

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



BEIJING PROPERTIES (HOLDINGS) LIMITED

北京建設（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 925)

CONTINUING CONNECTED TRANSACTIONS – NEW ENTRUSTED OPERATION MANAGEMENT AND MARKETING AGREEMENT

CONTINUING CONNECTED TRANSACTION – NEW ENTRUSTED OPERATION MANAGEMENT AND MARKETING AGREEMENT

On 29 December 2017, Tianjin Zhongyu entered into the New Entrusted Operation Management and Marketing Agreement with Tianjin Zhongying.

IMPLICATIONS UNDER THE LISTING RULES

Tianjin Zhongyu is held as to 60% indirectly by the Company, 20% by Zhang Junqing and 20% by Zhang Guoqing respectively. Tianjin Zhongying is owned by two shareholders, namely, Zhang Junqing (55% equity interest) and Zhang Guoqing (45% equity interest). Therefore, Tianjin Zhongying is an associate of Zhang Junqing and Zhang Guoqing, which in turn is a connected person of the Company. Accordingly, the transactions contemplated under the New Entrusted Operation Management and Marketing Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since the transactions contemplated under the New Entrusted Operation Management and Marketing Agreement are entered into on normal commercial terms and one or more of the applicable percentage ratios (other than the profits ratio) as set out in Rule 14.07 of the Listing Rules are, on an annual basis, more than 1% but all of them are less than 5%, the transactions contemplated under the New Entrusted Operation Management and Marketing Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the circular, the independent financial advice and the independent shareholders' approval under Chapter 14A of the Listings Rules.

CONTINUING CONNECTED TRANSACTION – NEW ENTRUSTED OPERATION MANAGEMENT AND MARKETING AGREEMENT

On 29 December 2017, Tianjin Zhongyu (a 60% owned subsidiary of the Company) entered into the New Entrusted Operation Management and Marketing Agreement with Tianjin Zhongying and the principal terms of the New Entrusted Operation Management and Marketing Agreement are set out as below:

New Entrusted Operation Management and Marketing Agreement

Date	:	29 December 2017
Parties	:	Entrusting Side – Tianjin Zhongyu Entrusted Side – Tianjin Zhongying
Nature of transaction	:	(1) Provision of operation management services by Tianjin Zhongying to Tianjin Zhongyu in respect of the Property, including two 5-storey cold warehouses with mechanical facilities compartment, of a total gross floor area of about 65,454 square meters. (2) Provision of marketing services by Tianjin Zhongying to Tianjin Zhongyu to promote the business and brand name of Tianjin Zhongyu.
Term	:	One year from 1 January 2018 to 31 December 2018 (both dates inclusive)
Consideration	:	(1) The monthly operation management fee is RMB378,000 in respect of the operation management services.

- (2) Tianjin Zhongyu is not required to pay any Annual marketing fee when the actual annual revenue received by Tianjin Zhongyu in respect of the subject warehouse during the term of the New Entrusted Operation Management and Marketing Agreement (“**Annual Revenue**”) is less than RMB10,000,000. When the Annual Revenue is RMB10,000,000 or more, annual marketing service fee is payable and is calculated as 2% of the Annual Revenue subject to a maximum amount of RMB700,000.

Annual cap of the continuing connected transactions contemplated under the New Entrusted Operation Management and Marketing Agreement

The annual cap for the continuing connected transactions contemplated under the New Entrusted Operating Management and Marketing Agreement is RMB5,236,000 (equivalent to approximately HK\$6,253,210) which is the sum of the annual management fee and the maximum amount of the marketing service fee payable under the New Entrusted Operation Management and Marketing Agreement.

INFORMATION ABOUT THE PARTIES

The Group is principally engaged in (i) the development and operation of e-commerce and bonded logistics warehouses; (ii) the development of industrial properties; (iii) the development and operation of cold chain logistics warehouses; (iv) the development and operation of a specialised wholesale market for the trading and distribution of local agricultural products; (v) primary land development and (vi) the investment in commercial properties.

Tianjin Zhongyu, a subsidiary of the Company, is the 60% owner of Tianjin Zhongyu cold chain project.

