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# 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 DOMESTIC SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a domestic and non-H foreign shareholders class meeting (the “**Domestic Share Class Meeting**”) of Beijing Capital Land Ltd. (the “**Company**”) will be held on Monday, 28 September 2015 at 10:00 a.m. (or immediately after the conclusion of the H share class meeting (the “**H Share Class Meeting**”)) 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 Domestic Share Class Meeting 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.”

## **ORDINARY RESOLUTION**

### **Resolution in relation to the whitewash waiver**

2. **“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. 2 above at the Domestic Share Class Meeting. The Domestic Share Subscription Agreement and the transactions contemplated thereunder are also subject to the approval by the Independent Shareholders by way of special resolution at the EGM to be held on Monday, 28 September 2015 at 9:00 a.m. and 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). The Whitewash Waiver is also subject to the approval by the Independent Shareholders by way of ordinary resolution at the EGM to be held on Monday, 28 September 2015 at 9:00 a.m. and by the holders of H Shares by way of ordinary resolution at the H Share Class Meeting to be held on Monday, 28 September 2015 at 9:30 a.m. (or immediately after the conclusion of the EGM).

**(2) Registration procedures for the Domestic Share Class Meeting**

Shareholders who intend to attend the Domestic Share Class Meeting 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 Domestic Share Class Meeting 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 promoter 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 Domestic Share Class Meeting.
- iii. Shareholders or their proxies shall produce their identification documents when attending the Domestic Share Class Meeting.

**(4) Miscellaneous**

- i. The duration of the Domestic Share Class Meeting is expected not to exceed half a day. Shareholders who attend the Domestic Share Class Meeting shall arrange for their own transportation and accommodation at their own expenses.
- ii. All voting at the Domestic Share Class Meeting 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.*