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

DISCLOSEABLE TRANSACTION SHARES AND SHAREHOLDER'S LOAN TRANSFER AGREEMENT

The Board is pleased to announce that on 31 December 2015, the Agreement was entered into between (1) Grand Modest as the purchaser, (2) Rueyyuan, an indirectly wholly-owned subsidiary of the Company, as the vendor and (3) Speed Plus, pursuant to which (i) Rueyyuan agreed to dispose of and Grand Modest agreed to acquire the Sale Shares at a consideration of US\$13,600,522.27 and (ii) Rueyyuan agreed to dispose of and Grand Modest agreed to acquire the Shareholders' Loan at an aggregate consideration of US\$61,731,870.23.

Prior to the Completion, (1) Speed Plus was held as to 25% by Rueyyuan; (2) Speed Plus is interested in 50% of the Project Company through its 100% interests in Opal Treasure and Fenson; (3) Capital Chaoyang, a wholly-owned subsidiary of the Company, is interested in another 50% of Project Company. Upon the Completion, the Company would not hold any interests in Speed Plus, Opal Treasure and Fenson. The Project Company would be ceased to be a subsidiary but a joint venture of the Company.

As one or more than one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) exceed 5% but are all less than 25%, the transaction constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirement under Chapter 14 of the Listing Rules.

THE AGREEMENT

Date: 31 December 2015

Parties: (1) Rueyyuan as the vendor;
(2) Grand Modest as the purchaser; and
(3) Speed Plus.

To the best of the Directors' knowledge, information and belief after making all reasonable enquiries, Grand Modest and its ultimate beneficial owner are independent third parties not connected with the Company and its connected persons.

- Consideration:
- (i) 25 shares in Speed Plus, representing 25% of the issued share capital of Speed Plus, at a consideration of US\$13,600,522.27; and
 - (ii) the Shareholder's Loan at an aggregate consideration of US\$61,731,870.23.

Pursuant to the Agreement, US\$38,523,769.17 shall be settled by Grand Modest to Rueyyuan on the Completion Date and US\$26,452,159.16 shall be settled on or before 15 January 2016 with an interest rate of 10% per annum charged during the period from the Completion Date to 15 January 2016. The remaining US\$10,356,464.17 shall be settled within 3 months from the Completion Date with an interest rate of 8.375% per annum charged during this period.

The consideration was determined after arm's length negotiations between the vendor and the purchaser taking into consideration of (i) the equity valuation of Project Company and net asset value of each of Speed Plus, Opal Treasure and Fenson as at 30 November 2015; and (ii) the carrying amount of Shareholder's Loan as at 31 December 2015.

FINANCIAL INFORMATION

Speed Plus

For each of the two years ended 31 December 2013 and 2014, the loss before and after tax of Speed Plus were as follows:

For the year ended 31 December	2013	2014
	<i>(RMB'000)</i>	<i>(RMB'000)</i>
	Unaudited	Unaudited
Loss (before and after tax)	—	63,528

The unaudited net asset value of Speed Plus as at 30 November 2015 was approximately RMB(129,457,000).

Prior to the Completion, (1) Speed Plus was held as to 25% by Rueyyuan; (2) Speed Plus is interested in 50% of the Project Company through its 100% interests in Opal Treasure and Fenson; (3) Capital Chaoyang, a wholly-owned subsidiary of the Company, is interested in another 50% of Project Company.

Opal Treasure

Opal Treasure is an investment holding company incorporated under the laws of BVI on 28 April 2011 with limited liability. Opal Treasure holds 100% of the issued share capital of Fenson.

The unaudited net asset value of Opal Treasure as at 30 November 2015 was approximately RMB(27,000). The unaudited loss (both before and after tax) were approximately RMB0 and RMB4,000 for the financial year ended 31 December 2013 and 31 December 2014 respectively.

Fenson

Fenson is an investment holding company incorporated under the laws of Hong Kong on 21 March 2011 with limited liability. Fenson holds 50% interest in Project Company. The remaining 50% interest in Project Company is held by Capital Chaoyang.

The unaudited net asset value of Fenson as at 30 November 2015 was approximately RMB(61,060,000). The unaudited loss (both before and after tax) were approximately RMB0 and RMB608,000 for the financial year ended 31 December 2013 and 31 December 2014 respectively.

Project Company

Project Company is a limited liability company incorporated under the laws of the PRC on 28 June 2013 and is principally engaged in property development. For each of the two years ended 31 December 2013 and 2014, the audited loss before and after tax of Project Company were as follows:

For the year ended 31 December	2013 <i>(RMB'000)</i>	2014 <i>(RMB'000)</i>
Loss before tax	9,402	3,273
Loss after tax	7,051	2,454

The audited net asset value and equity valuation of Project Company as at 30 November 2015 was approximately RMB2,407,817,000 and RMB3,401,011,000 respectively.

