

*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.*



# 首創置業股份有限公司

## BEIJING CAPITAL LAND LTD.

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 2868)**

### **PROPOSED PRIVATE PLACEMENT OF DOMESTIC CORPORATE BONDS IN THE PRC**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Inside Information Provision under Part XIVA of the SFO.

The Board of Beijing Capital Land Ltd. announces that the Board resolved to seek shareholders' approval for the proposed private placement of the Domestic Corporate Bonds in the PRC with an aggregate principal amount of not more than RMB10 billion in one or more tranches at the EGM.

A circular containing details of the proposed issue of the Domestic Corporate Bonds and notice to shareholders convening the EGM will be dispatched to Shareholders as soon as practicable.

### **PROPOSED PRIVATE PLACEMENT OF DOMESTIC CORPORATE BONDS IN THE PRC**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Inside Information Provision under Part XIVA of the SFO.

#### **1. Background**

On 4 November 2015, the Board resolved to submit to Shareholders for consideration and approval of the proposed private placement of the Domestic Corporate Bonds with an aggregate principal amount of not more than RMB10 billion in one or more tranches at the EGM. The Company intends to issue the Domestic Corporate Bonds to supplement the working capital and/or to repay part of the existing loans of the Company.

According to the Company Law of the PRC and the Articles of Association, the Bond Issue is subject to the approval of the Shareholders. The timing of the Bond Issue will depend on the bond market of the PRC and capital needs of the Company.

## 2. Proposed Private Placement of Domestic Corporate Bonds

The proposed arrangements for the Bond Issue are as follows (such arrangements are subject to the conditions of the PRC bond market and capital needs of Company):-

- (1) Issuer: Beijing Capital Land Ltd.
- (2) Place of Issue: People's Republic of China
- (3) Size of Bond Issue: The aggregate principal amount of the Domestic Corporate Bonds shall not be more than RMB10 billion in one or more tranches
- (4) Arrangement: Private placement to qualified investor
- (5) Proposed placee: Qualified investors as stipulated in the Administrative Measures for the Issuance and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》) with competence to identify and bear respective risk
- (6) Maturity: The maturity of the Domestic Corporate Bonds shall be not more than 7 years and can be issued in single or multiple tranches
- (7) Use of proceeds: The proceeds of the Bond Issue shall be used to supplement the working capital and/or to repay part of the existing loans of the Company. Subject to the granting of authorization to the Board by the Shareholders, the specific use of proceeds shall be determined by the Board in accordance with the capital needs of the Company within the scope approved in the EGM
- (8) Listing arrangement of the Domestic Corporate Bonds: Listing on Shanghai Stock Exchange in compliance with the Administrative Measures for the Issuance and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》) and relevant regulations will be proposed
- (9) Term of validity of the resolutions: The term of validity of the special resolutions in relation to Bond Issue passed at the EGM will expire 36 months after the date of the passing of such resolutions

### **3. Granting of Authorization to the Board to Deal with Matters Relating to the Bond Issue**

To ensure the smooth issue of the proposed Domestic Corporate Bonds, it is proposed that the Board or any one of the executive Directors be authorized by the Shareholders at the EGM generally and unconditionally to handle all matters relating to the Bond Issue, which includes but not limited to the following:–

- (a) to implement specific plan for the issue of the Domestic Corporate Bonds according to the market conditions, including but not limited to timing of issuance, whether to issue in tranches, bond category, aggregate amount for each tranche, method of issue, maturity, use of proceeds, coupon rates and its method of determination, relevant guarantee arrangements, rating arrangements, arrangements for repayment of principal and payment of interests, repayment security matters, place of listing, etc.;
- (b) to decide and appoint intermediaries and entrusted manager for the Bond Issue;
- (c) to deal with any matters relating to the listing of the Domestic Corporate Bonds ;
- (d) to take all necessary useful or appropriate actions in relation to the Bond Issue and listing, including but not limited to execute all necessary contracts, agreements and documents and make disclosure of relevant information pursuant to applicable regulatory requirements, and to approve, confirm and ratify such actions and steps undertaken by the Board or any authorized director in relation to the Bond Issue;
- (e) to revise the details of the proposal for the issuance of the Domestic Corporate Bonds according to the recommendations made by regulatory authorities in the event that there are changes in the policies relating to the issuance of corporate bonds by the regulatory authorities or changes in prevailing market conditions, save as matters that require re-approval at the general meeting pursuant to the relevant laws, regulations and the Articles of Association;
- (f) to handle with all matters relating to the repayment of principal and interests of the Domestic Corporate Bonds;
- (g) to make all necessary disclosure in accordance with the Listing Rules; and
- (h) to decide and handle all other matters relating to the Bond Issue.

The authority granted to the Board or any one of the executive Directors to deal with the above matters relating to the Bond Issue will take effect from the date of passing such resolutions until the day when all the authorized matters in relation to the Bond Issue have been completed.

#### **4. Measures to be implemented by the Company to repay the Domestic Corporate Bonds**

In the event of expected inability to repay the principal or interests of the Domestic Corporate Bonds as scheduled or the Company is unable to repay the principal or interests of the Domestic Corporate Bonds as they become due, the Company will implement, as a minimum, the following measures:–

- (a) no dividends will be distributed to Shareholders;
- (b) suspend capital expenditure, such as major external investments, acquisitions and mergers;
- (c) reduce or suspend the payment of salary and bonus to the Directors and senior management of the Company; and
- (d) no key officers of the Company will be allowed to resign from office.

#### **5. Reasons and Benefits for the Proposed Private Placement of the Domestic Corporate Bonds**

The Board is of the view that the proposed Bond issue can supplement the working capital of the Company within a reasonable time and enable the Company to capture real estate investment opportunities, optimize the financing structure of the Company and manage the overall financial cost within reasonable range. Therefore, the Board considered that the proposed Bond Issue is fair and reasonable and in the interest of the Shareholder and the Company as a whole.

#### **EXTRAORDINARY GENERAL MEETING**

An EGM will be convened to approve the proposed private placement of the Domestic Corporate Bonds by special resolutions.

A circular containing details of the proposed private placement of the Domestic Corporate Bonds and EGM Notice will be dispatched to Shareholders as soon as practicable.

## DEFINITIONS

In this announcement, unless otherwise defined, the following terms shall have the following meanings:–

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Bond Issue”	the proposed private placement of Domestic Corporate Bonds by the Company
“Company”	Beijing Capital Land Ltd. (首創置業股份有限公司), a joint stock company incorporated in the PRC with limited liability and whose H Shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Corporate Bonds”	domestic corporate bonds of not more than RMB10 billion in the aggregate principal amount proposed to be issued by the Company
“EGM”	the Extraordinary General Meeting of the Company to be held at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, PRC to approve the Bond Issue and the authorization of the Board in relation to the Bond Issue
“EGM Notice”	the notice of the EGM
“H Share(s)”	the ordinary shares of RMB1.00 each of the Company which are issued outside the PRC, listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	the People’s Republic of China excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Beijing Capital Land Ltd.**  
**Lee Sze Wai**  
*Company Secretary*

Hong Kong, 4 November 2015

*The Board as of the date of this announcement comprises Mr. Wang Hao (Chairman), Mr. Tang Jun (President) and Mr. Zhang Shengli who are the Executive Directors, Mr. Liu Xiaoguang, Mr. Song Fengjing and Mr. Shen Jianping who are the Non-Executive Directors, Mr. Ng Yuk Keung, Mr. Wang Hong and Mr. Li Wang who are the Independent Non-Executive Directors.*