BEIJING CAPITAL JUDA LIMITED
首 創 鉅 大 有 限 公 司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1329)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2016

The board of directors (the "Board" or the "Directors") of Beijing Capital Juda Limited (the "Company") is pleased to present the consolidated results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2016, together with comparative amounts for the year ended 31 December 2015, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2016

	Note	**2016** **RMB'000**	2015 *RMB'000* (Restated)
CONTINUING OPERATIONS			
Revenue	*5*	**997,931**	893,872
Business tax		**(58,655)**	(68,321)
Revenue after business tax		**939,276**	825,551
Cost of sales		**(725,068)**	(592,598)
Gross profit		**214,208**	232,953
Other gains – net	*5*	**448,795**	398,331
Other income	*5*	**12,011**	179,529
Selling and marketing expenses		**(102,235)**	(100,351)
Administrative expenses		**(122,521)**	(104,971)
Gain on bargain purchase on acquisition of interests in subsidiaries		**–**	259,996
Operating profit		**450,258**	865,487
Finance costs	*7*	**(95,518)**	(115,905)
Share of loss of investment accounted for using the equity method		**–**	(602)
Profit before income tax from continuing operations	*6*	**354,740**	748,980
Income tax expense	*8*	**(126,903)**	(137,420)
Profit for the year from continuing operations		**227,837**	611,560
DISCONTINUED OPERATION			
Profit for the year from discontinued operation		**–**	19,465
PROFIT FOR THE YEAR		**227,837**	631,025

	Note	2016 RMB'000	2015 RMB'000 (Restated)
Attributable to:			
Owners of the Company		**227,273**	631,025
Non-controlling interests		**564**	–
Profit attributable to owners of the Company arising from :			
Continuing operations		**227,273**	611,560
Discontinued operation		**–**	19,465
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY DURING THE YEAR	*10*		
Basic:			
– For profit from continuing operations *(RMB)*		**0.23**	0.68
– For profit from discontinued operation *(RMB)*		**–**	0.02
– For profit for the year *(RMB)*		**0.23**	0.70
Diluted:			
– For profit from continuing operations *(RMB)*		**0.23**	0.68
– For profit from discontinued operation *(RMB)*		**–**	0.02
– For profit for the year *(RMB)*		**0.23**	0.70

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2016

	2016	2015
	RMB'000	*RMB'000*
		(Restated)
PROFIT FOR THE YEAR	**227,837**	631,025
Other comprehensive loss		
Items that may be reclassified to profit or loss:		
Reclassification adjustments of exchange reserve on disposal of interests in subsidiaries into the consolidated statement of profit or loss	**–**	(19,465)
Net other comprehensive loss impact to be reclassified to profit or loss in subsequent periods	**–**	(19,465)
Other comprehensive loss for the year	**–**	(19,465)
Total comprehensive income for the year	**227,837**	611,560
Attributable to:		
Owners of the Company	**227,273**	611,560
Non-controlling interests	**564**	–
Total comprehensive income attributable to owners of the Company arising from:		
Continuing operations	**227,273**	611,560
Discontinued operation	**–**	–

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Year ended 31 December 2016

	Notes	**31 December 2016** **RMB'000**	31 December 2015 *RMB'000* (Restated)
ASSETS			
Non-current assets			
Property, plant and equipment		**84,377**	87,541
Investment properties		**5,525,804**	4,244,871
Intangible assets		**3,750**	3,938
Investments accounted for using the equity method		**40,000**	–
Deferred income tax assets		**45,208**	15,288
Trade and other receivables and prepayments	*11*	**394,808**	–
		6,093,947	4,351,638
Current assets			
Inventories		**2,212,768**	2,535,503
Trade and other receivables and prepayments	*11*	**364,999**	366,697
Restricted cash		**14,029**	201,125
Cash and cash equivalents		**1,910,587**	1,798,522
		4,502,383	4,901,847
Total assets		**10,596,330**	9,253,485
LIABILITIES			
Non-current liabilities			
Borrowings		**765,000**	1,120,000
Guaranteed notes	*12*	**1,295,519**	1,292,919
Deferred income tax liabilities		**488,103**	407,312
		2,548,622	2,820,231
Current liabilities			
Trade payables	*13*	**1,008,826**	1,192,566
Other payables and accruals		**572,505**	1,861,047
Borrowings		**855,000**	160,000
Current income tax liabilities		**34,318**	83,737
		2,470,649	3,297,350
Total liabilities		**5,019,271**	6,117,581

	Notes	31 December 2016 RMB'000	31 December 2015 RMB'000 (Restated)
EQUITY			
Equity attributable to owners of the Company			
Share capital	*14*	**16,732**	7,447
Perpetual convertible bond securities		**945,197**	–
Reserves		**3,232,215**	1,975,459
Retained earnings		**1,380,271**	1,152,998
		5,574,415	3,135,904
Non-controlling interests		**2,644**	–
Total equity		**5,577,059**	3,135,904
Total equity and liabilities		**10,596,330**	9,253,485

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE AND GROUP INFORMATION

Beijing Capital Juda Limited (formerly known as "Juda International Holdings Limited" before 26 March 2015) (the "Company") is a limited liability company incorporated in the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company and its subsidiaries (collectively referred to as the "Group") are engaged in outlets-backed integrated property, commercial property development and operation in the People's Republic of China (the "PRC" or "Mainland China").

