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CAPITAL  JUDA
BEIJING CAPITAL JUDA LIMITED
首創鉅大有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1329)

**(1) COMPLETION OF THE ISSUE OF NEW SHARES AND PERPETUAL
CONVERTIBLE BOND SECURITIES UNDER SPECIFIC MANDATE**
(2) RENAMING OF STRATEGIC COMMITTEE
AND
**(3) APPOINTMENTS OF NON-EXECUTIVE DIRECTORS AND
MEMBERS OF INVESTMENT COMMITTEE, NOMINATION
COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that completion of the Subscription pursuant to the Subscription Agreements took place on 28 December 2016.

The Board is also pleased to announce that on 28 December 2016:

- (1) the Strategic Committee of the Board has been renamed as the Investment Committee of the Board;
- (2) the appointment of Mr. Wang Honghui as a non-executive Director and a member of the Investment Committee and the Nomination Committee of the Board has taken effect;
- (3) the appointment of Mr. Yang Han Hsiang as a non-executive Director and a member of the Investment Committee and the Remuneration Committee of the Board has taken effect; and
- (4) Mr. He Xiaofeng, an independent non-executive Director, has been appointed as a member of the Remuneration Committee and the Nomination Committee of the Board with immediate effect.

Reference is made to the announcement of Beijing Capital Junda Limited (the “**Company**”) dated 25 November 2016 (the “**Announcement**”) and the circular of the Company dated 2 December 2016 (the “**Circular**”) in relation to, among other things, the Subscription Agreements and the Specific Mandate. Terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

COMPLETION OF THE SUBSCRIPTION AND BCL INITIAL CONVERSION

The Board is pleased to announce that all the conditions precedent under the Subscription Agreements have been fulfilled as at the Completion Date. The Subscription and the issue of the Subscription Securities have been completed on 28 December 2016 whereby (i) the Company has issued 95,192,308 KKR Subscription Shares at the Issue Price of HK\$2.10 per Subscription Share and the KKR Subscription PCBS in the principal amount of HK\$420,096,153 (which are convertible into 200,045,787 Conversion Shares at the initial Conversion Price of HK\$2.10 per Conversion Share, subject to customary adjustments) to KKR Subscriber; and (ii) the Company has issued 95,192,308 SOG Subscription Shares at the Issue Price of HK\$2.10 per Subscription Share and the SOG Subscription PCBS in the principal amount of HK\$657,594,260 (which are convertible into 313,140,124 Conversion Shares at the initial Conversion Price of HK\$2.10 per Conversion Share, subject to customary adjustments) to SOG Subscriber.

The Subscription Securities were allotted and issued, and the Conversion Shares upon conversion of the Subscription PCBS will be allotted and issued, under the Specific Mandate granted to the Board by the Shareholders at the EGM held on 19 December 2016. Listing approval for the Subscription Shares and the Conversion Shares has been granted by the Stock Exchange.

Simultaneously with the Completion and pursuant to the BCL Initial Conversion, on 28 December 2016, BECL Investment exercised its conversion rights and converted an aggregate of 571,153,846 Class A CPS in accordance with the terms and conditions of the relevant subscription agreement entered into by the Company.

The following table illustrates the shareholding structure of the Company (i) immediately after the Completion and the BCL Initial Conversion and (ii) for illustrative purposes only, immediately after the Completion and conversion of all of the Class A CPS, the Class B CPS and the Subscription PCBS (at the initial Conversion Price of HK\$2.10), in each case without taking into account any Shares that may be issued as a result of the exercise of any options granted under the Share Option Scheme:

	Immediately after the Completion and the BCL Initial Conversion			Immediately after the Completion and full conversion of all Class A CPS, Class B CPS and the Subscription PCBS (at the initial Conversion Price of HK\$2.10) (for illustration only) (Note)		
	<i>No. of Shares held</i>	<i>Approx. % of total issued Shares</i>	<i>No. of Class A CPS and Class B CPS held</i>	<i>No. of Shares held</i>	<i>Approx. % of total issued Shares</i>	
BECL Investment	701,353,846	72.9%	1,072,928,106	1,774,281,952	69.6%	
BCG	19,800,000	2.1%	–	19,800,000	0.8%	
SOG Subscriber	95,192,308	9.9%	–	408,332,432	16.0%	
KKR Subscriber	95,192,308	9.9%	–	295,238,095	11.6%	
Other public	50,000,000	5.2%	–	50,000,000	2%	
Total	<u>961,538,462</u>	<u>100%</u>	<u>1,072,928,106</u>	<u>2,547,652,479</u>	<u>100%</u>	

Note: This represents the shareholding structure of the Company upon the Completion and assuming full conversion of all of the Class A CPS and the Class B CPS (on a conversion ratio of 1:1) and the Subscription PCBS (at the initial Conversion Price of HK\$2.10). This is for illustration purposes only and does not reflect the actual shareholding structure of the Company upon the Completion as the exercise of the conversion rights attaching to the Class A CPS, the Class B CPS and the Subscription PCBS is subject to the Company meeting the minimum public float requirement under Rule 8.08 of the Listing Rules and the arrangements set forth under the section headed “Letter from the Board – Conversion and Lock-up for BCL – Sharing of conversion headroom after the BCL Initial Conversion” in the Circular.

RENAMING OF THE STRATEGIC COMMITTEE

As disclosed in the Circular, the Board has resolved to rename the Strategic Committee of the Board as the Investment Committee of the Board, which has taken effect on the Completion Date.

APPOINTMENTS OF NON-EXECUTIVE DIRECTORS AND MEMBERS OF THE INVESTMENT COMMITTEE, THE NOMINATION COMMITTEE AND THE REMUNERATION COMMITTEE

As disclosed in the Circular, the Board has resolved to (i) appoint Mr. Wang Honghui (“**Mr. Wang**”) as a non-executive Director and a member of the Investment Committee and the Nomination Committee of the Board; and (ii) appoint Mr. Yang Han Hsiang (“**Mr. Yang**”) as a non-executive Director and a member of the Investment Committee and the Remuneration Committee of the Board, in each case with effect from the Completion Date.

As disclosed in the announcement of the Company dated 19 December 2016, ordinary resolutions have been duly passed by the Shareholders at the EGM held on 19 December 2016 for the appointment of each of Mr. Wang and Mr. Yang as a non-executive Director, with effect from the Completion Date.

The Completion took place on 28 December 2016. Accordingly, the appointment of Mr. Wang as a non-executive Director and a member of the Investment Committee and the Nomination Committee of the Board and the appointment of Mr. Yang as a non-executive Director and a member of the Investment Committee and the Remuneration Committee of the Board have taken effect on 28 December 2016.

Each of Mr. Wang and Mr. Yang will enter into a letter of appointment with the Company for a term of three years commencing on 28 December 2016. The appointment of each of Mr. Wang and Mr. Yang as a non-executive Director will be subject to retirement and re-election at the general meetings of the Company in accordance with the Articles.

In addition, the Board is pleased to announce that Mr. He Xiaofeng, an independent non-executive Director, has been appointed as a member of the Remuneration Committee and the Nomination Committee of the Board with effect from 28 December 2016.

The Board would like to extend its warm welcome to Mr. Wang and Mr. Yang for joining the Board.

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

Hong Kong, 28 December 2016

As at the date of this announcement, the Board comprises Mr. Tang Jun (Chairman) and Mr. Zhong Beichen as executive Directors; Mr. Sun Shaolin, Mr. Su Jian, Mr. Wang Honghui and Mr. Yang Han Hsiang as non-executive Directors; and Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng as independent non-executive Directors.