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**China Jinmao Holdings Group Limited**  
**中國金茂控股集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 00817)**

**DISCLOSEABLE TRANSACTION**  
**INCREASE CAPITAL TO ACQUIRE 51% EQUITY IN NANJING JIATAI**

Reference is made to the announcement of the Company dated 26 January 2024 in relation to the Joint Development Agreement entered into between Hefei Fengmao, an indirect wholly-owned subsidiary of the Company, BCDC and Nanjing Jiatai, pursuant to which, for the purpose of their subsequent cooperation in the development of the Land Parcel, Hefei Fengmao (i) agreed to provide Nanjing Jiatai with the Earnest Money Loan in an aggregate amount of not exceeding RMB612,021,265 at an interest rate of 5.5% per annum; and (ii) conditionally agreed to participate in the listing-for-sale process for the Capital Increase of Nanjing Jiatai. As at the date of this announcement, Hefei Fengmao has provided an Earnest Money Loan in an aggregate amount of RMB612,021,265 to Nanjing Jiatai according to the Joint Development Agreement.

The Board hereby announces that Hefei Fengmao won the bid in the equity capital increase project introduced by Nanjing Jiatai through listing-for-sale. On 24 June 2024, Hefei Fengmao entered into the Capital Increase Agreement with BCDC and Nanjing Jiatai, pursuant to which, Hefei Fengmao agreed to provide capital investment of RMB302,884,461 to Nanjing Jiatai and acquired 51% equity interest in Nanjing Jiatai; BCDC agreed to provide capital investment of RMB269,410,599 to Nanjing Jiatai and held 49% equity interest in Nanjing Jiatai.

As the highest applicable percentage ratio in respect of the Capital Increase exceeds 5% but is less than 25%, the Capital Increase constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

**BACKGROUND**

Reference is made to the announcement of the Company dated 26 January 2024 in relation to the Joint Development Agreement entered into between Hefei Fengmao, an indirect wholly-owned subsidiary of the Company, BCDC and Nanjing Jiatai, pursuant to which, for the purpose of their subsequent cooperation in the development of the Land Parcel, Hefei Fengmao (i) agreed to provide Nanjing Jiatai with the Earnest Money Loan in an aggregate amount of not exceeding RMB612,021,265 at an interest rate of 5.5% per annum; and (ii) conditionally agreed to participate in the listing-for-sale process for the Capital Increase of Nanjing Jiatai. As at the date of this announcement, Hefei Fengmao has provided an Earnest Money Loan in an aggregate amount of RMB612,021,265 to Nanjing Jiatai according to the Joint Development Agreement.

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## **MAJOR TERMS OF THE CAPITAL INCREASE AGREEMENT**

### **Date**

24 June 2024

### **Parties**

- Hefei Fengmao, an indirect wholly-owned subsidiary of the Company (as an investor)
- BCDC (as an original shareholder of the Project Company)
- Nanjing Jiatai (as the Project Company)

### **Capital Increase**

As at the date of this announcement, the Project Company is a wholly-owned subsidiary of BCDC with a registered capital of RMB20 million. Pursuant to the Capital Increase Agreement, Hefei Fengmao agreed to provide capital investment of RMB302,884,461 to Nanjing Jiatai and acquired 51% equity interest in Nanjing Jiatai; BCDC agreed to provide capital investment of RMB269,410,599 to Nanjing Jiatai and held 49% equity interest in Nanjing Jiatai. Upon completion of the Capital Increase, the registered capital of the Project Company will be increased to RMB550 million and the Project Company will become an indirect non-wholly-owned subsidiary of the Company.

### **Consideration and Payment**

The total consideration payable by Hefei Fengmao for the Capital Increase was RMB302,884,461, which was the minimum bidding price of 51% equity capital increase introduced by Nanjing Jiatai through listing-for-sale, which was determined based on an independent appraisal agency's assessment on the net assets of the Project Company as of 31 January 2024 based on cost method, and taking into account the Project Company's existing registered capital and subsequent project development funding requirements.

The Capital Increase Agreement shall become effective from the date of signing by each party, and Hefei Fengmao shall pay the consideration payable in cash to the designated account of the Project Company within 10 working days following the effective date of the Capital Increase Agreement. The newly paid-in registered capital of the Project Company is RMB280.5 million, and the remaining amount will be included in the capital reserve of the Project Company. Such amount will be funded by the Group's internal resources.

In addition, pursuant to the Capital Increase Agreement, Hefei Fengmao shall also provide a shareholder loan of RMB561 million to the Project Company at 51% of the land acquisition cost for the proportionate replacement of the shareholder loan provided to the Project Company by BCDC in the preliminary stage. As Hefei Fengmao has provided the Project Company with an Earnest Money Loan of RMB612,021,265 under the Joint Development Agreement, upon the signing of the Capital Increase Agreement, the Earnest Money Loan will be fully transferred to the shareholder loan of Hefei Fengmao to the Project Company. Therefore, Hefei Fengmao has fulfilled the above obligation to provide the shareholder loan on a pro rata basis.

After China Beijing Equity Exchange issued the transaction certificate and Hefei Fengmao paid the consideration for the Capital Increase in full and on time, Hefei Fengmao and the BCDC shall cooperate with the Project Company to handle the industrial and commercial change registration procedures.