As announced on 25 June 2015, Get Thrive Limited ("GTL"), an indirectly wholly-owned subsidiary of Beijing Capital Land Ltd. ("BCL", a joint stock company incorporated in the PRC with limited liability whose H shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited) has transferred (the "Transfer") its entire shareholding of ordinary shares of the Company of 130,200,000 shares (representing approximately 65.1% of the Company's total issued share capital as at the date of the announcement) and its entire shareholding of convertible preference shares of the Company (the "CPS") of 738,130,482 CPS (representing 100% of the total CPS in issue as at the date of the announcement, classified as class A CPS) to BECL Investment Holding Limited ("BECL"), a directly wholly-owned subsidiary of BCL incorporated in Hong Kong, on 19 June 2015. Upon the completion of the Transfer, the parent of the Company changed from GTL to BECL.

On 14 December 2016, the Company issued 905,951,470 CPS, which is classified as class B CPS, to BECL at the issue price of HK$2.78 per share.

On 28 December 2016, the Company issued 95,192,308 ordinary shares to Smart Win Group Limited ("Smart Win") and to KKR CG Judo Outlets ("KKR") respectively (the "Issuance"), at the issue price of HK$2.10 per share. Meanwhile, the Company issued perpetual convertible bonds securities (the "PCBS") in the principal amounts of HK$657,594,260 to Smart Win and in the principal amounts of HK$420,096,153 to KKR respectively, which are convertible at the initial conversion price of HK$2.10 per conversion share.

On 28 December 2016, BECL exercised its conversion rights and converted an aggregate of 571,153,846 class A CPS in accordance with the terms and conditions of the relevant subscription agreement entered into by the Company(the "Conversion").

Upon the completion of the Issuance and the Conversion, BECL held 72.94% of the Company's total issued share capital.

In the opinion of the directors of the Company, the immediate holding company of the Company is BECL. The intermediate holding company of the Company is BCL. The ultimate holding company of the Company is Beijing Capital Group Ltd. ("Capital Group"), a state-owned enterprise registered in the PRC.

The consolidated financial statements are presented in Renminbi ("RMB"), unless otherwise stated. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The consolidated financial statements have been approved and authorised for issue by the Board of Directors on 20 February 2017.

2. BASIS OF PREPARATION

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") and requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

On 8 June 2016, the Group entered into an acquisition agreement with BCL to acquire 100% equity interests of the outlets investment property operation business ("Capital Outlets Business") of Beijing Chuangxin Jianye Real Estate Investment Ltd ("Chuangxin Jianye", the Outlets Business of Chuangxin Jianye, the "Chuangxin Jianye Group") with consideration of RMB701,574,000. On the same day, the Group entered into another acquisition agreement with a subsidiary of BCL to acquire 100% equity interests of Zhejiang Outlets Real Estate Co., Ltd. ("Huzhou Outlets") with consideration of RMB472,957,000 (collectively, the "Acquisition").

Since both the Group, Chuangxin Jianye and Huzhou Outlets are under common control of BCL, the Acquisition is considered as a business combination under common control and the principles of merger accounting, as prescribed in Hong Kong Accounting Guideline 5 "Merger Accounting for Common Control Combinations" issued by the HKICPA, is applied.

The Acquisition has been completed on 14 December 2016. The financial information of the Group for the year ended 31 December 2015 has been restated, merging the financial position, results and cash flows of Huzhou Outlets and Capital Outlets Business of Chuangxin Jianye.

Other key events

In accordance with the Circular on the full implementation of Levying Value-added Tax ("VAT") in place of Business Tax (Caishui No. 36, 2016) (the "Circular") jointly issued by the Ministry of Finance and the State Administration of Taxation, taxpayers providing taxable services included in the Circular would be subject to VAT and no longer to business tax starting from 1 May 2016. The Group has applied the Circular since 1 May 2016.

3. CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

(a) New and amended standards adopted by the Group

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2016:

Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation
Amendments to HKAS 1	Disclosure initiative
Amendment to HKAS 27	Equity method in Separate Financial Statements
Annual improvements	Annual improvements 2012–2014 cycle

The adoption of these amendments did not have any impact on the current period or any prior period and is not likely to affect future periods.

(b) Standards and amendments which are not yet effective

The following are new/revised standards and amendments to existing standards that have been published and are relevant and mandatory for the Group's accounting periods beginning on or after 1 January 2017 or later periods, but have not been early adopted by the Group.

Amendments to HKAS 12	Income tax[i]
Amendments to HKAS 7	Statement of cash flow[i]
HKFRS 9	Financial instruments[ii]
HKFRS 15	Revenue from contracts with customers[ii]
Amendments to HKFRS 2	Classification and measurement of share-based payment transaction[ii]
HKFRS 16	Leases[iii]
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture[iv]

(i) Effective for annual periods beginning on or after 1 January 2017
(ii) Effective for annual periods beginning on or after 1 January 2018
(iii) Effective for annual periods beginning on or after 1 January 2019
(iv) No mandatory effective date yet determined

– HKFRS 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

  Management is currently assessing the effects of applying the new standard on the Group's financial statements.

– HKFRS 15 is a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

  Management is currently assessing the effects of applying the new standard on the Group's financial statements.

– HKFRS 16 will result in almost all leases being recognised on the consolidated statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

  The accounting for lessors will not significantly change.

  The standard will affect primarily the accounting for Group's operating leases. As at 31 December 2016, the Group has non-cancellable operating lease commitments of RMB18,683,000.

  There are no other HKFRSs or HK (IFRIC) interpretations that are not yet effective and would be expected to have a material impact on the Group.

4. OPERATING SEGMENT INFORMATION

The Directors in the Board of Directors is the Group's chief operating decision-maker. Management has determined the operating segments based on the information reviewed by the Directors in the Board of Directors for the purposes of allocating resources and assessing performance.

The Directors in the Board of Directors considers the business from a product perspective. Management separately considers the performance of property development and investment property development and operation. The segment of property development derives their revenue primarily from sale of completed properties. The segment of investment property development and operation derive their revenue primarily from rental income.

