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CAPITAL  JUDA
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)

**DISCLOSEABLE TRANSACTION
FORMATION OF A JOINT VENTURE**

The Board is pleased to announce that on 23 November 2015, Shanghai Juque (a wholly-owned subsidiary of the Company), Culture and Tourism Investment and Xiangjiang District Management Committee (both are independent third parties of the Company as at the date of this announcement) entered into the Agreement in relation to the formation of a joint venture, which is intended to engage in the development of the Project, namely Joyous Sky Avenue (歡樂天街), on Land Parcel A and Land Parcel B located in Xiangjiang District, Changsha, Hunan Province, the PRC. It is intended that the Project will be developed into outlet stores.

Pursuant to the terms of the Agreement, Culture and Tourism Investment has agreed to set up the Project Company with registered capital in the amount of approximately RMB194.34 million, which is to be satisfied by the transfer by Culture and Tourism Investment to the Project Company of the land use rights of Land Parcel A. Shanghai Juque has agreed to, subject to and after the transfer of such land use rights, inject a total sum of approximately RMB83.3 million in cash into the registered capital of the Project Company, payable in stages. After the Capital Injection, the Project Company will be held as an equity joint venture by Culture and Tourism Investment and Shanghai Juque as to 70% and 30%, respectively.

It is the current intention of the parties that the Project Company will bid for the land use rights of Land Parcel B, which is adjacent to Land Parcel A, when it is made available for auction by the relevant local authority, which is expected to be on or before 30 June 2016. Pursuant to the terms of the Agreement, subject to successful bidding, Shanghai Juque and Culture and Tourism Investment have agreed to either (1) further inject into the registered capital of the Project Company or (2) provide shareholders' loan(s) to the Project Company, in proportion to their respective equity interests in the Project Company, for the purpose of funding the acquisition cost of the land use rights of Land Parcel B, which is currently estimated to be approximately RMB42 million (subject to the final bidding price), and related taxes and expenses.

As one or more than one of the applicable Percentage Ratios exceed 5% but are all less than 25%, the transaction contemplated under the Agreement constitutes a discloseable transaction for the Company and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

On 23 November 2015, Shanghai Juque (a wholly-owned subsidiary of the Company), Culture and Tourism Investment and Xiangjiang District Management Committee (both are independent third parties of the Company as at the date of this announcement) entered into the Agreement in relation to the formation of a joint venture, which is intended to engage in the development of the Project located in Xiangjiang District, Changsha, Hunan Province, the PRC. It is intended that the Project will be developed into outlet stores. The principal terms of the Agreement are set out below.

THE AGREEMENT

Date: 23 November 2015

Parties: Shanghai Juque (a wholly-owned subsidiary of the Company);

Culture and Tourism Investment; and

Xiangjiang District Management Committee.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Culture and Tourism Investment and Xiangjiang District Management Committee, and their respective ultimate beneficial owner(s), are third parties independent of the Company and its connected persons.

Establishment of and shareholding in the Project Company

Pursuant to the terms of the Agreement, Culture and Tourism Investment has agreed to, within 30 business days of the date of the Agreement, set up the Project Company with registered capital in the amount of approximately RMB194.34 million, which is to be satisfied by the transfer by Culture and Tourism Investment to the Project Company of the land use rights of Land Parcel A. The amount of approximately RMB194.34 million represents the land premium, taxes and other expenses which have been paid by Culture and Tourism Investment for the acquisition of the land use rights of Land Parcel A.

Subject to and after the land use rights of Land Parcel A has been transferred to the Project Company, Shanghai Juque has agreed to inject a total sum of approximately RMB83.3 million in cash into the registered capital of the Project Company, payable in stages (of which RMB40 million shall be payable within 5 business days after the Project Company has received the land use rights of Land Parcel A, another RMB20 million and RMB13.3 million shall be payable on or before 30 June 2016 and 31 December 2016, respectively and the remaining balance shall be payable on or before 30 September 2017). After the Capital Injection, the Project Company will change from a wholly-owned subsidiary of Culture and

Tourism Investment to an equity joint venture with an enlarged registered capital in the amount of approximately RMB277.64 million, in which Culture and Tourism Investment and Shanghai Juque will hold 70% and 30% equity interests, respectively.

