCG will hold the entire interests in the BCCDG and BCL. BCL would be able to maintain closer connection with BCG, and the impact of BCG (as a key state-owned enterprise in Beijing) on the creditworthiness of BCL would also be more direct. It will be more efficient and feasible for BCG to provide capital support to BCL.

The Issuer is of the view that the matters disclosed in the Rule 3.5 Announcement do not have a material effect on its ability to meet its obligations under the Perpetual Securities, the 2025 Notes and the 2021 Notes (together, the “**Instruments**”). The Issuer intends to maintain the listing status of the Instruments on the Stock Exchange.

## **RESUMPTION OF TRADING**

Reference is made to the announcement of the BCL dated 8 July 2021 in relation to the trading halt of the Instruments.

Following the publication on 9 July 2021 of the Rule 3.5 Announcement by BCCDG and BCL concerning, among others, the resumption of trading of H Shares of BCL, the Issuer has made a request with the Stock Exchange in respect of the resumption of trading of the Instruments with effect from 9:00 a.m. on Monday, 12 July 2021.

**Holders of the Instruments are advised to take note of this announcement and the Rule 3.5 Announcement and make their own individual independent assessment on the impact of the information contained in such announcements on their individual particular holdings of the Instruments.**

**Holders of the Instruments are further reminded that the Pre-Condition and the Conditions to Effectiveness must be satisfied before the Merger Agreement becomes effective. The Merger Agreement becoming effective is therefore a possibility only. Further, holders of the Instruments should be aware that the Merger is also subject to the Conditions to Implementation set out in the Rule 3.5 Announcement being satisfied or waived, as applicable. None of the Issuer, IFC, BCL, BCCDG or BCG provides any assurance that any or all Conditions or Pre-Condition can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Holders of the Instruments should therefore exercise caution when dealing in the Instruments and/or any other securities of the Issuer, IFC, BCL, BCCDG or BCG. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.**

**Central Plaza Development Ltd.**  
*Board of Directors*

Hong Kong, 9 July 2021

*As at the date of this announcement, the directors of the Issuer are Fan Shubin, Lau Pui Sze and Ng Wai.*

*As at the date of this announcement, the director of IFC is Xu Kai.*

*As at the date of this announcement, the directors of BCL are Mr. Li Songping (Chairman) who is the non-executive Director, Mr. Zhong Beichen (President), Mr. Huang Ziquan, Mr. Hu Weimin and Mr. Fan Shubin who are the executive Directors, Ms. Sun Baojie who is the non-executive Director, Mr. Li Wang, Mr. Wong Yik Chung, John and Mr. Liu Xin who are the independent non-executive Directors.*

*\* For identification purposes only*