Tianjin Zhongying is principally engaged in provision of professional operation management and marketing services to cold chain logistics industry.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

Tianjin Zhongyu entered into the transaction contemplated under the New Entrusted Operation Management and Marketing Agreement to outsource cold chain management services and business promotion to a professional service provider aiming to save management resources. The negotiation of the terms of New Entrusted Operation Management and Marketing Agreement was conducted by the parties on an arm’s length basis with reference to the market rate of cold chain properties of comparable size and facilities.

No Director has any material interest in the transactions contemplated under the New Entrusted Operation Management and Marketing Agreement. The Board (including the independent non-executive Directors) considers that the New Entrusted Operation Management and Marketing Agreement was entered into in the ordinary and usual course of business of Tianjin Zhongying, and the terms contained therein are fair and reasonable, and such transactions are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Tianjin Zhongyu is held as to 60% indirectly by the Company and 20% by Zhang Junqing and 20% by Zhang Guoqing respectively. Tianjin Zhongying is owned by two shareholders, namely, Zhang Junqing (55% equity interest) and Zhang Guoqing (45% equity interest). Therefore, Tianjin Zhongying is an associate of Zhang Junqing and Zhang Guoqing, which in turn is a connected person of the Company. Accordingly, the New Entrusted Operation Management and Marketing Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since the transactions contemplated under the New Entrusted Operation Management and Marketing Agreement are entered into on normal commercial terms and one or more of the applicable percentage ratios (other than the profits ratio) as set out in Rule 14.07 of the Listing Rules are, on an annual basis, more than 1% but all of them are less than 5%, the transactions contemplated under the New Entrusted Operation Management and Marketing Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the circular, the independent financial advice and the independent shareholders' approval under Chapter 14A of the Listings Rules.

DEFINITIONS

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

“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Beijing Properties (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company (including independent non executive director(s))

“New Entrusted Operation Management and Marketing Agreement”	the agreement entered on 29 December 2017 between Tianjin Zhongyu and Tianjin Zhongying for Tianjin Zhongying to provide operation management services and marketing services to Tianjin Zhongyu
“Entrusted Side”	the party which provides operation management services and marketing services, namely Tianjin Zhongying
“Entrusting Side”	the party which is the owner of the Property and entered into the New Entrusted Operation Management and Marketing Agreement for obtaining management service, namely Tianjin Zhongyu
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Property”	the warehouse and related buildings owned by Tianjin Zhongyu, located on 95 Hairong Road, Sino-Singapore Ecocity, Tianjin, PRC
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianjin Zhongying”	Tianjin Zhongying Cold Chain Logistics Co., Ltd* (天津中盈冷鏈物流有限公司), a limited company established in the PRC and is owned by two shareholders, namely, Zhang Junqing (55% equity interest) and Zhang Guoqing (45% equity interest)

“Tianjin Zhongyu”	Tianjin Zhongyu Properties Co., Ltd* (天津中漁置業有限公司), a limited company established in the PRC, and 60% of its shareholdings is held by On Mega Limited which is a wholly owned subsidiary of the Company
“Zhang Junqing”	Zhang Junqing (張俊青)
“Zhang Guoqing”	Zhang Guoqing (張國青)
“%”	per cent

By Order of the Board
Beijing Properties (Holdings) Limited
Cheng Ching Fu
Company Secretary

Hong Kong, 29 December 2017

In this announcement, figures in Renminbi are translated into Hong Kong dollars at the approximate exchange rate of RMB0.83733 to HK\$1.0000, for the illustration purpose only. In addition, all the English translation of certain Chinese names, address and words in this announcement is included for information only and should not be regarded as the official English translation of such Chinese names, address of words.

As at the date of this announcement, Mr. Qian Xu, Mr. Hu Yebi, Mr. Li Shuping, Mr. Zhao Jiansuo, Mr. Siu Kin Wai, Mr. Dong Qilin, Mr. Li Changfeng, Mr. Cheng Ching Fu, Mr. Yu Luning and Mr. Ang Renyi are the executive Directors; and Mr. Goh Gen Cheung, Mr. Zhu Wuxiang, Mr. James Chan, Mr. Song Lishui and Mr. Xie Ming are the independent non-executive Directors.