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BEIJING CAPITAL JUDA LIMITED

首創鉅大有限公司

(formerly known as Juda International Holdings Limited 鉅大國際控股有限公司)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1329)

**VERY SUBSTANTIAL ACQUISITION
ACQUISITION OF LAND USE RIGHTS
IN NANCHANG, THE PRC**

ACQUISITION OF LAND USE RIGHTS IN NANCHANG, THE PRC

The Board is pleased to announce that CJI, a wholly-owned subsidiary of the Company, and Beijing Jin Fu Long Ding, a wholly-owned subsidiary of BCL, which is a company listed on the Main Board of the Stock Exchange (stock code: 2868) and a controlling shareholder of the Company, have succeeded in the bid of the land use rights of the Land offered for sale by the Land Resources Department of Nanchang (南昌市國土資源局) at the Auction for approximately RMB377 million. The Confirmation Letter has been issued by the Land Resources Department of Nanchang to CJI and Beijing Jin Fu Long Ding on 6 July 2015 and the Land Use Rights Grant Contract in relation to the Acquisition is expected to be entered into on or around 17 July 2015. RMB100 million has been paid by CJI as the security deposit for the Auction.

The Company, CJI, Beijing Jin Fu Long Ding and BCL have entered into an Agreement on 6 July 2015, pursuant to which (a) the Company entrusts Beijing Jin Fu Long Ding to participate in the Auction together with the Group although all consideration for acquiring the Land will be solely funded by the Group; (b) CJI and Beijing Jin Fu Long Ding will establish a Project Company for acquiring the entire interest of the Land and entering into the Land Use Rights Grant Contract in relation to the Acquisition, such interest will be held by CJI and Beijing Jin Fu Long Ding as to 40% and 60%, respectively; (c) all requisite funds and costs (including those incurred by Beijing Jin Fu Long Ding and/or BCL) in relation to the Auction and the acquisition of the Land shall be fully funded by the Group; and (d) subject to the successful bidding of the Land, BCL shall transfer its entire interest in Beijing Jin Fu Long Ding to the Group. After completion of the transfer of the entire interest in Beijing Jin Fu Long Ding to the Group, the Project Company will become a wholly-owned subsidiary of the Company. The Group will finance its capital commitment for the Auction by both its domestic and offshore funds from its internal resources and/or bank borrowing.

LISTING RULES IMPLICATIONS

Since the applicable Percentage Ratios in respect of the Acquisition exceed 100%, the Acquisition is a very substantial acquisition under Chapter 14 of the Listing Rules. The Acquisition is regarded as a qualified property acquisition under Rule 14.04(10C) of the Listing Rules as the Acquisition involves an acquisition of governmental land in the PRC from a PRC Governmental Body through an auction governed by PRC Law and is undertaken by the Group on a sole basis in substance, by virtue of the Agreement and the funding arrangements and other transactions thereunder, which is consistent with the Group's ordinary and usual course of business. The Acquisition is subject to reporting and announcement requirements and is exempt from shareholders' approval requirements pursuant to Rule 14.33A of the Listing Rules.

BCL is a controlling shareholder of the Company with an indirect interest of approximately 65.1% in the Company's share capital and Beijing Jin Fu Long Ding is a wholly-owned subsidiary of BCL. Therefore, both BCL and Beijing Jin Fu Long Ding are connected persons of the Company, and the entering into the Agreement between the Company, CJI, Beijing Jin Fu Long Ding and BCL and the transactions thereunder, including, among others, the transfer of the entire interest in Beijing Jin Fu Long Ding to the Group by BCL, will constitute connected transactions under Chapter 14A of the Listing Rules. However, BCL and Beijing Jin Fu Long Ding will be acting under an entrustment arrangement and on behalf of the Group for purpose of the Auction, and both BCL and Beijing Jin Fu Long Ding will receive no consideration or fees under the Agreement. In addition, the consideration for the transfer of the entire interest in Beijing Jin Fu Long Ding, being equivalent to the registered share capital of Beijing Jin Fu Long Ding, is expected to be approximately RMB100,000. Therefore, as the applicable Percentage Ratios will be less than 0.1%, the entering into the Agreement and the transfer of the entire interest of Beijing Jin Fu Long Ding will constitute de minimis transactions of the Company pursuant to Rule 14A.76 of the Listing Rules and accordingly, such transactions will be fully exempt from the requirements under Chapter 14A.