The amount of equity capital to be injected by the relevant parties into the Project Company pursuant to the terms of the Agreement is determined after arm's length negotiation between the parties, with reference to, among others, the land premiums and estimated development and operation costs of the Project. The amount to be paid by Shanghai Juque will be satisfied by internal resources of the Group.

Information on the Project

The Project, namely Joyous Sky Avenue (歡樂天街), is intended to be an outlets project located within the Xiangjiang Joy City (湘江歡樂城) situated in the Dawangshan Tourist and Resort District (大王山旅遊度假區), Changsha, Hunan Province, the PRC, which comprises outlet stores to be leased primarily to brand-name tenants.

The Project, with a total site area of approximately 107 mu, is intended to be developed in two phases. Phase 1 will be developed on Land Parcel A (the land use rights of which will be transferred by Culture and Tourism Investment to the Project Company upon establishment of the Project Company) and Phase 2 is intended to be developed on Land Parcel B (a parcel of land adjacent to Land Parcel A).

It is the current intention of the parties that the Project Company will bid for the land use rights of Land Parcel B when it is made available for auction by the relevant local authority, which is expected to be on or before 30 June 2016. Pursuant to the terms of the Agreement, subject to successful bidding, Shanghai Juque and Culture and Tourism Investment have agreed to either (1) further inject into the registered capital of the Project Company or (2) provide shareholders' loan(s) to the Project Company, in proportion to their respective equity interests in the Project Company, for the purpose of funding the acquisition cost of the land use rights of Land Parcel B, which is currently estimated with reference to the consideration for Land Parcel A to be approximately RMB42 million (subject to the final bidding price), and related taxes and expenses.

Pursuant to the terms of the Agreement, Culture and Tourism Investment, Shanghai Juque, the Project Company and Zhuhai Hengqin (a wholly-owned subsidiary of the Company) have agreed to further enter into a business management agreement, whereby the Project Company will, on completion of the development of the Project, entrust Zhuhai Hengqin with management of the operations of the Project, including solicitation for tenants, marketing and daily management, for which Zhuhai Hengqin may receive an annual management fee to be calculated with reference to the annual total revenue of the Project.

Board composition of the Project Company

The board of directors of the Project Company will comprise five directors, of which three directors will be nominated by Culture and Tourism Investment and two directors will be nominated by Shanghai Juque. The chairman of the board of directors, who may also be appointed as the legal representative of the Project Company, will be nominated by Culture and Tourism Investment.

Profit and loss sharing

Culture and Tourism Investment and Shanghai Juque will be entitled to share the profit and bear the loss of the Project Company in proportion to their respective equity interests in the Project Company. As Shanghai Juque will only hold the Project Company as to 30% after the Capital Injection, it is expected that the Project Company will not be consolidated in the financial statement of the Group.

The business and capital expenditure of the Project Company going forward are expected to be financed by its internal resources and bank loans. If required by the lending banks, any guarantees for the bank loans will be provided by Culture and Tourism Investment and Shanghai Juque based on their pro-rata equity interests in the Project Company. Shareholders' loan(s), if required, to be provided to the Project Company shall also be proportional to the respective equity interests held by Culture and Tourism Investment and Shanghai Juque in the Project Company.

Restrictions on transfer of shares in the Project Company

In the event that a shareholder of the Project Company offered to transfer the whole or any part of the equity interest in the Project Company held by it, the other shareholder of the Project Company shall have (1) a right of first refusal to such offered interest; and (2) a tag-along right to transfer the equity interest in the Project Company held by it to the purchaser at the same price and upon the same terms and conditions.

Exclusivity undertaking

Pursuant to the Agreement, both Culture and Tourism Investment and Shanghai Juque undertake that, during the term of the Agreement, it will not engage in, whether by itself or in cooperation with third parties, the development of any other outlets project with a total area for commercial use of more than 20,000 square meters which is located within a 15-kilometer area from the Project.

