

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.



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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Beijing Capital Land Ltd. (the “**Company**”) will be held on Monday, 28 September 2015 at 9:00 a.m. at F17, Red Goldage, No.2, Guang Ning Bo Street, Beijing, People's Republic of China (the “**PRC**”) to consider and, if thought fit, pass the following resolutions. Capitalised terms defined in the circular dated 11 September 2015 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

SPECIAL RESOLUTIONS

Resolution in relation to the Domestic Share Subscription Agreement and the grant of Specific Mandate

1. “**THAT:**

- (a) the Domestic Share Subscription Agreement entered into between the Company and Capital Group in relation to the subscription of a total of 1,000,000,000 new Domestic Shares by Capital Group pursuant to which Capital Group has conditionally agreed to subscribe for and the Company has conditionally agreed to issue 1,000,000,000 Domestic Shares at RMB3.08 (equivalent to approximately HK\$3.90) per new Domestic Share, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Domestic Share Subscription Agreement be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorised to make changes or amendments to the Domestic Share Subscription Agreement as it may in its absolute discretion think fit, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the EGM for the purpose of identification.
- (b) the Board be and is hereby granted a specific mandate to issue the new Domestic Shares at the subscription price of RMB3.08 (equivalent to approximately HK\$3.90) per new Domestic Share upon completion of the Domestic Share Subscription Agreement to Capital Group pursuant to the Domestic Share Subscription Agreement.

- (c) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the Domestic Share Subscription Agreement and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

Resolution in relation to the amendments to the Articles

2. **“THAT:**

- (a) the proposed amendments to the Articles to be made in order to reflect the corresponding increase in the registered capital and change in shareholding structure of the Company following completion of the Domestic Share Subscription Agreement (details of which were set out in section headed “7. Proposed amendments to the Articles” in the Letter from the Board in the Circular) be and are hereby approved and any one Director be and is hereby authorised to make such other modifications to the proposed amendments to the Articles as may be necessary to reflect the registered capital of the Company following completion of the Domestic Share Subscription Agreement or required by the relevant regulatory authorities in the PRC.
- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the proposed amendments to the Articles and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

ORDINARY RESOLUTION

Resolution in relation to the whitewash waiver

3. **“THAT”:**

subject to the granting of the whitewash waiver by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of the Capital Group and its concert parties to make a mandatory general offer to the Shareholders for all issued Shares not already owned by Capital Group or its concert parties under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the subscription of the new Domestic Shares, such whitewash waiver be and is hereby approved.”

By Order of the Board
Beijing Capital Land Ltd.
Lee Sze Wai
Company Secretary

Hong Kong, 11 September 2015

Notes:

(1) Voting arrangements

As disclosed in the Circular, Capital Group and its concert parties (including, among others, China Resource Products Limited) will (and any person who is involved or interested in the Domestic Share Subscription, the Specific Mandate and the Whitewash Waiver are required to) abstain from voting on the resolutions no. 1 and no. 3 above at the EGM and no Shareholder is required to abstain from voting on the resolution no. 2 above at the EGM. The Domestic Share Subscription Agreement and the transactions contemplated thereunder are also subject to the approval by the holders of H Shares by way of special resolution at the separate class meeting of the H Shareholders to be held on Monday, 28 September 2015 at 9:30 a.m. (or immediately after the conclusion of the EGM) and holders of Domestic Shares and Non-H Foreign Shares by way of special resolution at the separate class meeting of the Domestic Shareholders and Non-H Foreign Shareholders to be held on Monday, 28 September 2015 at 10:00 a.m. and (or immediately after the conclusion of the H Share Class Meeting). The Whitewash Waiver is also subject to the approval by the holders of H Shares by way of ordinary resolution at the separate class meeting of the H Shareholders to be held on Monday, 28 September 2015 at 9:30 a.m. (or immediately after the conclusion of the EGM) and holders of Domestic Shares and Non-H Foreign Shares by way of ordinary resolution at the Domestic Share Class meeting to be held on Monday, 28 September 2015 at 10:00 a.m. and (or immediately after the conclusion of the H Share Class Meeting). As disclosed in the Circular, Capital Group and its concert parties (including, among others, China Resource Products Limited) will (and any person who is involved or interested in the Domestic Share Subscription, the Specific Mandate and the Whitewash Waiver are required to) abstain from voting on the relevant resolutions in the Domestic Share Class Meeting.

(2) Registration procedures for the EGM

Shareholders who intend to attend the EGM have to return the reply slip together with any necessary registration documents to the Company in person or by post or fax on or before Sunday, 20 September 2015.

(3) Proxy

- i. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his or her behalf. A proxy need not be a Shareholder.
- ii. In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority, shall be deposited by holders of Domestic Shares or Non-H Foreign Shares at the place of business of the Company in the PRC not less than 24 hours before the time for holding of the EGM, or by the holder of H Shares at the place of business of the Company in Hong Kong or to the H Share registrar of the Company by such time. The H Share registrar of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by such time.
- iii. Shareholders or their proxies shall produce their identification documents when attending the EGM.

(4) Miscellaneous

- i. The duration of the EGM is expected not to exceed half a day. Shareholders who attend the EGM shall arrange for their own transportation and accommodation at their own expenses.
- ii. All voting at the EGM will be conducted by poll.
- iii. Place of business of the Company in the PRC:

F17, Red Goldage
No.2, Guang Ning Bo Street
Beijing, PRC

Telephone: 86-10-6652 3000

Facsimile: 86-10-6652 3171

- iv. Place of business of the Company in Hong Kong:

Suites 2906-08, AIA Central,
1 Connaught Road Central,
Hong Kong

Telephone: 852-2869 9098

Facsimile: 852-2869 9708

The Board as of the date of this announcement comprises Mr. Wang Hao (Chairman), Mr. Tang Jun (President) and Mr. Zhang Shengli who are the Executive Directors, Mr. Liu Xiaoguang, Mr. Song Fengjing and Mr. Shen Jianping who are the Non-Executive Directors, Mr. Ng Yuk Keung, Mr. Wang Hong and Mr. Li Wang who are the Independent Non-Executive Directors.