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**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)**

**CONNECTED TRANSACTIONS  
UNDERWRITING AGREEMENTS IN CONNECTION WITH THE  
ISSUE OF DOMESTIC CORPORATE BONDS**

Reference is made to the announcement of the Company dated 30 November 2016 and the circular of the Company dated 30 November 2016 regarding the proposed issue of Domestic Corporate Bonds.

**UNDERWRITING AGREEMENTS IN CONNECTION WITH THE ISSUE OF  
DOMESTIC CORPORATE BONDS**

The Board announces that on 21 September 2017, the Company entered into the Underwriting Agreements with Capital Securities (a connected person of the Company) and the Other Underwriters in relation to the Company's proposed issue of the Domestic Corporate Bonds in the PRC, with an aggregate principal amount of not more than RMB10 billion in one or more tranches to be listed for trading on the Shanghai Stock Exchange.

**LISTING RULES IMPLICATIONS**

As at the date of this announcement, Capital Securities is an associate of Capital Group, the controlling shareholder of the Company and accordingly, Capital Securities is a connected person of the Company pursuant to the Listing Rules. Accordingly, the transactions contemplated under the Underwriting Agreements (including the payment of any underwriting commission(s)) constitute connected transactions for the Company under Chapter 14A of the Listing Rules.

As more than one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) are less than 5% but more than 0.1%, the transactions contemplated under the Underwriting Agreements will be subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

**The Underwriting Agreements are conditional upon the satisfaction of various conditions precedent and accordingly, the completion of the Underwriting Agreements and the placing of the Domestic Corporate Bonds may or may not proceed. Shareholders and investors of the Company are advised to exercise caution when dealing in the H Shares and other securities of the Company.**

Reference is made to the announcement of the Company dated 30 November 2016 and the circular of the Company dated 30 November 2016 regarding the proposed issue of the Domestic Corporate Bonds. The issue of the Domestic Corporate Bonds has been approved by the Board and the Shareholders in the general meeting of the Company held on 16 December 2016.

## **UNDERWRITING AGREEMENTS IN CONNECTION WITH THE ISSUE OF THE DOMESTIC CORPORATE BONDS**

The Board announces that on 21 September 2017, the Company entered into the Underwriting Agreement with Capital Securities (a connected person of the Company) and the Other Underwriters, in relation to the Company's proposed issue of the Domestic Corporate Bonds with an aggregate principal amount not more than RMB10 billion in one or more tranches to be listed for trading on the Shanghai Stock Exchange.

The major terms of the Underwriting Agreements are as follows:

### **I. THE PUBLIC OFFERING BONDS UNDERWRITING AGREEMENT**

Date: 21 September 2017

Parties: (1) The Company;  
(2) Capital Securities; and  
(3) the Other Underwriters

Capital Securities is a connected person of the Company pursuant to the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Other Underwriters and their respective ultimate beneficial owners are independent third parties to the Company and its connected persons.

**Subject:** Pursuant to the Public Offering Bonds Underwriting Agreement, the Company has engaged the Underwriters as underwriters in respect of the Company's proposed Public Offering Bonds in accordance with the terms and conditions of the Public Offering Bonds Underwriting Agreement.

**Conditions precedent:** The Public Offering Bonds Underwriting Agreement is conditional upon satisfaction (unless otherwise waived by the Underwriters) of, various conditions precedent including but not limited to, the obtaining of requisite approvals and authorisation by the Company in connection with the Public Offering Bonds; the obtaining of all necessary approval, consents, notifications, authorisations or waiver from relevant regulatory bodies; the obtaining of credit rating of AAA by independent rating agent for the Public offering Bonds unchanged; the Company and the Underwriters having agreed on the interest rate of the Public Offering Bonds to be issued; the Company having complied with its obligations under the Public Offering Bonds Underwriting Agreement and other documents in connection with the issue of the Public Offering Bonds, and the representations and warranties provided by the Company therein remain true and accurate; and the Underwriters not being aware of circumstances which may adversely affect the Public Offering Bonds.

**Size of issue:** Not more than RMB5 billion in one or more tranches to qualified investors

Principal terms of the Public Offering Bonds:	Issue price:	At par and RMB100
	Interest:	at a fixed rate to be calculated on a simple basis (not compound basis) and to be agreed between the Underwriters and the Company
	Security:	unsecured
	Maturity:	not exceeding 10 years, which can either be a single maturity, or a mixed category of multiple maturities
	Use of proceeds:	used to repay the existing debts of the Company in full.
		For the terms of the Public Offering Bonds, please refer to the announcement and the circular of the Company dated 30 November 2016.
Underwriting commitment:	Subject to the fulfilment of the conditions precedent (or any waiver, as the case may be, by the Underwriters) pursuant to the Public Offering Bonds Underwriting Agreement, the Underwriters have agreed to jointly underwrite all the Public Offering Bonds issued by the Company. The amount of any under-subscription will be allocated to Underwriters equally.	
		The aggregate amount of underwriting commission and fee payable by the Company shall be no more than RMB20,000,000.

