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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)

### **PROPOSED NON-PUBLIC ISSUE OF DEBT FINANCING PLAN ON CFAE**

The Board of Directors of Beijing Capital Land Ltd. announces that, the Board resolved to submit to Shareholders for consideration and approval of the proposed non-public issue of Debt Financing Plan on CFAE, with a principal amount up to RMB3 billion in aggregate, at the EGM.

A circular containing details of the proposed issue of Debt Financing Plan on CFAE and a notice of convening the EGM will be dispatched to Shareholders as soon as practicable.

### **PROPOSED ISSUE OF DEBT FINANCING PLAN ON CFAE**

#### **1. Background**

On 31 October 2017, the Board resolved to submit to Shareholders for consideration and approval of the proposed non-public issue of Debt Financing Plan on CFAE, with a principal amount up to RMB3 billion in aggregate, at the EGM. The proceeds are mainly used for repayment of borrowing(s) from financial institution(s).

#### **2. Proposed Issue of Debt Financing Plan**

The proposed arrangements of the Debt Financing Plan are as follows:

- |                             |                           |
|-----------------------------|---------------------------|
| 1. Financing entity:        | Beijing Capital Land Ltd. |
| 2. Size of financing:       | up to RMB3 billion        |
| 3. Term of financing:       | 5 + N years               |
| 4. Face value of financing: | RMB100                    |

- |    |                           |   |
|----|---------------------------|---|
| 5. | Target for the issuance:  | qualified investors of CFAE   |
| 6. | Coupon rate:              | coupon rate and reset rate would be determined after negotiations between the Company and investors by way of non-public price consultation |
| 7. | Proposed use of proceeds: | repayment of loan(s) from financial institution(s)  |
| 8. | Underwriter:              | Huaxia Bank   |

**3. Granting of authorization to the Board or any one of the executive directors to deal with matters relating to the Debt Financing Plan**

To ensure the smooth issue of the proposed Debt Financing Plan, 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 deal with all matters relating to the Debt Financing Plan, including but not limited to the number of tranches, timing of each tranche, maturity, size, interest rate, method of repayment of principal and interest, intermediary to be engaged, execution of related agreements such as the underwriting agreement and supplementary agreement (if any) and other legal documents as well as the discretion to make amendments and adjustments to relevant transaction documents to be entered into by the Company subject to the determined transaction framework.

The authorisation to the Board or any one of the executive directors to deal with matters related to the said issue of Debt Financing Plan will be valid from the date when the approval is obtained at the general meeting until the date when all matters related to the authorisation of the Debt Financing Plan are completed.

**4. Reasons for the proposed Debt Financing Plan and its benefit to the Shareholders**

The Board believes that the Debt Financing Plan can raise funds within a shorter time for repayment of borrowing(s) from financial institution(s) and optimizing capital structure. Therefore, the relevant terms of the Debt Financing Plan are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

**EXTRAORDINARY GENERAL MEETING**

An EGM will be convened to approve the proposed Debt Financing Plan by special resolution.

A circular containing details of the proposed Debt Financing Plan and a notice of convening the EGM will be dispatched to Shareholders as soon as practicable.

## DEFINITIONS

In this announcement, the following terms have the meanings set forth below unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“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
“CFAE”	Beijing Financial Assets Exchange Co. Ltd.
“Debt Financing Plan”	the proposed non-public issue of debt financing plan with Huaxia Bank on CFAE, with a principal amount up to RMB3 billion in aggregate
“Director(s)”	the director(s) of the Company
“EGM”	the Extraordinary General Meeting to be held at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, PRC to approve the Debt Financing Plan and the related authorization of the Board
“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”	the Hong Kong Special Administrative Region of the PRC
“Huaxia Bank”	Huaxia Bank Co., Limited
“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
“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, 31 October 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 Executive Directors, Mr. Su Zhaohui, Mr. Sun Shaolin and Mr. Su Jian who are Non-Executive Directors, and Mr. Wang Hong, Mr. Li Wang and Mr. Wong Yik Chung, John who are Independent Non-Executive Directors.*