All other segments primarily relate to sale of merchandise inventories and others. These operations are excluded from the reportable operating segments, as these operations are not the key concern of the Directors in the Board of Directors. The results of these operations are included in the "All other segments".

The Directors in the Board of Directors assesses the performance of the operating segments based on a measure of operating profit. This measurement basis excludes the effects of non-recurring expenditure from the operating segments. Interest income and expenditure are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the Group. Other information provided to the Directors in the Board of Director, except as noted below, is measured in a manner consistent with that in the financial statements.

Total segment assets exclude amount due from related parties, cash and cash equivalents, restricted cash and deferred income tax assets, all of which are managed on a central basis. Total segment liabilities exclude amount due to related parties, borrowings, guaranteed notes and deferred income tax liabilities, all of which are managed on a central basis as well. These are part of the reconciliation to total assets and liabilities of the consolidated statement of financial position.

Transactions between segments are carried out at arm's length. The revenue from external parties reported to the Directors in the Board of Director is measured in a manner consistent with that in the consolidated statement of profit or loss.

	Property development	Investment property development and operation	All other segments	Total	Inter-company elimination	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2016						
Total revenue	**799,751**	**194,536**	**3,644**	**997,931**	**–**	**997,931**
Inter-segment revenue	**–**	**–**	**–**	**–**	**–**	**–**
Revenue (from external customers)	**799,751**	**194,536**	**3,644**	**997,931**	**–**	**997,931**
Segment operating profit	**67,657**	**443,944**	**(69,991)**	**441,610**	**–**	**441,610**
Depreciation and amortisation	**(54)**	**(22,495)**	**(11,102)**	**(33,651)**	**–**	**(33,651)**
Income tax expense	**(22,784)**	**(103,869)**	**(250)**	**(126,903)**	**–**	**(126,903)**
Year ended 31 December 2015 (Restated)						
Total revenue	732,027	157,061	4,784	893,872	–	893,872
Inter-segment revenue	–	–	–	–	–	–
Revenue (from external customers)	732,027	157,061	4,784	893,872	–	893,872
Segment operating profit	120,108	371,179	(79,941)	411,346	–	411,346
Depreciation and amortisation	(48)	(16,133)	(6,333)	(22,514)	–	(22,514)
Income tax expense	(39,852)	(89,530)	(8,038)	(137,420)	–	(137,420)

	Property development RMB'000	Investment property development and operation RMB'000	All other segments RMB'000	Total RMB'000	Inter-company elimination RMB'000	Total RMB'000
As at 31 December 2016						
Total segment assets	**2,353,057**	**6,147,901**	**125,548**	**8,626,506**	**–**	**8,626,506**
Additions to non-current assets (other than financial instruments and deferred income tax assets)	**153**	**1,265,063**	**49,243**	**1,314,459**	**–**	**1,314,459**
Total segment liabilities	**(823,322)**	**(659,972)**	**(103,901)**	**(1,587,195)**	**–**	**(1,587,195)**
As at 31 December 2015 (Restated)						
Total segment assets	2,694,658	4,364,909	2,568	7,062,135	–	7,062,135
Additions to non-current assets (other than financial instruments and deferred income tax assets)	356	810,520	19,721	830,597	–	830,597
Total segment liabilities	(1,446,454)	(557,250)	(62,878)	(2,066,582)	–	(2,066,582)

A reconciliation of segment operating profit to profit before income tax is provided as follows:

	2016	2015
	RMB'000	*RMB'000*
		(Restated)
Segment operating profit	**441,610**	411,346
Share of loss of joint venture	**–**	(602)
Finance income	**8,648**	174,680
Finance costs	**(95,518)**	(115,905)
Profit for the year from discontinued operation	**–**	19,465
Gain on bargain purchase on acquisition of interests in subsidiaries	**–**	259,996
Profit before income tax	**354,740**	748,980

Reportable and other segments' assets and liabilities are reconciled to total assets and liabilities as follows:

	31 December 2016	31 December 2015
	RMB'000	*RMB'000*
		(Restated)
Total segment assets	**8,626,506**	7,062,135
Amount due from related parties	**–**	176,415
Cash and cash equivalents	**1,910,587**	1,798,522
Restricted cash	**14,029**	201,125
Deferred income tax assets	**45,208**	15,288
Total assets per consolidated statement of financial position	**10,596,330**	9,253,485
Total segment liabilities	**(1,587,195)**	(2,066,582)
Amount due to related parties	**(16)**	(1,042,330)
Current borrowings	**(855,000)**	(160,000)
Non-current borrowings	**(765,000)**	(1,120,000)
Guaranteed notes	**(1,323,957)**	(1,321,357)
Deferred income tax liabilities	**(488,103)**	(407,312)
Total liabilities per consolidated statement of financial position	**(5,019,271)**	(6,117,581)

The Company is incorporated in Cayman Islands, with most of its major subsidiaries domiciled in the PRC. Revenues from external customers of the Group are mainly derived in the PRC for the years ended 31 December 2016 and 2015.

As at 31 December 2016, total non-current assets other than deferred income tax assets located in the PRC is RMB6,048,720,000 (2015: RMB4,336,323,000), the total of these non-current assets located in Hong Kong is RMB19,000 (2015: RMB27,000).

For the year ended 31 December 2016 and 2015, the Group does not have any single customer with the transaction value over 10% of the total external sales.