A circular containing, among other things, further details of the Acquisition and such other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 24 July 2015.

INTRODUCTION

The Board is pleased to announce that CJI, a wholly-owned subsidiary of the Company, and Beijing Jin Fu Long Ding, a wholly-owned subsidiary of BCL, which is a company listed on the main board of The Stock Exchange of Hong Kong Limited (stock code: 2868) and a controlling shareholder of the Company, have succeeded in the bid of the land use rights of the Land offered for sale by the Land Resources Department of Nanchang (南昌市國土資源局) at the Auction for approximately RMB377 million. The Confirmation Letter has been issued by the Land Resources Department of Nanchang to CJI and Beijing Jin Fu Long Ding on 6 July 2015 and the Land Use Rights Grant Contract in relation to the Acquisition is expected to be entered into on or around 17 July 2015 between CJI, Beijing Jin Fu Long Ding and the Land Resources Department of Nanchang. RMB100 million has been paid by CJI as the security deposit for the Auction.

THE CONFIRMATION LETTER

Date : 6 July 2015

Parties : (1) CJI;

(2) Beijing Jin Fu Long Ding; and

(3) the Land Resources Department of Nanchang

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Land Resources Department of Nanchang and its ultimate beneficial owners are third parties independent of the Group and its connected persons.

Code of the Land : DAK2015014

Location of the Land : east of the Chang Leng Road and the north of the Shan Dan Road, Chang Leng Town, Xin Jian County, Nanchang, Jiangxi Province, the PRC (中國江西省南昌市新建縣長堽鎮長堽大道東側、山丹路北側)

Total site area : approximately 130.48 mu

Nature of the land use rights : commercial use

Term of the land use rights : 40 years

Consideration : approximately RMB377 million, which was arrived at after bidding at the Auction held by the Land Resources Department of Nanchang. RMB100 million has been paid by CJI as the security deposit for the Auction and will be used as part of the Consideration. The details of the payment terms of the Consideration will be set out in the Land Use Rights Grant Contract

The Land is intended for the development of commercial property, which includes the development of outlets-backed integrated property, cinema, shopping market and other ancillary commercial properties.

THE AGREEMENT

The Company, CJI, Beijing Jin Fu Long Ding and BCL have entered into an Agreement on 6 July 2015, pursuant to which (a) the Company entrusts Beijing Jin Fu Long Ding to participate in the Auction together with the Group although all consideration for acquiring the Land will be solely funded by the Group; (b) CJI and Beijing Jin Fu Long Ding will establish a Project Company for acquiring the entire interest of the Land and entering into the Land Use Rights Grant Contract in relation to the Acquisition, such interest in the Project Company will be held by CJI and Beijing Jin Fu Long Ding as to 40% and 60%, respectively; (c) all requisite funds and costs (including those incurred by Beijing Jin Fu Long Ding and/or BCL) in relation to the Auction and the acquisition of the Land shall be fully funded by the Group; and (d) subject to the successful bidding of the Land, BCL shall transfer its entire interest in Beijing Jin Fu Long Ding to the Group. In respect of the transfer of the entire interest in Beijing Jin Fu Long Ding by BCL to the Group, there is no material legal impediment in relation to the registration and filing procedures with the competent authorities in order for the Group to complete the transfer of the entire interest in Beijing Jin Fu Long Ding by BCL to the Group, and the Company is not aware of any practical circumstances which may result in the Group not being able to complete such transfer. In any event, subject to unforeseen circumstances, if the entire interest in Beijing Jin Fu Long Ding could not be transferred by BCL to the Group, a joint venture arrangement on normal commercial terms will be considered and negotiated between BCL and the Group, including, among others, BCL to pay back the Company the contributions in proportion to its equity holding in the Project Company. In such circumstances, the Company will comply with the requirements of the Listing Rules, including, among others, to seek the approval of the independent Shareholders in relation to such joint venture arrangement. After completion of the transfer of the entire interest in Beijing Jin Fu Long Ding to the Group, the Project Company will become a wholly-owned subsidiary of the Company. The Group will finance its capital commitment for the Auction by both its domestic and offshore funds from its internal resources and/or bank borrowing.

