

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.*

*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company, nor is it any solicitation of any vote or approval in any jurisdiction.*

*This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*

**Beijing Capital City  
Development Group Co., Ltd.\***  
北京首創城市發展集團有限公司  
*(a company incorporated in the  
People's Republic of China with limited liability)*

 **首創置業股份有限公司**  
BEIJING CAPITAL LAND LTD.  
*(a joint stock limited company incorporated in the  
People's Republic of China with limited liability)*  
(Stock code: 2868)

## JOINT ANNOUNCEMENT

### (1) PROPOSED PRE-CONDITIONAL PRIVATISATION OF THE COMPANY BY THE OFFEROR BY WAY OF MERGER BY ABSORPTION

AND

### (2) PROPOSED WITHDRAWAL OF LISTING

### UPDATE IN RELATION TO THE SATISFACTION OF THE PRE-CONDITION



**Financial Adviser to the Offeror**

## 1. INTRODUCTION

Reference is made to (a) the joint announcements issued by the Offeror and the Company dated 9 July 2021 in relation to the proposed pre-conditional privatisation of the Company by way of merger by absorption (the “**Joint Announcement**”) and dated 29 July 2021 in relation to the extension of time for despatch of the Composite Document and (b) the announcement issued by the Company dated 4 August 2021 in relation to the appointment of an Independent Financial Adviser. Unless otherwise defined, capitalised terms used in this joint announcement have the same meanings as defined in the Joint Announcement.

## 2. UPDATE IN RELATION TO THE SATISFACTION OF THE PRE-CONDITION

As disclosed in the section headed “3. PRINCIPAL TERMS OF THE MERGER AGREEMENT – Pre-Condition to the Merger Agreement becoming effective” in the Joint Announcement, the Merger Agreement is subject to, amongst others, the satisfaction of the Pre-Condition, being the filing, registration or approval, as applicable, with or by (a) NDRC, (b) MOFCOM, (c) SAFE and (d) if applicable, SASAC, and such other applicable governmental approvals in respect of the Merger having been obtained or completed.

The Pre-Condition has been satisfied on 18 August 2021.

## 3. DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the joint announcement issued by the Offeror and the Company dated 29 July 2021, an application was made to the Executive pursuant to Rule 8.2 of the Takeovers Code for the extension of time for despatch of the Composite Document. On 2 August 2021, the Executive has granted the extension of the latest date for despatch of the Composite Document to 9 September 2021.

Further announcement(s) will be made jointly by the Offeror and the Company as and when appropriate in compliance with the Takeovers Code upon the despatch of the Composite Document. Shareholders and potential investors of the Company are advised to refer to the announcements and other documents published by the Company from time to time on the website of the Stock Exchange for information regarding the Merger.

## 4. WARNING

**The Conditions to Effectiveness must be satisfied before the Merger Agreement becomes effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is also subject to the Conditions to Implementation set out in the Joint Announcement being satisfied or waived, as applicable. Neither the Offeror nor the Company provides any assurance that any or all Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.**

By Order of the Board of  
**Beijing Capital City Development  
Group Co., Ltd.\***  
**Yang Weibin**  
*Director*

By Order of the Board of  
**Beijing Capital Land Ltd.**  
**Li Songping**  
*Chairman*

Beijing  
18 August 2021

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Yang Weibin. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of Capital Group comprises Mr. He Jiangchuan (Chairman), Mr. Li Songping, Mr. Gong Yongtao, Mr. Cui Yeguang, Mr. Kan Zhenfang and Mr. Bai Yan. The directors of Capital Group jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises Mr. Li Songping (Chairman) who is the non-executive Director, Mr. Zhong Beichen (President), Mr. Huang Ziquan, Mr. Hu Weimin and Mr. Fan Shubin who are the executive Directors, Ms. Sun Baojie who is the non-executive Director, Mr. Li Wang, Mr. Wong Yik Chung, John and Mr. Liu Xin who are the independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Offeror and Capital Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of Capital Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*\* For identification purpose only*