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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 PLANS ON CFAE**

The Board of Beijing Capital Land Ltd. announces that, the Board resolved to submit to the Shareholders for consideration and approval of the proposed non-public issue of Debt Financing Plans on CFAE, with a principal amount up to RMB8 billion in aggregate, at the EGM.

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

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

#### **1. Background**

On 16 August 2019, the Board resolved to submit to the Shareholders for consideration and approval of the proposed non-public issue of Debt Financing Plans on CFAE, with a principal amount up to RMB8 billion in aggregate, at the EGM. The proceeds are mainly used for repayment of borrowing(s) from financial institution(s), development and construction of projects, etc.

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

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

Financing entity: Beijing Capital Land Ltd.

Size of financing: up to RMB8 billion

Method of issuance: non-public issuance to qualified investors

### **Core Terms of the Debt Financing Plan with fixed term**

1. Term of financing: not more than five years
2. Cost of financing: coupon rate would be determined after negotiations between the Company and investors by way of non-public price consultation
3. Method of guarantee: unsecured
4. Proposed use of proceeds: for repayment of loan(s) from financial institution(s), development and construction of projects, etc.

### **Core Terms of the Debt Financing Plan without fixed term**

1. Term of financing: initial term of not more than five years, with an option to renew upon expiry of the initial term
2. Cost of financing: initial coupon rate and reset rate would be determined after negotiations between the Company and investors by way of non-public price consultation
3. Method of guarantee: unsecured
4. Proposed use of proceeds: for repayment of loan(s) from financial institution(s), development and construction of projects, etc.

**3. Granting of authorization to the executive Director and President of the Company to deal with matters relating to the Debt Financing Plans**

To ensure the smooth issue of the proposed Debt Financing Plans, it is proposed that the executive Director and President of the Company be authorized by the Shareholders at the EGM generally and unconditionally to deal with all matters relating to the Debt Financing Plans, including but not limited to the determination of the final issuance amount of each category, number of tranches, size of issuance of each tranche, timing of each tranche, maturity, determination method of coupon rate, interest rate, renewal upon expiry of the initial term and reset rate, method of repayment of principal and interest, proposed use of proceeds, underwriter and intermediary to be engaged and adjusted, execution of the underwriting agreement and other relevant agreements and transaction documents related to the issue of the Debt Financing Plans 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 executive Director and President of the Company to deal with matters related to the said issue of Debt Financing Plans 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 Plans are completed.

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

The Board believes that the Debt Financing Plans will enable the Company to raise proceeds within a relatively short period for repayment of borrowing(s) from financial institution(s) and development and construction of projects, etc., and to optimize the existing debt financing structure. Therefore, the relevant terms of the Debt Financing Plans 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 by the Company to approve the proposed issue of Debt Financing Plans by special resolutions.

A circular containing details of the proposed Debt Financing Plans and a notice of convening the EGM will be dispatched to the 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 and traded on the main board of the Stock Exchange (stock code: 2868)
“CFAE”	Beijing Financial Assets Exchange Co. Ltd.
“Debt Financing Plan(s)”	the proposed non-public issue of debt financing plan(s) of the Company on CFAE, comprising two categories, namely the Debt Financing Plan with fixed term and the Debt Financing Plan without fixed term, with a principal amount up to RMB8 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, the PRC to approve the issue of Debt Financing Plans and the related authorization
“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
“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*

Beijing, 16 August 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, and Mr. Li Wang, Mr. Wong Yik Chung, John and Mr. Liu Xin who are the independent non-executive Directors.*