The book runner for the issuance of the Public Offering Bonds will deduct the aggregate underwriting commission and fee from the proceeds from the issuance of the Public Offering Bonds.

Termination: In the event that the conditions precedent under the Public Offering Bonds Underwriting Agreement have not been satisfied or waived (as the case may be) on or after six months after the signing of the Public Offering Bonds Underwriting Agreement, having agreed by all parties, the Underwriters may terminate the Public Offering Bonds Underwriting Agreement.

## **II. THE PRIVATE PLACEMENT BONDS UNDERWRITING AGREEMENT**

Date: 21 September 2017

Parties: (1) The Company;  
(2) Capital Securities; and  
(3) the Other Underwriters

Capital Securities is a connected person of the Company pursuant to the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Other Underwriters and their respective ultimate beneficial owners are independent third parties to the Company and its connected persons.

Subject: Pursuant to the Private Placement Bonds Underwriting Agreement, the Company has engaged the Underwriters as underwriters in respect of the Company's proposed Private Placement Bonds in accordance with the terms and conditions of the Private Placement Bonds Underwriting Agreement.

Conditions precedent:	The Private Placement Bonds Underwriting Agreement is conditional upon satisfaction (unless otherwise waived by the Underwriters) of, various conditions precedent including but not limited to, the obtaining of requisite approvals and authorisation by the Company in connection with the Private Placement Bonds; the obtaining of all necessary approval, consents, notifications, authorisations or waiver from relevant regulatory bodies; the Company and the Underwriters having agreed on the interest rate of the Private Placement Bonds to be issued; the Company having complied with its obligations under the Private Placement Bonds Underwriting Agreement and other documents in connection with the issue of the Private Placement Bonds, and the representations and warranties provided by the Company therein remain true and accurate; and the Underwriters not being aware of circumstances which may adversely affect the Private Placement Bonds.	
Size of issue:	Not more than RMB5 billion in one or more tranches to qualified investors	
Principal terms of the Private Placement Bonds:	Issue price:	At par and RMB100
	Interest:	at a fixed rate to be calculated on a simple basis (not compound basis) and to be agreed between the Underwriters and the Company
	Security:	unsecured
	Maturity:	not exceeding 7 years, which can either be a single maturity, or a mixed category of multiple maturities
	Use of proceeds:	used to repay the existing debts of the Company in full.
		For the terms of the Private Placement Bonds, please refer to the announcement and the circular of the Company dated 30 November 2016.

Underwriting  
commitment:

Subject to the fulfilment of the conditions precedent (or any waiver, as the case may be, by the Underwriters) pursuant to the Private Placement Bonds Underwriting Agreement, the Underwriters have agreed to jointly underwrite all the Private Placement Bonds issued by the Company. The amount of any under-subscription will be allocated to Underwriters equally.

The aggregate amount of underwriting commission and fee payable by the Company shall be no more than RMB20,000,000.

The book runner for the issuance of the Private Placement Bonds will deduct the aggregate underwriting commission and fee from the proceeds from the issuance of the Private Placement Bonds.

Termination:

In the event that the conditions precedent under the Private Placement Bonds Underwriting Agreement have not been satisfied or waived (as the case may be) on or after six months after the signing of the Private Placement Bonds Underwriting Agreement, having agreed by all parties, the Underwriters may terminate the Private Placement Bonds Underwriting Agreement.

## **REASONS FOR AND BENEFITS OF THE ISSUE OF DOMESTIC CORPORATE BONDS**

The Board is of the view that the proposed issue of Domestic Corporate Bonds can raise funds within a shorter period of time, which shall be used for the Company's repayment of the existing debts, reduction of the integrated financing cost for the current accumulated debts, and saving the financial charges.

The underwriting commission and fee are determined after arm's length negotiation among the parties and in line with market conditions. The Directors (including the independent non-executive Directors) believe that the terms of the Underwriting Agreements and the transactions contemplated thereunder (including the payment of any underwriting commission(s)) are fair and reasonable, are on normal commercial terms and are in the interests of the Company and the Shareholders as a whole. None of the Directors have a material interest in the Underwriting Agreements or were required to abstain from voting on the relevant resolutions of the Board. However, certain Directors, namely Mr. Li Songping, Ms. Sun Baojie, Mr. Sun Shaolin and Mr. Su Jian are also directors and/or senior management/management of Capital Group, and have voluntarily abstained from voting at the Board meeting for approval of the Underwriting Agreement and the transactions contemplated thereunder.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, Capital Securities is an associate of Capital Group, the controlling shareholder of the Company and accordingly, Capital Securities is a connected person of the Company pursuant to the Listing Rules. Accordingly, the transactions contemplated under the Underwriting Agreement (including the payment of any underwriting commission(s)) constitute connected transactions for the Company under Chapter 14A of the Listing Rules.

