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## **BEIJING PROPERTIES (HOLDINGS) LIMITED**

**北京建設（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 925)**

### **VOLUNTARY ANNOUNCEMENT FURTHER DEVELOPMENT IN RELATION TO THE POTENTIAL VERY SUBSTANTIAL DISPOSAL THROUGH PUBLIC TENDER**

References are made to the announcements of the Company dated 18 March 2022, 4 July 2022, 23 August 2022 and 10 March 2023 and the circular of the Company (the “**Circular**”) dated 3 August 2022. Unless defined otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Proposed Disposals were conducted by way of Public Tender on CBEX in accordance with the laws and regulations of PRC governing the disposal of state-owned assets. The Publication Period ended on 11 April 2023. Through the Public Tender process, one potential purchaser provided the qualification documents as required by CBEX in order to be eligible as the purchaser in respect of Target Group (5) and Target Group (6).

#### **THE AGREEMENTS**

The Board is pleased to announce that on 28 April 2023, China Logistics Warehouse (“**Vendor**”) entered into two sets of sale and purchase agreements and the respective ancillary agreements (together the “**Agreements**”) with Sinotrans Logistics Investment Holding Co., Ltd. (the “**Purchaser**”) in respect of the disposal of Target Group (5) and Target Group (6).

Upon completion of the Proposed Disposals in respect of Target Group (5) and Target Group (6), each of Mark Famous and Ocean Lord and their subsidiaries, Hainan Datong and Xiamen Xunda will cease to be a subsidiary of the Company and the financial results of Target Group (5) and Target Group (6) will not be consolidated into the financial statements of the Group.

The principal terms of the Agreements are summarised below:

**(A) Agreements on Disposal of Target Group (5)**

*(1) Asset Transaction Agreement*

<b>Date:</b>	28 April 2023
<b>Parties:</b>	The Vendor and the Purchaser
<b>Subject matter:</b>	Disposal of 100% shareholding in Mark Famous
<b>Deposit:</b>	The Purchaser has paid and the Vendor has received, as at the date of this announcement, an aggregate amount RMB25,715,960 as deposit, which shall be applied as part payment of the Final Consideration for the Proposed Disposal in respect of Target Group (5).
<b>Final Consideration:</b>	Final Consideration for the Target Group (5) is RMB108,431,620 and the remaining balance (after deduction of the aforesaid deposit) will be paid by the Vendor to the Purchaser within five working days after the effective date of this Asset Transaction Agreement.
<b>Completion:</b>	Completion of the Proposed Disposal of Target Group (5) is conditional upon the issuance of the transaction certificate by CBEX.

(2) *Ancillary Agreement*

<b>Date:</b>	28 April 2023
<b>Parties:</b>	The Vendor, the Purchaser, Mark Famous, Hainan Datong and the Company
<b>20% equity interest in Hainan Datong:</b>	The Company will procure the minority shareholder of Hainan Datong to enter into agreement with the Purchaser in respect of sale of 20% equity interest in Hainan Datong to the Purchaser. The signing of the aforesaid agreement by the relevant parties is one of the condition precedents for the Asset Transaction Agreement to take effect.
<b>Related party balances:</b>	The Vendor will repay the debts owed by Hainan Datong to the related parties of the Company on or before the Completion.
<b>Warranties:</b>	The Company gives certain representations and warranties in relation to the following matters of Hainan Datong: (i) compliance with agreements on acquisition of landed properties and the conditions of the landed properties, (ii) employees matters, (iii) rental security deposit, (iv) registered capital, (v) investment, (vi) ownership of assets, (vii) construction of logistic park, (viii) compliance with laws and regulations, (ix) litigations, (x) taxation, and (xi) other matters relating to normal business operations.
<b>Costs:</b>	The stamp duty on the transfer of shareholdings in Mark Famous will be borne by the Vendor and the Purchaser in equal share.

**(B) Agreements on Disposal of Target Group (6)**

**(1) Asset Transaction Agreement**

<b>Date:</b>	28 April 2023
<b>Parties:</b>	The Vendor and the Purchaser
<b>Subject matter:</b>	Disposal of 100% shareholding in Ocean Lord
<b>Deposit:</b>	The Purchaser has paid and the Vendor has received, as at the date of this announcement, an aggregate amount RMB60,837,503 as deposit, which shall be applied as part payment of the Final Consideration for the Proposed Disposal in respect of Target Group (6).
<b>Final Consideration:</b>	Final Consideration for the Target Group (6) is RMB277,861,760 and the remaining balance (after deduction of the aforesaid deposit) will be paid by the Vendor to the Purchaser within five working days after the effective date of this Asset Transaction Agreement.
<b>Completion:</b>	Completion of the Proposed Disposal of Target Group (6) is conditional upon the issuance of the transaction certificate by CBEX.

(2) *Ancillary Agreement*

<b>Date:</b>	28 April 2023
<b>Parties:</b>	The Vendor, the Purchaser, Ocean Lord, Xiamen Xunda and the Company
<b>20% equity interest in Xiamen Xunda:</b>	The Company will procure the minority shareholders of Xiamen Xunda to enter into agreements with the Purchaser in respect of sale of 20% equity interest in Xiamen Xunda to the Purchaser. The signing of the aforesaid agreements by the relevant parties is one of the condition precedents for the Asset Transaction Agreement to take effect.
<b>Related party balances:</b>	The Vendor will repay the debts owed by Xiamen Xunda to the related parties of the Company on or before the Completion.
<b>Warranties:</b>	The Company gives certain representations and warranties in relation to the following matters of Xiamen Xunda: (i) compliance with agreements on acquisition of landed properties and the conditions of the landed properties, (ii) employees matters, (iii) registered capital, (iv) investment, (v) ownership of assets, (vi) compliance with laws and regulations, (vii) litigations, (viii) taxation, and (ix) other matters relating to normal business operations.
<b>Costs:</b>	The stamp duty on the transfer of shareholdings in Ocean Lord will be borne by the Vendor and the Purchaser in equal share.

**INFORMATION OF THE PURCHASER**

The Purchaser is a limited company incorporated in the People's Republic of China and is principally engaged in the business of investing in infrastructure of traffic and transportation. The ultimate beneficial owner of the Purchaser is China Merchants Group Limited.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Purchaser (including its ultimate beneficial owners) is a third party independent of the Company and its connected persons (as defined under the Listing Rules) as at the date of this announcement.

The Company will make further announcement in respect of the Proposed Disposals as and when appropriate in accordance with the Listing Rules.

For order of the Board  
**Beijing Properties (Holdings) Limited**  
**Cheng Ching Fu**  
*Company Secretary*

Hong Kong, 28 April 2023

*As at the date of this announcement, Mr. Qian Xu, Mr. Zhao Jiansuo, Mr. Siu Kin Wai, Mr. Zhang Xudong, Mr. Dong Qilin, Mr. Cheng Ching Fu, Mr. Yu Luning, Mr. Ng Kin Nam and Mr. Ren Lin 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.*