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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)**

## **DISCLOSABLE TRANSACTION PROVISION OF GUARANTEE**

Reference is made to the announcements of the Company dated 19 November 2018 and 11 December 2018 in relation to the provision of fund and guarantee to the JV Company to develop the Site project located at Shiwei Road, Zengjiang Street, Zengcheng District, Guangzhou.

Guangzhou Biqing (a wholly-owned subsidiary of the JV Company) intends to obtain a loan of not more than RMB700,000,000 from Industrial Bank with a term of less than 36 months. On 15 July 2019, the Company entered into the Guarantee Agreement with Industrial Bank, in which the Company agreed to provide a joint liability guarantee of not more than RMB357,000,000 to Guangzhou Biqing in accordance with its 51% indirect shareholding in Guangzhou Biqing for two years upon the expiry of the repayment obligation of the main debt.

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the Guarantee (together with the Previous Transactions) exceed(s) 5% but all of them are below 25%, the Guarantee Agreement and the transactions thereunder constitute a disclosable transaction of the Company and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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## **GUARANTEE AGREEMENT**

Date: 15 July 2019

Parties: (1) the Company (as the guarantor); and

(2) Industrial Bank (as the lender)

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, Industrial Bank and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Pursuant to the Guarantee Agreement, the Company agreed to provide a joint liability guarantee of not more than RMB357,000,000 for Guangzhou Biqing in accordance with its 51% indirect shareholding in Guangzhou Biqing. The scope of the Guarantee has included the principal, together with any interest, penalty interest, liquidated damages and other related expenses incurred in realizing the rights of Industrial Bank. The Guarantee lasts for a term of two years upon the expiry of the repayment obligation of the main debt.

## **REASONS FOR AND BENEFITS OF THE PROVISION OF THE GUARANTEE**

As stated in the announcements of the Company dated 19 November 2018 and 11 December 2018, the Group intends to expand its land reserves in Guangzhou, one of the core cities in the Guangdong-Hong Kong-Macau Greater Bay Area, through the Site project development. Guangzhou Biqing intends to introduce additional capital by way of bank loans to satisfy the capital requirements of the development of the project and optimize the existing debt financing structure of the Company.

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

## **INFORMATION OF THE COMPANY AND INDUSTRIAL BANK**

### **The Company**

The Company is a leading large integrated real estate developer in the PRC, focusing primarily on developing the four core business streams of residential properties development, outlets, urban core integrated complex and primary land development, complemented by innovative business areas such as high-tech industry properties and cultural and creative industries.

### **Industrial Bank**

Industrial Bank is a joint stock commercial bank incorporated under the laws of the PRC.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the Guarantee (together with the Previous Transactions exceed(s) 5% but all of them are below 25%, the Guarantee Agreement and the transactions thereunder constitute a disclosable transaction of the Company and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

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

“Board”	the board of Directors of the Company
“China Credit Trust Guarantee Agreement”	the guarantee agreement entered into between the Company, the JV Company and China Credit Trust Co., Ltd. on 11 December 2018, details of which are set out in the announcement of the Company dated 11 December 2018
“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 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 it under the Listing Rules
“Cooperation Agreement”	the cooperation agreement entered into between Shenzhen Capital, Guangzhou Country Garden and the JV Company on 25 May 2018 and the subsequent supplemental agreement in relation to, among other things, capital injection of RMB10,408,200 from Shenzhen Capital into the JV Company by way of subscription to acquire 51% equity interests in the JV Company, and to provide fund of not more than RMB440,000,000 to the JV Company for the purpose of site development
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guangzhou Biqing”	Guangzhou Biqing Real Estate Development Co., Ltd.* (廣州碧慶房地產開發有限公司), a company incorporated in the PRC with limited liability, and a wholly-owned subsidiary of the JV Company, which has 100% interests in the Site

“Guangzhou Country Garden”	Guangzhou Country Garden Real Estate Development Co., Ltd.* (廣州碧桂園房地產開發有限公司), a company incorporated in the PRC with limited liability, and a wholly-owned subsidiary of Country Garden Holdings Company Limited (listed on the Stock Exchange, stock code: 2007)
“Guarantee”	the guarantee as agreed to be provided by the Company for the loan of Guangzhou Biqing to Industrial Bank, the amount of which is not more than RMB357,000,000
“Guarantee Agreement”	the guarantee agreement entered into between the Company and Industrial Bank on 15 July 2019 in relation to the Guarantee
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Industrial Bank”	Industrial Bank Co., Ltd. Guangzhou Branch
“JV Company”	Guangzhou Bizeng Real Estate Development Co., Ltd.* (廣州碧增房地產開發有限公司), a company incorporated in the PRC with limited liability. As at the date of this announcement, it is held as to 51% and 49% by Shenzhen Capital and Guangzhou Country Garden, respectively, and a joint venture of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the agreement entered into between Shenzhen Capital and the JV Company on 19 November 2018 in relation to, among other things, further provision of not more than RMB410,000,000 to the JV Company for the purpose of Site development, details of which are set out in the announcement of the Company dated 19 November 2018
“PRC”	the People’s Republic of China, excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan

“Previous Transactions”	the previous transactions contemplated under the Loan Agreement, the Cooperation Agreement and the China Credit Trust Guarantee Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Shenzhen Capital”	Shenzhen Capital Investment Real Estate Co., Ltd. (深圳首創投資置業有限公司), a company incorporated under the laws of the PRC with limited liability, and a wholly-owned subsidiary of the Company
“Site”	a piece of land located in Licheng Street, Zengcheng District, Guangzhou, the PRC
“sqm”	square meter
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage

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

Hong Kong, 15 July 2019

*The Board as of the date of this announcement comprises Mr. Li Songping (Chairman) who is the non-executive Director, Mr. Zhong Beichen (President), Mr. Li Xiaobin, Mr. Hu Weimin and Mr. Fan Shubin who are the executive Directors, Mr. Su Jian 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 purpose only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese name shall prevail.*