As more than one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) are less than 5% but more than 0.1%, the transactions contemplated under the Underwriting Agreements will be subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

In accordance with the articles of association of the Company, the issue of the Domestic Corporate Bonds requires the approval of Shareholders in general meeting of the Company, which has been obtained on 16 December 2016.



## GENERAL INFORMATION ON THE PARTIES

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 the development of residential properties, outlets-backed integrated properties and core urban integrated properties as well as primary land development as its core business lines.

Capital Securities is a company incorporated in the PRC with limited liability and is an associate of Capital Group, and is primarily engaged in the businesses of securities broking, underwriting, self - investment, investment consulting, asset management, investment banking, direct investment business.

China International Capital Corporation Limited (中國國際金融股份有限公司) is a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 3908) and is primarily engaged in the businesses of investment banking, equity sales and trading, fixed income currencies & commodities, wealth management services and investment management.

China Securities Co., Ltd. (中信建投證券股份有限公司) is a company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange (stock code: 6066) and is primarily engaged in investment banking, wealth management, investment management, trading and institution and advisory services.

Haitong Securities Co., Ltd.\* (海通證券股份有限公司) is a joint stock company incorporated in the PRC with limited liability, the A shares and H shares of which are listed on the Shanghai Stock Exchange (stock code: 600837) and on the Main Board of the Stock Exchange (stock code: 6837), respectively, and is primarily engaged in the businesses of securities broking, investment banking, asset management, investments and providing finance leases.

**The Underwriting Agreements are conditional upon the satisfaction of various conditions precedent and accordingly, the completion of the Underwriting Agreements and the placing of the Domestic Corporate Bonds may or may not proceed. Shareholders and investors of the Company are advised to exercise caution when dealing in the H Shares and other securities of the Company.**

## DEFINITIONS

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

“Board”	the board of directors of the Company
“Capital Group”	Beijing Capital Group Co., Ltd. (北京首都創業集團有限公司), a state-owned enterprise incorporated in the PRC on 26 October 1994 and under the direct supervision of the Beijing Municipal Government, a controlling shareholder of the Company
“Capital Securities”	Capital Securities Company Limited* (首創證券有限責任公司), a company incorporated in the PRC with limited liability, being one of the Underwriters
“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 Stock Exchange (stock code: 2868)
“connected person(s)”	has the meaning ascribed to such term in the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to such term in the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Corporate Bonds”	the Public Offering Bonds and Private Placement Bonds with a principal amount of not more than RMB10 billion in aggregate as proposed to be issued by the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Other Underwriters”	the Underwriters other than Capital Securities
“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
“Public Offering Bonds”	the proposed public offering of Domestic Corporate Bonds by the Company
“Public Offering Bonds Underwriting Agreement”	the agreement dated 21 September 2017 entered into between the Company and the Underwriters, pursuant to which the Company has engaged the Underwriters as underwriters in respect of the Company’s proposed Public Offering Bonds
“Private Placement Bonds”	the proposed private placement of Domestic Corporate Bonds by the Company
“Private Placement Bonds Underwriting Agreement”	the agreement dated 21 September 2017 entered into between the Company, Underwriters, pursuant to which the Company has engaged the Underwriters as underwriters in respect of the Company’s proposed Private Placement Bonds
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Underwriters”	China International Capital Corporation Limited (中國國際金融股份有限公司), Capital Securities and China Securities Co., Ltd. (中信建投證券股份有限公司), Haitong Securities Co., Ltd.* (海通證券股份有限公司)

“Underwriting Agreements”

Public Offering Bonds Underwriting Agreement and  
Private Placement Bonds Underwriting Agreement

“%”

per cent.

*\* 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, 21 September 2017

*The Board as of the date of this announcement comprises Mr. Li Songping (Chairman) who is Non-Executive Director, Mr. Tang Jun (President) and Mr. Li Xiaobin who are the Executive Directors, Ms. Sun Baojie, Mr. Sun Shaolin and Mr. Su Jian who are the Non-Executive Directors, and Mr. Wang Hong, Mr. Li Wang and Mr. Wong Yik Chung, John who are the Independent Non-Executive Directors.*