5. REVENUE, OTHER GAINS AND INCOME

An analysis of revenue, other gains and income from continuing operations is as follows:

	2016	2015
	RMB'000	*RMB'000*
		(Restated)
Revenue		
Sale of properties	**799,751**	732,027
Rental revenue of investment properties	**194,536**	157,061
Others	**3,644**	4,784
	997,931	893,872
Other gains – net		
Appreciation of investment property at fair value	**431,581**	395,111
Net foreign exchange gains	**16,366**	8,386
Others	**848**	(5,166)
	448,795	398,331
Other income		
Government grants	**2,222**	3,337
Bank interest income	**8,648**	18,864
Interest income on loans to related parties	**–**	130,080
Other interest income	**–**	25,736
Others	**1,141**	1,512
	12,011	179,529

6. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after charging:

	2016	2015
	RMB'000	*RMB'000*
		(Restated)
Cost of properties sold	**672,595**	548,173
Operating lease expense	**10,163**	4,851
Depreciation and amortisation	**33,651**	22,514
Employee benefit expense	**59,543**	45,541
– Wages, salaries and staff welfare	***50,237***	*36,772*
– Pension scheme contributions	***3,528***	*3,021*
– Other allowance and benefits	***5,778***	*5,748*

7. FINANCE COSTS

	2016	2015
	RMB'000	*RMB'000*
		(Restated)
Interest expense on bank borrowings	**66,895**	108,193
Interest expense on related parties borrowings	**10,231**	–
Interest expense on guaranteed notes	**70,850**	29,417
Less: interests capitalised	**(52,458)**	(21,705)
	95,518	115,905

8. INCOME TAX EXPENSE

Hong Kong corporate are mainly subject to Hong Kong profits tax rate of 16.5%. No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profit arising in Hong Kong during the year (year ended 31 December 2015: Nil).

PRC corporate income tax has been provided at the rate of 25% (year ended 31 December 2015: 25%) on the taxable profits of the Group's PRC subsidiaries during the period.

The implementation and settlement of PRC land appreciation tax ("LAT") varies among various tax jurisdictions in cities of the PRC. LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land use rights, development and construction expenditure and other related expenditures.

The amount of income tax expense charged to the consolidated statement of profit or loss represents:

	2016	2015
	RMB'000	*RMB'000*
		(Restated)
Current income tax:		
– PRC corporate income tax	**40,650**	50,645
– PRC land appreciation tax	**6,274**	10,276
Deferred income tax	**79,979**	76,499
Total tax charge for the year	**126,903**	137,420

9. DIVIDENDS

No dividend has been paid or declared by the Company during the year (year ended 31 December 2015: Nil).

10. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic and diluted earnings per share amount for the year ended 31 December 2016 is based on the profit for the year attributable to owners of the Company of RMB227,273,000 (year ended 31 December 2015: RMB631,025,000), the weighted average number of ordinary shares of 206,259,220 (year ended 31 December 2015: 200,000,000), the weighted average number of CPS of 775,631,067 (year ended 31 December 2015: 695,662,701) and the weighted average number of shares of 4,217,966 (31 December 2015: Nil) into which the PCBS may be converted, in issue during the year.

The calculations of basic and diluted earnings per share are based on:

	2016	2015
	RMB'000	*RMB'000*
		(Restated)
Earnings		
Profit attributable to owners of the Company used in the basic earnings per share calculation	**227,273**	631,025
Including:		
Profit from continuing operations	**227,273**	611,560
Profit from discontinued operation	**–**	19,465
Shares:		
Weighted average number of ordinary shares (shares)	**206,259,220**	200,000,000
Weighted average number of CPS (shares)	**775,631,067**	695,662,701
Weighted average number of shares into which the PCBS may be converted (shares)	**4,217,966**	–
Weighted average number of shares for basic earnings per share (shares)	**986,108,253**	895,662,701
Weighted average number of shares for diluted earnings per share (shares)	**986,108,253**	895,662,701

11. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

	31 December 2016 RMB'000	31 December 2015 RMB'000 (Restated)
Trade receivables	**3,014**	2,713
Prepayments for land use rights and construction costs of investment properties	**394,808**	14,784
Prepayments for land use rights and construction costs of development properties	**80,596**	–
Prepayments to related parties	**2,275**	–
Other prepayments	**75,846**	–
Prepaid income tax and land appreciation tax	**64,125**	60,759
Prepaid other taxes	**36,645**	34,975
Deposits for land use rights	**30,930**	–
Other deposits	**29,020**	30,120
Amounts due from related parties	**–**	176,415
Other receivables	**42,548**	46,931
	759,807	366,697
Less: non-current portion		
– prepayments for land use rights and construction costs of investment properties	**(394,808)**	–
Current portion	**364,999**	366,697

An ageing analysis of the Group's trade receivables as at the end of the reporting period, is as follows:

	31 December 2016 RMB'000	31 December 2015 RMB'000 (Restated)
Within 3 months	**3,014**	2,713

12. GUARANTEED NOTES

On 23 July 2015, Rosy Capital Global Limited ("Rosy"), a wholly-owned subsidiary of the Company, the Company and Capital Group entered into the subscription agreement with the Hong Kong and Shanghai Banking Corporation Limited, DBS Bank Ltd., ABCI Capital Limited, Bank of China (Hong Kong) Limited and China Construction Bank Corporation, Singapore Branch in connection with the proposed international offering of RMB1,300,000,000 guaranteed notes due in 2018 at the rate of 5.25% per annum proposed to be issued by Rosy (the "Notes"). The Notes carry interest at rate of 5.25% per annum, which is payable half-yearly in January and July. The issuance of the Notes has been completed on 30 July 2015 and the Notes have been listed for trading on the Stock Exchange of Hong Kong on 31 July 2015.