Termination of the Agreement

In the event of breach of certain material terms of the Agreement by either Culture and Tourism Investment or Shanghai Juque, the non-defaulting party shall have the right to unilaterally terminate the Agreement. In particular, Shanghai Juque shall have the right to terminate the Agreement in the event that, inter alia, Land Parcel B has not been acquired by the Project Company on or before 31 December 2016, for reasons not related to Shanghai Juque.

Upon termination of the Agreement, Shanghai Juque shall be required to or have the right to (as the case may be) transfer all of its equity interest in the Project Company to Culture and Tourism Investment at a consideration representing the actual amount it has injected into the registered capital of the Project Company, unless otherwise agreed between the parties.

REASONS FOR AND BENEFITS OF THE AGREEMENT

The Group is principally engaged in commercial property development, with focus on the development of outlets-backed commercial integrated projects and commercial property projects in the selected target cities in the PRC where the Group is able to conduct its property business as disclosed in the circular of the Company dated 26 November 2014. The Board believes that the transaction contemplated under the Agreement provides an investment opportunity for the Group to expand its property business into Changsha, one of the selected target cities in the PRC.

The Directors consider that the Agreement 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 ON THE PARTIES

Shanghai Juque is a wholly-owned subsidiary of the Company and is an investment holding company as at the date of this announcement.

Culture and Tourism Investment is a company incorporated under the laws of the PRC with limited liability and is principally engaged in development and operation of culture and tourism businesses.

Xiangjiang District Management Committee is a committee designated by the Changsha local government to be responsible for, among other things, the management of land reserve and the approval of land development in Xiangjiang District, Changsha, Hunan Province, the PRC.

LISTING RULES IMPLICATIONS

As one or more than one of the applicable Percentage Ratios exceed 5% but are all less than 25%, the transaction contemplated under the Agreement constitutes a discloseable transaction for the Company and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Agreement”	a cooperation agreement dated 23 November 2015 entered into between Shanghai Juque, Culture and Tourism Investment and Xiangjiang District Management Committee in relation to the formation of a joint venture for the development of the Project
“Board”	the board of Directors
“Capital Injection”	the injection of approximately RMB83.3 million by Shanghai Juque into the registered capital of the Project Company in accordance with the terms of the Agreement
“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)
“Culture and Tourism Investment”	Hunan Xiangjiang District Culture and Tourism Investment Co., Ltd.* (湖南湘江新區文化旅遊投資有限公司), a company incorporated under the laws of the PRC with limited liability
“Directors”	Director(s) of the Company
“Group”	the Company and its subsidiaries
“Land Parcel A”	a parcel of land with a site area of approximately 82 mu, situated in the Dawangshan Tourist and Resort District (大王山旅遊度假區), Changsha, Hunan Province, the PRC
“Land Parcel B”	a parcel of land with a site area of approximately 25 mu, situated in the Dawangshan Tourist and Resort District (大王山旅遊度假區), Changsha, Hunan Province, the PRC
“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

“Project”	Joyous Sky Avenue (歡樂天街), the property project to be owned and developed by the Project Company in the Xiangjiang Joy City (湘江歡樂城) situated in the Dawangshan Tourist and Resort District (大王山旅遊度假區), Changsha, Hunan Province, the PRC
“Project Company”	the project company to be set up by Culture and Tourism Investment pursuant to the terms of the Agreement for the development and operation of the Project
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Juque”	Shanghai Juque Investment Management Co., Ltd.* (上海鉅譽投資管理有限公司), a company incorporated in the PRC with limited liability, an indirectly wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Xiangjiang District Management Committee”	Hunan Xiangjiang District Management Committee* (湖南湘江新區管理委員會)
“Zhuhai Hengqin”	Zhuhai Hengqin Hengsheng Huachuang Business Management Co., Ltd.* (珠海橫琴恒盛華創商業管理有限公司), a company incorporated in the PRC and an indirectly wholly-owned subsidiary of the Company
“%”	per cent.

By Order of the Board of
Beijing Capital Juda Limited
Lee Sze Wai
Company Secretary

Hong Kong, 23 November 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. Wang Hao and Mr. Liu Xiaoguang 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 and should not be regarded as the official English translation of the Chinese name. In the event of any inconsistency, the Chinese name prevails.*