### **Corporate Governance**

The Project Company shall set a board of directors comprising three directors, two of whom shall be appointed by Hefei Fengmao and one shall be appointed by BCDC. The chairman of the board of directors shall be a director appointed by BCDC. The general manager of the Project Company shall be nominated by Hefei Fengmao and appointed by the board of directors of the Project Company, and shall serve as the legal representative.

### **INFORMATION ON THE PROJECT COMPANY AND THE LAND PARCEL**

BCDC acquired the land use right of the Land Parcel through a public tender process at a consideration of RMB1,100 million on 14 December 2023, and established the Project Company on 17 January 2024 for the development of the Land Parcel. As at the date of this announcement, the registered capital of the Project Company is RMB20 million. As at the date of this announcement, the Project Company is a wholly-owned subsidiary of BCDC. Upon completion of the Capital Increase, the registered capital of the Project Company will be increased to RMB550 million, with Hefei Fengmao and BCDC holding 51% and 49% equity interests, respectively. The Project Company will become an indirect non-wholly owned subsidiary of the Company.

The Land Parcel is located in Gulou District, Nanjing, Jiangsu Province, the PRC, with a site area of approximately 16,700 square meters and a planned plot ratio-based gross floor area of approximately 36,730 square meters. It will be developed into a saleable residential project which is scheduled to be completed in December 2025.

Based on the financial statements of the Project Company prepared in accordance with the China Accounting Standards for Business Enterprises, the audited total assets and the audited net assets of the Project Company as at 31 March 2024 were approximately RMB605.97 million and RMB19.97 million, respectively. From the date of establishment of the Project Company to the date of this announcement, the Project Company has not generated any revenue or recorded a profit or loss.

### **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The Capital Increase lays a foundation for the Group's acquisition of quality land resources in Nanjing and helps to increase the Group's market share and brand influence in Nanjing.

The Directors consider that the transaction under the Capital Increase Agreement is conducted on normal commercial terms, and the terms of the Capital Increase Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio in respect of the Capital Increase exceeds 5% but is less than 25%, the Capital Increase constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **GENERAL INFORMATION**

The Company is a developer and operator of large-scale and quality real estate projects in the PRC. The Company is the platform enterprise of Sinochem Holdings Corporation Ltd. in the development of real estate business. The Company is currently principally engaged in city operations, property development, services and building technology, commercial leasing, retail operations and hotel operations.

Hefei Fengmao is an indirect wholly-owned subsidiary of the Company and is principally engaged in real estate investment and development in the PRC.

According to publicly disclosed information of BCDC, BCDC is principally engaged in real estate development, property operation, urban renewal and real estate finance in the PRC. It is controlled by Beijing Capital Development Holdings (Group) Co., Ltd. (北京首都開發控股(集團)有限公司), a solely state-owned company of Beijing Municipality. The shares of BCDC are listed on the Shanghai Stock Exchange (stock code: 600376).

The Project Company is mainly engaged in real estate development in the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, BCDC and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

## DEFINITIONS

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

“BCDC”	Beijing Capital Development Co., Ltd. (北京首都開發股份有限公司), a company with limited liability established under the laws of the PRC
“Board”	the board of Directors of the Company
“Capital Increase Agreement”	the capital increase agreement entered into by and among Hefei Fengmao, BCDC and the Project Company in connection with the capital increase of Nanjing Jiatai on 24 June 2024
“Capital Increase”	the transaction in which the Project Company increased its registered capital and capital reserve with a total amount of RMB572,295,060, which was fully subscribed by Hefei Fengmao and BCDC pursuant to the Capital Increase Agreement
“Company”	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Earnest Money Loan”	the loan in the form of earnest money in an aggregate amount of not exceeding RMB612,021,265 provided by Hefei Fengmao to the Project Company pursuant to the Joint Development Agreement
“Group”	the Company and its subsidiaries
“Hefei Fengmao”	Hefei Fengmao Real Estate Development Company Limited (合肥豐茂房地產開發有限公司), a company with limited liability established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Joint Development Agreement”	the joint development agreement entered into by and among Hefei Fengmao, BCDC and the Project Company on 26 January 2024
“Land Parcel”	the land parcel No.2023G89 situated in Gulou District, Nanjing, the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nanjing Jiatai” or “Project Company”	Nanjing Jiatai Zhumao Real Estate Co., Ltd. (南京嘉泰築茂置業有限公司), a company with limited liability established under the laws of the PRC and, as at the date of this announcement, a wholly-owned subsidiary of BCDC
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

By order of the Board  
**China Jinmao Holdings Group Limited**  
**ZHANG Zenggen**  
*Chairman*

Hong Kong, 24 June 2024

*As at the date of this announcement, the Directors of the Company are Mr. ZHANG Zenggen (Chairman), Mr. TAO Tianhai, Mr. ZHANG Hui and Ms. QIAO Xiaojie as Executive Directors; Mr. CHENG Yong, Ms. CHEN Aihua, Mr. AN Hongjun and Ms. WANG Wei as Non-executive Directors; and Mr. SU Xijia, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.*