	31 December 2016 *RMB'000*	31 December 2015 *RMB'000*
Nominal value of guaranteed notes issued during the year	**1,300,000**	1,300,000
Direct transaction costs	**(8,060)**	(8,060)
Interest expense	**100,267**	29,417
Interest paid	**(68,250)**	–
	1,323,957	1,321,357
Accrued interests for guaranteed notes, classified as current liabilities	**(28,438)**	(28,438)
	1,295,519	1,292,919

13. TRADE PAYABLES

An aging analysis of the Group's trade payables as at the end of the reporting period, is as follows:

	31 December 2016 *RMB'000*	31 December 2015 *RMB'000* (Restated)
Within 1 year	**1,008,826**	1,192,566

Included in the trade payables are trade payables of RMB4,497,000 (31 December 2015: 5,558,000) due to a related party which are repayable within 1 year and represented credit terms similar to those offered by the related party to other major customers.

The trade payables are non-interest-bearing and repayable within the normal operating cycle or on demand.

14. SHARE CAPITAL

	31 December 2016	31 December 2015
	RMB,000	*RMB,000*
Authorised:		
Ordinary shares		
20,000,000,000 (31 December 2015: 20,000,000,000) ordinary shares of HK$0.01 each	**160,009**	160,009
Class A CPS		
738,130,482 (31 December 2015: 738,130,482) CPS of HK$0.01 each	**5,875**	5,875
Class B CPS		
905,951,470 (31 December 2015: Nil) CPS of HK$0.01 each	**7,575**	–
	173,459	165,884
Issued and fully paid:		
Ordinary shares		
961,538,462 (31 December 2015: 200,000,000) ordinary shares of HK$0.01 each	**7,828**	1,572
Class A CPS		
166,976,636 (31 December 2015: 738,130,482) CPS of HK$0.01 each	**1,329**	5,875
Class B CPS		
905,951,470 (31 December 2015: Nil) CPS of HK$0.01 each	**7,575**	–
	16,732	7,447

15. CPS

Class A CPS

The class A CPS with a par value HK$0.01 each were created as a new class of shares in the share capital of the Company on 22 January 2015. Upon the completion date of the business combination of Xi'an Capital Xin Kai Real Estate Ltd. on 22 January 2015, the Company issued 738,130,482 class A CPS (which are convertible into 738,130,482 ordinary shares of HK$0.01 each in the share capital of the Company at HK$2.66 each to be allotted and issued credited as fully paid by the Company upon the exercise of the conversion rights attaching to the class A CPS, resulting in credits to share capital of approximately RMB5,875,000 (equivalent to approximately HK$7,381,000) with par value of HK$0.01 each and share premium of RMB1,556,817,000 (equivalent to approximately HK$1,956,046,000) respectively.

Class B CPS

The class B CPS with a par value HK$0.01 each were created as a new class of shares in the share capital of the Company on 14 December 2016. Upon the completion date of the business combination of Chuangxin Jianye and Huzhou Outlets on 14 December 2016, the Company issued 905,951,470 class B CPS (which are convertible into 905,951,470 ordinary shares of HK$0.01 each in the share capital of the Company at HK$2.78 each to be allotted and issued credited as fully paid by the Company upon the exercise of the conversion rights attaching to the class B CPS), resulting in credits to share capital of approximately RMB7,575,000 (equivalent to approximately HK$9,060,000) with par value of HK$0.01 each and share premium of RMB2,098,232,000 (equivalent to approximately HK$2,509,485,000) respectively.

The above mentioned CPS shall be convertible at the option of its holder, without the payment of any additional consideration therefor, into such number of fully-paid Shares at the conversion ratio of one CPS for one Share. Holders of the CPS will have the right to convert all or such number of CPS into the new ordinary shares at any time after the issuance of the CPS, provided that they may not exercise the conversion rights as to such number of CPS the conversion of which would result in the Company not meeting the minimum public float requirement under Rule 8.08 of the Listing Rules. The CPS shall be non-redeemable by the Company or their holders.

Each class B CPS shall confer on its holder the right to receive a preferred distribution ("Preferred Distribution") from the date of the issue of the class B CPS at a rate of 0.01% per annum on the issue price, payable annually in arrears. Each Preferred Distribution is non-cumulative, and the Company may, in its sole discretion, elect to defer or not to pay the Preferred Distribution.

Besides, each class A and class B CPS shall confer on the holder thereof the right to receive any dividend pari passu with holders of ordinary shares on the basis of the number of ordinary share(s) into which each CPS may be converted on an as converted basis.

16. PCBS

On 28 December 2016, the Company issued PCBS in the principal amounts of HK$657,594,260 to Smart Win and in the principal amounts of HK$420,096,153 to KKR respectively, resulting in credits to PCBS of RMB945,197,000 after deducting the direct professional fee of RMB22,817,000.

The PCBS has no fixed maturity, and can be redeemed by the Company at any time after 30 years from the issuance date, in its sole and absolute discretion. The PCBS shall be convertible at the option of its holders, at the initial conversion price of HK$2.10 per share, into a maximum of 513,185,911 new ordinary shares, provided that the holders of PCBS may not exercise the conversion rights whenever the conversion would result in the Company not meeting the minimum public float requirement under Rule 8.08 of the Listing Rules.

The holder(s) of the PCBS are entitled to a simple interest on the outstanding principal amount of the PCBS at a rate equal to 0.01% per annum on a non-cumulative basis, of which the Company shall have the right, exercisable in its sole discretion, to elect to defer the payment, with no interest accrued thereon but the Company shall not pay any dividends, distributions or make any other payment on any ordinary shares, class A CPS and class B CPS or other share capital of the Company unless at the same time it pays to the holders of the PCBS any deferred or unpaid interest payment. In the event that any dividend or distribution is paid on the ordinary shares, CPS (save and except for Preferred Distributions to be paid on the class B CPS at a rate which shall not exceed the rate of interest hereunder) or other share capital of the Company, the Company shall pay additional variable interest on the PCBS representing such dividend or distribution so paid in an aggregate amount equal to (a) the amount of such dividend or distribution per share multiplied by (b) the aggregate number of ordinary shares into which the PCBS then outstanding may be converted, in the same form and on the same date.

17. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	31 December 2016 *RMB'000*	31 December 2015 *RMB'000* (Restated)
Contracted, but not provided for:		
Properties under development	**178,535**	77,296
Investment properties	**663,646**	316,570
Investment in Changsha Joy City Investment Co., Ltd.	**44,034**	83,300
	886,215	477,166

18. FINANCIAL GUARANTEES

The Group had the following financial guarantees as at the end of the reporting period:

	31 December 2016 *RMB'000*	31 December 2015 *RMB'000*
Mortgage facilities for certain purchasers of the Group's properties	**1,397,075**	1,781,593

As at 31 December 2016, the Group provided guarantees in respect of mortgage facilities granted by certain banks relating to the mortgage loans arranged for certain purchasers of the Group's properties. Pursuant to the terms of the guarantees, upon default on mortgage repayments by these purchasers before the expiry of the guarantees, the Group is responsible for repaying the outstanding mortgage principals together with the accrued interests and penalties owed by the defaulted purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties. The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends when the property purchasers obtain the "property title certificate" which is then pledged with the banks.

PRELIMINARY ANNOUNCEMENT OF ANNUAL RESULTS

The figures in respect of this preliminary announcement of the Group's results for the year ended 31 December 2016 have been agreed upon by the Group's auditors, PricewaterhouseCoopers, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by PricewaterhouseCoopers on this preliminary results announcement.

FINAL DIVIDEND

The Directors do not recommend the payment of a final dividend for the year (year ended 31 December 2015: Nil).

ANNUAL GENERAL MEETING

The annual general meeting ("AGM") of the Company will be held on or about 6 April 2017 and the notice of 2016 AGM will be published and despatched in the manner as required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the Stock Exchange") (the "Listing Rules") in due course.

MANAGEMENT DISCUSSION AND ANALYSIS

Market Review of Outlets

In 2016, China's retail industry was overall stable and amid favourable development, and the online retail and some entity retail industry as represented by Outlets maintained a more rapid growth. The trend of consumption upgrade was more prominent, and consumers gradually put more attention to quality and experience. Consumers' brand awareness was enhanced, and brand loyalty was increased, while the international brands still dominated the high-end product market. At the same time, the emerging trends of more popular Internet applications and mobile payment were quickly embraced by the mainstream customer base, and thus consumption patterns have become more diversified amid rapid changes.

According to the information of the National Bureau of Statistics, the national online retail sales of goods increased by 26.6%, and its shares to the total retail sales of social consumer goods have further increased by 0.8 percentage points to 11.6% as compared to the last year. In the entity retail industry, the sales growth in shopping malls, convenience stores and supermarket was relatively fast, the growth rate of which as, monitored by the Ministry of Commerce reached 7.5%, 7.3% and 6.8%, respectively. According to the statistics of media, in 2016, the sales of a total of 25 Outlets reached over RMB600 million and the aggregate annual sales of top 20 Outlets was RMB38.24 billion, representing an increase of 14.0% as compared to the same period last year. In 2016, the Outlet industry in the PRC has shown the following features:

The Rapid Development and Serious Polarization of the industry

According to the public information, the scale of Outlet industry in the PRC in 2016 has developed rapidly. More than 30 large and medium-sized outlet projects have been opened in Tier 2 and Tier 3 cities and six projects out of such outlet projects have been set up and commenced operation around the end of the year. According to the incomplete statistics of the industry think tank, more than 30 outlet projects will enter into the market in the country in 2017, contributing nearly 7 million square meters of commercial areas. At the same time, the opening of many outlet projects in the PRC has been postponed due to the issues of brand investment and operations. From the perspective of operation management, some projects has reached an average annual growth rate of more than 30% while some projects lacked growth due to poor management. The polarization of Outlet industry is serious.

Brand and Chain developments and Frequent Industry Integration

Brand resources and project operation control are the key to the success for outlet projects. The large-scale Outlets corporate group has developed distinctive project characteristics that continuously attract brand and consumer resources with their wealth of operation experience and robust corporate strength. Certain corporates with edges in scale have attempted to rapidly increase their market shares by mergers and acquisitions in order to develop barriers.

Trans-segment Cooperation and Gradual Enhancement of the Proportion in Experience Industry

The leading industry enterprises have been paying more attention to grasp the demand for consumption upgrade, to provide value-added experience and to operate thematic basis, and have attempted to work with different segments such as sports, art consumption, micro-tourism for trans-segment cooperation to foster online, offline and consumer interaction and experience to satisfy the increasingly diversified consumer demand.

Business Review

Precise Expansion and Leading position

– During the period, the Group explored and developed five newly expanded outlet projects at Xi'an, Zhengzhou, Jinan, Hefei and Chongqing, in addition to a total of 13 outlet projects that successfully found, the Group has become the largest Outlets integrated operator in China and thus established its leading position in the industry.

Preparation Align with Shop-opening while Pursuit of Excellence in Operation

– During the period, four opened outlet projects achieved turnover of near RMB2.4 billion, representing a year-on-year growth of 17%; and the annual customer traffic reached 19 million passengers, representing a year-on-year growth of 22%. There was steady growth in the operating results;

– Steady progress for projects under preparation was achieved and this was attained through design standardization, intensive cost management, tight control of progress and quality inspection of the works. Undertaking business solicitation and ensuring that quality projects opened on schedule were the important focuses;

– Brand resources were enriched and 150 brands were newly added in 2016. Both brand quantity and quality were enhanced. The number of strategic joint brands exceeded 100. Under the strategic planning of "Five Years and Twenty Cities", the strategic joint cooperation with leading brands has become the effective mean and essential way to meet the rapid growth in the demand of both parties and to achieve mutual benefits.

