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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)

**CONTINUING CONNECTED TRANSACTION
MASTER SOURCING AGREEMENT**

On 27 June 2017, the Company entered into the Master Sourcing Agreement with Juyuan Xincheng (a connected person of the Company), pursuant to which Juyuan Xincheng agreed to supply various building equipment and construction materials procured by it to the Company and its subsidiaries during the term of the Master Sourcing Agreement.

Juyuan Xincheng is a connected person of the Company by virtue of it being an indirect wholly-owned subsidiary of BCL, the controlling Shareholder of the Company. Accordingly, the transactions contemplated under the Master Sourcing Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the annual caps under the Master Sourcing Agreement are more than 0.1% but are less than 5%, the transactions contemplated under the Master Sourcing Agreement are subject to the reporting, announcement and annual review requirements but are exempt from the circular (including independent financial adviser's advice) and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE AGREEMENT

On 27 June 2017, the Company entered into the Master Sourcing Agreement with Juyuan Xincheng (a connected person of the Company), pursuant to which Juyuan Xincheng agreed to supply various building equipment and construction materials procured by it to the Group during the term of the Agreement.

Principal terms of the Master Sourcing Agreement are set out as follows:

Date

27 June 2017

Parties

- (1) the Company, as purchaser; and
- (2) Juyuan Xincheng, as supplier.

Term

The Master Sourcing Agreement is commencing from 27 June 2017 to 31 December 2019 (the “**Term**”).

Scope of supply

Pursuant to the Master Sourcing Agreement, Juyuan Xincheng agreed to supply various building equipment and construction materials which include, subject to the construction requirements of property projects of the Group, elevators, waterproof materials, exterior wall paints, ceramic tiles, insulation materials, floor paints and air-conditioners, procured by it to the Group during the Term.

The Master Sourcing Agreement is a framework agreement which provides the scope, terms and conditions for the Group’s procurement of building equipment and construction materials from Juyuan Xincheng. Individual sourcing agreements will be entered into between the relevant members of the Group and Juyuan Xincheng from time to time to govern other transaction terms including the quantity, price and delivery arrangements, provided that all of such terms should be fair and reasonable, on normal commercial terms and no less favourable than the terms and conditions offered by other independent suppliers to the Group.

In respect of pricing for individual transactions under the Master Sourcing Agreement, pursuant to the Master Sourcing Agreement, the unit purchase prices offered by Juyuan Xincheng to the Group shall be the same as the unit prices offered by independent suppliers to Juyuan Xincheng as determined through standardized tender procurement process. The Company may, from time to time and at its discretion, invite other independent suppliers to submit tenders for the supply of building equipment and construction materials. The Company may then compare the quoted purchase prices received from Juyuan Xincheng with other price quotations received from independent third parties and determine whether to place an order with Juyuan Xincheng.

Annual caps

The aggregate transaction amount under the Master Sourcing Agreement for each of the three financial years ending 31 December 2017, 2018 and 2019, respectively, shall not exceed RMB49,800,000 (the “**Annual Caps**”).

The Annual Caps were determined based on, among others, (i) the historical transaction amounts of procurement of building equipment and construction materials by the Group; (ii) the construction plans and requirements of existing and/or future property projects of the Group; and (iii) current and projected market prices of various building equipment and construction materials in the PRC market.

REASONS FOR AND BENEFITS OF ENTERING INTO 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 selected cities in the PRC. As a property developer, the Group has to purchase building equipment and construction materials from suppliers for the construction of its property projects. BCL, the controlling Shareholder of the Company, is also a large property developer in the PRC. Juyuan Xincheng, a subsidiary of BCL, acts as a strategic hub which centralizes the procurement of building and construction components, raw materials and equipment at competitive prices in bulk purchases for the property projects of the BCL Group. By entering into the Master Sourcing Agreement and leveraging on BCL’s expertise, experience and resources in property development, the Group will have access to a stable supply of building equipment and construction materials of standardized quality at bulk-purchase prices, and thereby reducing the construction costs of its property projects.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the Master Sourcing Agreement was entered into on normal commercial terms, in the ordinary and usual course of business of the Group and that the terms of the Master Sourcing Agreement set out above are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES TO 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 selected cities in the PRC.

Juyuan Xincheng is a company established in the PRC with limited liability and is an indirect wholly-owned subsidiary of BCL. It is principally engaged in wholesaling and retailing, installation of architectural decoration, scientific research and technical services.

LISTING RULES IMPLICATIONS

Juyuan Xincheng is a connected person of the Company by virtue of it being an indirect wholly-owned subsidiary of BCL, the controlling Shareholder of the Company. Accordingly, the transactions contemplated under the Master Sourcing Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Annual Caps are more than 0.1% but are less than 5%, the transactions contemplated under the Master Sourcing Agreement are subject to the reporting, announcement and annual review requirements but is exempt from the circular (including independent financial adviser's advice) and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Directors was in any way materially interested in the Master Sourcing Agreement. Nevertheless, Mr. Sun Shaolin and Mr. Su Jian have abstained from voting on the relevant Board resolution(s) approving the Master Sourcing Agreement by virtue of their directorships in BCL.

DEFINITIONS

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

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| “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 |
| “BCL Group” | BCL and its subsidiaries |
| “Board” | the board of Directors |
| “Company” | Beijing Capital Juda Limited (首創鉅大有限公司), 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) |
| “Directors” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Juyuan Xincheng” | Juyuan Xincheng (Tianjin) Commerce & Trading Co., Ltd.* (聚源信誠(天津)商貿有限公司), a company incorporated in the PRC, an indirect wholly-owned subsidiary of BCL and a connected person of the Company under Rule 14A.07 of the Listing Rules |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Master Sourcing Agreement” | a framework agreement dated 27 June 2017 entered into between the Company and Juyuan Xincheng, pursuant to which Juyuan Xincheng agreed to supply to the Group building equipment and construction materials in accordance with the terms and conditions therein |

* For identification purpose only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese name prevails.

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| “PRC” | the People’s Republic of China, which shall, for the purposes of this announcement, exclude Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan |
| “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 |
| “%” | per cent |

In this announcement, unless the context otherwise requires, the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “connected transaction(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

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

Hong Kong, 27 June 2017

As at the date of this announcement, the Board comprises Mr. Zhong Beichen (Chairman) and Mr. Feng Yujian (Chief Executive Officer) 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.