The aggregate funds and costs expected to be provided by the Group is approximately RMB377 million, mainly comprising of the Consideration. The consideration for the subsequent transfer of the entire interest in Beijing Jin Fu Long Ding by BCL to the Group is currently expected to be approximately RMB100,000, representing the registered share capital of Beijing Jin Fu Long Ding.

REASONS FOR AND BENEFITS OF THE ACQUISITION

Pursuant to the Agreement and the funding arrangements and other transactions thereunder, all requisite funds and costs in relation to the Acquisition will ultimately be borne by the Group and the entire interest in Beijing Jin Fu Long Ding will be transferred to the Group by BCL subsequent to the completion of the Acquisition.

Therefore, the Acquisition of the Land will be undertaken on a sole basis by the Group and the entire interest in the Land will ultimately belong to the Group. The main reason for the Agreement and the funding arrangements and other transactions thereunder is to facilitate the Company in participating in the Auction of the Land in a short period of time through utilising the PRC incorporated domestic company readily available from BCL.

The Board believes that the Acquisition provides an excellent investment opportunity for the Group to expand the Group's business into Nanchang, one of the selected cities in the PRC where the Group is able to conduct its business as disclosed in the circular of the Company dated 26 November 2014.

The Directors consider that the Acquisition is in the interests of the Company and the Shareholders as a whole and the terms thereof are on normal commercial terms, which are fair and reasonable.

INFORMATION OF THE PARTIES

The Group is principally engaged in property development, with focus on the development of outlets-backed integrated property projects and commercial property projects in selected cities in the PRC. CJI is a wholly-owned subsidiary of the Company and is an investment holding company.

BCL is a large property developer in the PRC, focusing primarily on developing and investing in commercial properties, outlets-backed integrated properties and medium to high-end residential properties, operation of hotels, property consulting services and investment holding. Beijing Jin Fu Long Ding is a wholly-owned subsidiary of BCL and is an investment holding company with no material assets or investments as at the date of this announcement.

The Land Resources Department of Nanchang is a PRC governmental authority and the seller of the Land.

LISTING RULES IMPLICATIONS

Since the applicable Percentage Ratios in respect of the Acquisition exceed 100%, the Acquisition is a very substantial acquisition under Chapter 14 of the Listing Rules. The Acquisition is regarded as a qualified property acquisition under Rule 14.04(10C) of the Listing Rules as the Acquisition involves an acquisition of governmental land in the PRC from a PRC Governmental Body through an auction governed by PRC Law and is undertaken by the Group on a sole basis in substance, by virtue of the Agreement and the funding arrangements and other transactions thereunder, which is consistent with the Group's ordinary and usual course of business. The Acquisition is subject to reporting and announcement requirements and is exempt from shareholders' approval requirements pursuant to Rule 14.33A of the Listing Rules.