Completion of Capital Injection and Clear Strategies

– During the period, the Group completed the acquisition of three opened outlets stores at Fangshan of Beijing, Kunshan of Suzhou and Huzhou of Zhejiang wholly-owned by BCL, its controlling shareholders. This further clearly defined the strategic positioning of Capital Juda as being the sole business real estate platform under BCL, which regards the integrated operation of outlets as its core business. As the only listed company with being its outlets core business, Capital Juda would adopt a well-defined strategic approach and a more consolidated path of development to focus on building the largest integrated outlets operation platform in the PRC.

Introduction of Strategic Shareholders and Achievement of Major Breakthrough in Capital Operation

– During the period, the Group gained favor from international heavyweight funds and successfully introduced Sino-Ocean and KKR to become strategic shareholders. KKR is one of the top-rankings funds in the world which is known for excellent post-investment management, while Sino-Ocean Group is a large domestic investment group with the background of venture capital and both of them have various strategic opportunities of demonstrating synergy with the Group. The engagement of strategic shareholders does not only diversify the shareholding structure of the Company but also foster standardization of corporate governance and professionalism in decision-making, accelerate the Company to access to global business resources networks, and allow the Company to gain the world's leading business operations management experience while enhancing its capital strength for diversified development and making the Company grow in into a fast track of healthy development.

Diverse Innovation and Vast Development Potential

– During the period, the Group proactively explored business growth opportunities. Fangshan and Wanning GUCCI self-operated stores were grandly opened at the end of the year and a preliminary success in the exploration of outlets' self-operation mode was achieved;

– The trampoline planning design of outlet projects at Nanchang, Wuhan, Zhengzhou and Jinan was completed and the aim of which was to shape the special business practice of outlets and further enhance the enjoyment in shopping and cultivate consumer experience;

– The development of the WeChat Online Store System was completed and this demonstrated our commitment to provide consumers with comprehensive shopping experience and our effort in the integrated conversion of online and offline consumption.

Continuous Enhancement of the Branding Influence of "Capital Outlets"

– We have further promoted the influence of "Capital Outlets" among brand owners with "MORE IN FUTURE" Capital Outlets Brand Owners Ceremony 2016 (「鉅在未來」首創奧特萊斯2016品牌私享會). Over 400 representatives of brand owners attended the ceremony;

– We have leveraged on the Outlets Summit and the Retail Real Estate World Summit to enhance the brand profile and expand cooperation opportunities;

– The Company sponsored the "Capital Outlets, Run for Fun" (首創奧萊奧跑中國), the Olympic Sports Center national running competitions open to the public. There were a total of 8 on-site events in 7 cities throughout the year, which was well-fitted with the investment layout of the Company and this has fostered the "Capital Outlets" branding to take root in the targeted cities.

Financial Review

1. *Revenue and Operating Results*

In 2016, the consolidated revenue of the Group was approximately RMB997,931,000, representing an increase of approximately 12% from RMB893,872,000 in 2015. The increase in revenue was mainly attributable to the increase in the gross floor area completed and delivered of Xi'an First City, and the increase in rental income led by stronger sales performance of the outlets in operation.

In 2016, the Group achieved a gross profit margin of approximately 21%, representing a decrease of 5 percentage point from 26% in 2015. The decrease in gross profit margin was mainly attributable to the change in the product mix of Xi'an First City.

In 2016, operating profit of the Group was approximately RMB450,258,000, representing a decrease of approximately 48% from RMB865,487,000 of 2015. The decrease was mainly due to: i) the gain on bargain purchase amounting to RMB259,996,000 in relation to the acquisition of 100% equity interest in Xi'an Capital Xin Kai Real Estate Ltd in 2015; and ii) the interest income amounting to RMB130,080,000 on loans to related parties in 2015. As the said gains and the interest income were arrived from non-recurring events, the decline in operating profit does not represent any significant changes in the operating conditions.

2. *Liquidity and Financial Resources*

The Group's liquidity remained on a healthy level and financial resources were also reasonably distributed. As at 31 December 2016, the Group's cash and cash equivalents was approximately RMB1,910,587,000 (31 December 2015: approximately RMB1,798,522,000), of which approximately RMB713,511,000 (31 December 2015: RMB1,604,295,000), approximately RMB996,480,000 (31 December 2015: approximately RMB194,227,000) and approximately RMB200,596,000 (31 December 2015: Nil) were denominated in RMB, HK$ and US$, respectively. The Group's restricted cash amounted to approximately RMB14,029,000 (31 December 2015: RMB201,125,000). The majority of the Group's cash and cash equivalents and restricted cash are deposited with creditworthy banks with no recent history of default. As at 31 December 2016, the Group's current ratio was 1.82 (31 December 2015: 1.49).

As at 31 December 2016, the Group's net gearing ratio was 18% (31 December 2015: 19%), based on the division of net debt by total equity. Net debt includes total bank and other borrowings and guaranteed notes (including the current portion and the non-current portion), less cash and cash equivalents and restricted cash.

3. *Borrowings and Guaranteed Notes*

As at 31 December 2016, the Group's borrowings from banks and related parties were approximately RMB1,620,000,000 (31 December 2015: approximately RMB1,280,000,000). The bank borrowings were secured by the land use rights and the buildings of investment property, or guaranteed by BCL.

