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# CAPITAL GRAND

**BEIJING CAPITAL GRAND LIMITED**

**首創鉅大有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1329)**

## **ANNOUNCEMENT**

### **PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by Beijing Capital Grand Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to (i) the joint announcement published by the Company and BECL Investment Holding Limited (the “**Offeror**”) dated 28 October 2024 in relation to, among other things, the conditional proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement (under section 86 of the Companies Act) and the proposed voluntary withdrawal of listing of the Company; (ii) the Scheme Document jointly published by the Offeror and the Company dated 16 December 2024 in relation to, amongst other things, the Proposal, the Scheme and the Perpetual CB Securities Offer (the “**Scheme Document**”) and the accompanying forms of proxy of the Court Meeting and EGM and the form of acceptance for the Perpetual CB Securities Offer; and (iii) the joint announcement published by the Company and the Offeror dated 27 December 2024 in relation to, among other things, the irrevocable undertaking entered into by Smart Win Group Limited (“**Smart Win**”) in favour of the Offeror (the “**Smart Win IU Announcement**”). Unless otherwise defined, capitalised terms not defined herein shall have the same meanings ascribed to them in the Scheme Document and the Smart Win IU Announcement.

### **UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

As set out in the Smart Win IU Announcement, Smart Win entered into the Smart Win Irrevocable Undertaking in favour of the Offeror, pursuant to which, amongst others, Smart Win undertook to vote in favour of resolutions in relation to the implementation of the Scheme in respect of the Smart Win Undertaking Shares, which included, among other things, any Shares that it may obtain through the conversion of Perpetual CB Securities.

The board of directors of the Company (the “**Board**”) announces that on 3 January 2025, following a notice of conversion of Perpetual CB Securities from Smart Win, the Perpetual CB Securities with an aggregate principal amount of HK\$217,555,665.6 held by Smart Win has been converted into 103,597,936 Shares (based on the conversion price of HK\$2.10 per conversion share) pursuant to the terms and conditions of the Perpetual CB Securities and the issuance and allotment of the relevant Shares has been completed.

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue and outstanding as at the date of this announcement are as follows:

- (a) a total of 1,265,182,185 Shares in issue;
- (b) a total of 166,976,626 Class A Convertible Preference Shares and 905,951,470 Class B Convertible Preference Shares in issue; and
- (c) Perpetual CB Securities with the total principal amount of HK\$440,038,594.4, which are convertible into 209,542,188 Shares (based on the conversion price of HK\$2.10 per conversion share) pursuant to the terms and conditions of the Perpetual CB Securities.

As at the date of this announcement, save as disclosed above, the Company has no other outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

## **DEALING DISCLOSURE**

The respective associates (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company under Rule 22 of the Takeovers Code during the offer period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and the Perpetual CB Securities is conditional upon the Scheme becoming effective, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the Board  
**Beijing Capital Grand Limited**  
**Xie Hongyi**  
*Executive Director*

Beijing, 3 January 2025

*As at the date of this announcement, the Board comprises Mr. Fan Shubin (Chairman) and Mr. Xie Hongyi (Chief Executive Officer) as executive Directors; Mr. Wang Hao, Ms. Qin Yi and Mr. Zhai Senlin as non-executive Directors; and Mr. Yeung Chi Tat, Dr. Huang Wei and Mr. Xu Weiguo as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*