BCL is a controlling shareholder of the Company with an indirect interest of approximately 65.1% in the Company's share capital and Beijing Jin Fu Long Ding is a wholly-owned subsidiary of BCL. Therefore, both BCL and Beijing Jin Fu Long Ding are connected persons of the Company, and the entering into the Agreement between the Company, CJI, Beijing Jin Fu Long Ding and BCL and the transactions thereunder, including, among others, the transfer of the entire interest in Beijing Jin Fu Long Ding to the Group by BCL, will constitute connected transactions under Chapter 14A of the Listing Rules. However, BCL and Beijing Jin Fu Long Ding will be acting under an entrustment arrangement and on behalf of the Group for purpose of the Auction, and both BCL and Beijing Jin Fu Long Ding will receive no actual benefit or fees under the Agreement. In addition, the consideration for the transfer of the entire interest in Beijing Jin Fu Long Ding, being equivalent to the registered share capital of Beijing Jin Fu Long Ding, is expected to be approximately RMB100,000. Therefore, as the applicable Percentage Ratios will be less than 0.1%, the entering into the Agreement and the transfer of the entire interest of Beijing Jin Fu Long Ding will be de minimis transactions of the Company pursuant to Rule 14A.76 of the Listing Rules and accordingly, such transactions will be fully exempt from the requirements under Chapter 14A.

A circular containing, among other things, further details of the Acquisition and such other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 24 July 2015.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless context otherwise requires:

“Acquisition”	the acquisition of land use rights of the Land through public bidding process at the Auction
“Agreement”	the agreement entered into between the Company, CJI, Beijing Jin Fu Long Ding and BCL on 6 July 2015 in connection with the Auction and the Acquisition of the Land
“Auction”	The public auction held by the Land Resources Department of Nanchang at which the Land was offered for sale

“BCL”	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 on 5 December 2002, whose H shares are listed on the Main Board of the Stock Exchange (Stock Code: 2868), a connected person of the Company under Rule 14A.07 of the Listing Rules
“Beijing Jin Fu Long Ding”	Beijing Jin Fu Long Ding Investments Management Company Limited* (北京錦富龍鼎投資管理有限公司), a company incorporated in the PRC with limited liability, a wholly-owned subsidiary of BCL and a connected person of the Company under Rule 14A.07 of the Listing Rules
“Board”	the board of Directors
“CJI”	Capital Juda Investments Limited (首創鉅大投資有限公司), a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of the Company
“Company”	Beijing Capital Juda Limited (首創鉅大有限公司), formerly known as Juda International Holdings Limited (鉅大國際控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1329)
“Confirmation Letter”	the confirmation letter of land transaction by auction (掛牌地塊成交確認書) entered into between CJI, Beijing Jin Fu Long Ding and the Land Resources Department of Nanchang confirming the Acquisition at the Auction on 6 July 2015
“Consideration”	approximately RMB377 million, being the price for the grant of the land use rights of the Land
“Group”	the Company and its subsidiaries

“Land”	A piece of land located in the east of the Chang Leng Road and the north of the Shan Dan Road, Chang Leng Town, Xin Jian County, Nanchang, Jiangxi Province, the PRC (中國江西省南昌市新建縣長淦鎮長淦大道東側、山丹路北側) with a site area of approximately 130.48 mu which was offered for sale at the Auction
“Land Resources Department of Nanchang”	Land Resources Department of Nanchang* (南昌市國土資源局)
“Land Use Rights Grant Contract”	the land use rights grant contract (國有建設用地使用權出讓合同) to be entered into between CJI, Beijing Jin Fu Long Ding and the Land Resources Department of Nanchang in respect of the Land
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange
“mu”	mu (畝), a unit of area commonly used in the PRC. 1 mu equals approximately 666.67 square meters
“Percentage Ratios”	the “percentage ratios” as defined in rule 14.04(9) of the Listing Rules
“PRC”	the People’s Republic of China
“PRC Governmental Body”	has the meaning ascribed to it under the Listing Rules
“Project Company”	the project company to be established by CJI and Beijing Jin Fu Long Ding in connection with the acquisition of the Land
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“subsidiary” has the meaning ascribed to it under the Listing Rules
“%” per cent.

By Order of the Board of
Beijing Capital Juda Limited
Zhong Beichen
Executive Director

Beijing, 6 July 2015

As at the date of this announcement, the Board comprises Mr. Tang Jun (Chairman) and Mr. Zhong Beichen (Chief Executive Officer) as executive directors; Mr. Liu Xiaoguang and Mr. Wang Hao as non-executive directors; and Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng as independent non-executive directors.

* *For identification purpose only*