As at 31 December 2016, the amortised cost of the Group's guaranteed notes (the "Notes") was approximately RMB1,323,957,000 (31 December 2015: RMB1,321,357,000), including current portion amounting to RMB28,438,000 (31 December 2015: RMB28,438,000), and non-current portion amounting to RMB1,295,519,000 (31 December 2015: RMB1,292,919,000). The guaranteed notes with a face value of RMB1,300,000,000 due 2018 at the nominal interest rate of 5.25% per annum was listed for trading on the Stock exchange Hong Kong on 31 July 2015. The details of the Notes were set out in the announcements dated 20, 24 and 30 July 2015.

4. *Significant Investments and Acquisitions*

On 8 June 2016, the Group entered into an acquisition agreement in connection with the acquisition of Beijing Chuangxin Jianye Real Estate Investment Ltd. and Zhejiang Outlets Property Real Estate Co., Ltd. (collectively, the "Target Group") from BCL and one of its subsidiaries. The Target Group is primarily engaged in the development and operation of outlets-backed commercial integrated projects and has a portfolio of three integrated outlets projects located in Beijing, Kunshan and Huzhou in the PRC and related trademarks. The consideration for the acquisition was satisfied by cash at an amount of RMB2,372,327,068 in total, which was representing 100% of the equity interests of in the Target Group, related trademarks, and the shareholder loan. For the purpose of funding and partial settlement of the consideration, the Company has issued 905,951,470 class B CPS to BECL Investment Holding Limited ("BECL"), a wholly-owned subsidiary of BCL, at an issue price of HK$2.78 per share. The acquisition was completed on 14 December 2016. The details were set out in the announcements dated on 8 June 2016 and 14 December 2016, and circular dated 30 June 2016.

As the Group and the Target Group are controlled by BCL both before and after the acquisition, the acquisition was treated as business combination under common control, and the financial information of the Group for the year ended 31 December 2015 has been restated accordingly.

5. *Share Capital and other equity instruments*

On 14 December 2016, the Company issued 905,951,470 class B CPS to BECL for funding and partial settlement of the acquisition of the Target Group, which is stated in *"4. Significant Investments and Acquisitions"* of this financial review.

On 28 December 2016, the Company issued 95,192,308 ordinary shares to Smart Win Group Limited ("Smart Win") and to KKR CG Judo Outlets ("KKR") respectively, at the issue price of HK$2.10 per share. On the same day, BECL exercised its conversion rights and converted an aggregate of 571,153,846 class A CPS in accordance with the terms and conditions of the relevant subscription agreement entered into by the Company.

On 28 December 2016, the Company issued PCBS in the principal amounts of HK$657,594,260 and HK$420,096,153 (which are convertible into 313,140,124 and 200,045,787 conversion shares at the initial conversion price of HK$2.10 per conversion share, subject to customary adjustments) to Smart Win and KKR respectively.

The details were set out in the announcements dated 25 November 2016 and 28 December 2016, and the circular dated 2 December 2016.

6. *Foreign Exchange Exposure*

Major subsidiaries of the Group operate in the PRC and most of the transactions are denominated in RMB. As certain of the Group's monetary assets and liabilities are denominated in HK$ and US$, any significant exchange rate fluctuations of HK$ and US$ against RMB may have financial impacts to the Group. Currently, the Group does not use any derivative financial instruments. Nevertheless, the Group will review the risk from time to time and take response measures if necessary.

7. *Financial Guarantees*

As at 31 December 2016, the Group provided guarantees in respect of mortgage facilities granted by certain banks to purchasers of properties, amounting to approximately RMB1,397,075,000 (31 December 2015: RMB1,781,593,000).

8. *Capital Commitments*

As at 31 December 2016, the Group had capital commitments relating to the development properties under construction of approximately RMB178,535,000, and had capital commitments relating to the investment properties under construction of approximately RMB663,646,000.

As at 31 December 2016, the Group had capital commitments relating to the committed investment in the project of Changsha Capital Outlets Joyous Sky Avenue of approximately RMB44,034,000.

EMPLOYMENT AND REMUNERATION POLICY

As of 31 December 2016, the Group had about 498 employees (as of 31 December 2015: 92). The remuneration policy and package of the Group's employees are structured in accordance to market condition, performance, qualification and experience of individual employees as well as statutory requirements where appropriate. In addition, the Group also provides other staff benefits such as pension scheme, medical insurance scheme, unemployment insurance scheme, housing provident fund, mandatory provident fund and share options to motivate and reward employees at all levels to achieve the Group's business performance targets.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31 December 2016, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

AUDIT COMMITTEE

The audit committee of the Company, comprising Dr. Ngai Wai Fung as chairman as well as Ms. Zhao Yuhong and Mr. He Xiaofeng as members, has reviewed, together with the participation of the management, the accounting principles and practices adopted by the Group and discussed the auditing and financial reporting matters including the review of the audited financial statements of the Group for the year ended 31 December 2016.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to the establishment of good governance practices and procedures. During the review period ended 31 December 2016, the Company has complied with the requirements under the code provisions of the recommended best practices set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix 14 to the Listing Rules and the continuing obligations requirements of a listed issuer pursuant to the Listing Rules.

PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT

This results announcement is published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.bcjuda.com). The annual report of the Company for the year ended 31 December 2016 containing all the information required by the Listing Rules will be despatched to the Company's shareholders and available on the above websites in due course.

BOARD OF DIRECTORS

As at the date of this announcement, Mr. Zhong Beichen is the chairman of the Board and executive director; Mr. Feng Yujian is chief executive officer and executive director; Mr. Sun Shaolin, Mr. Su Jian, Mr. Wang Honghui and Mr. Yang Han Hsiang are non-executive directors and Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng are the independent non-executive directors.

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

Hong Kong, 20 February 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.