Project Company has entered into a contract for state-owned construction land use right assignment with Beijing Municipal Bureau of Land and Resources on March 2013 in respect of the land plot No. F-02 located at Li Ze Financial Business District, Fengtai District, Beijing, the PRC (the "Project"). The Project is planned for the construction of office buildings and retail mall with total above the ground gross floor area of approximately 196,085 square meters and the construction is expected to be completed in 2017. Upon the Completion, the Company would not hold any interests in Speed Plus, Opal Treasure and Fenson. The Project Company would be ceased to be a subsidiary but a joint venture of the Company. Pursuant to the Agreement, the board of directors of the Project Company will comprise four members, in which two directors shall be nominated by Fenson and two directors shall be nominated by Capital Chaoyang.

USE OF PROCEEDS AND FINANCIAL EFFECT OF THE TRANSACTION

It is the current intention of the Company that the proceeds arising from the Transaction shall be used by the Company as general working capital. It is expected the Company will record a unaudited gain of approximately RMB138,000,000 from the Transaction.

INFORMATION ON THE COMPANY AND COUNTERPARTIES

The Company

The Company is a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange (Stock Code: 2868). The Group is a large property developer in the PRC, focusing primarily on developing and investing in commercial properties, outlets-backed integrated properties and medium to high-end residential properties, operation of hotels, property consulting services and investment holding.

Rueyyuan

Rueyyuan is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company.

Speed Plus

Speed Plus is an investment holding company incorporated under the laws of BVI on 24 May 2011 with limited liability. Prior to Completion, Rueyyuan is interested in 25% of issued shares of Speed Plus.

Grand Modest

Grand Modest is a company incorporated in the BVI with limited liability and the principal business activity of Grand Modest is investment holding. Grand Modest and its ultimate beneficial owner are independent third parties not connected with the Company and its connected persons.

REASONS AND BENEFITS OF THE TRANSACTION

The Directors consider that the Transaction enables the Company to speed up the turnover cycle of the Company's assets, increases liquidity and raise the effectiveness for use of capital, which allow the Group to develop its strengths on international collaboration, financing and business resource integration. Besides, upon completion of the Transaction, the Company will share operational risks with the cooperation partners, which will effectively reduce the market risks of the Project.

The Directors are of the view that the Agreement was entered into on normal commercial terms, and the terms and conditions therein are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more than one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) exceed 5% but are all less than 25%, the transaction constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Agreement”	the shares and shareholder’s loan transfer agreement dated 31 December 2015 entered into between (1) Grand Modest as the purchaser, (2) Rueyyuan as the vendor and (3) Speed Plus, in relation to sale and purchase of 25 shares in Speed Plus at a consideration of US\$13,600,522.27 and the Shareholders’ Loan at an aggregate consideration of US\$61,731,870.23
“Board”	the board of directors of the Company
“BVI”	British Virgin Islands
“Capital Chaoyang”	S.C. Real Estate Development Co., Ltd.* (首創朝陽房地產發展有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Company”	Beijing Capital Land Ltd. (首創置業股份有限公司), a joint stock company incorporated under the laws of the PRC with limited liability and whose H shares are listed and traded on the main board of the Hong Kong Stock Exchange
“Completion”	completion of the Agreement
“Completion Date”	31 December 2015, being the date of Agreement
“Director”	the director(s) of the Company
“Fenson”	Fenson International Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Speed Plus
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Opal Treasure”	Opal Treasure Holdings Limited, a company incorporated in the BVI with limited liability and a direct wholly-owned subsidiary of Speed Plus
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Project Company”	Beijing Tian Cheng Yongtai Real Estate Co., Ltd.* (北京天城永泰置業有限公司), a company incorporated in the PRC with limited liability and, as at the date of this announcement, the Project Company is held as to 50% by each of Fenson and Capital Chaoyang respectively
“Purchaser” or “Grand Modest”	Grand Modest Limited, a company incorporated in the BVI with limited liability and the purchaser of the Transaction
“RMB”	Renminbi, the lawful currency of the PRC
“Rueyyuan”	Rueyyuan Holding Company Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of the Company and the vendor of the Transaction
“Sale Shares”	25 shares in Speed Plus of US\$1.00 each, representing 25% of the issued share of Speed Plus
“Shareholder’s Loan”	US\$61,731,870.23 being the amount of shareholder’s loan due to Rueyyuan by Speed Plus
“Speed Plus”	Speed Plus Investments Limited, a company incorporated in the BVI with limited liability. Prior to the Completion, Speed Plus was held as to 25% by Rueyyuan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the transaction in relation to the disposal of Sale Shares and Shareholder’s Loan contemplated under the Agreement
“US\$”	United States Dollars, the lawful currency of the United States of America

* *The English name is a translation of its Chinese name and is included for identification purposes only.*

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

Hong Kong, 31 December 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.