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(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2868)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Beijing Capital Land Ltd. (the “Company”) will be held at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Friday, 29 April 2016 to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

“THAT:

1. the Directors’ Report of the Company for the year of 2015 be and is hereby approved and confirmed;
2. the Report of the Supervisory Committee of the Company for the year of 2015 be and is hereby approved and confirmed;
3. the audited financial statements and the Auditors’ Report of the Company for the year of 2015 be and are hereby approved and confirmed;
4. the scheme of profit distribution of the Company for the year of 2015 be and is hereby approved and confirmed;
5. the allocation proposal of long term incentive fund for the year of 2015 be and is hereby approved and confirmed;
6. the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company’s auditors for the year of 2016 be and is hereby approved and confirmed and the board of directors of the Company (the “Board”) be and is hereby authorized to determine their remunerations; and
7. to election and appointment Mr. John Wong Yik Chung as an independent non-executive Director, the term from the date of forthcoming AGM to the expiry of the fifth session of the Board being 4 December 2017.”

SPECIAL RESOLUTION

“THAT:

8. the Board be and is hereby granted a general and unconditional mandate to separately or concurrently issue, allot and deal with additional H shares (the “H Shares”) and/or domestic shares (the “Domestic Shares”) in the share capital of the Company:
 - (a) subject to no. 8(c) and no. 8(d) herein and pursuant to the listing rules of the relevant stock exchanges (as amended from time to time) and the PRC Company Law, the exercise by the Board of all the powers granted by the general and unconditional mandate to allot, issue and deal with the shares of the Company during the Relevant Period and to determine the terms and conditions for the allotment and issue of new shares including the following terms:
 - (1) class and number of new shares to be issued;
 - (2) issue price of new shares;
 - (3) starting and closing dates for the issue;
 - (4) class and number of new shares to be issued to existing shareholders of the Company; and
 - (5) making or granting of offers, agreements and options which might require the exercise of such powers.
 - (b) the approval in no. 8(a) herein shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of new H Shares and new Domestic Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval in no. 8(a) herein, otherwise than pursuant to the issue of shares by conversion of the surplus reserve into share capital in accordance with the PRC Company Law and the articles of association of the Company (the “Articles”), shall not exceed 20% of each of the existing H Shares and Domestic Shares;
 - (d) in exercising the powers granted under no. 8(a) herein, the Board shall comply with the listing rules of the relevant stock exchanges (as amended from time to time) and the PRC Company Law and shall obtain approvals from the China Securities Regulatory Commission and other relevant PRC authorities;

(e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the expiration of the 12-month period following the passing of this resolution;
 - (ii) the conclusion of the next annual general meeting of the Company following the passing of this resolution; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “Shareholders”) in a general meeting;
- (f) subject to the approvals by the relevant PRC authorities and upon the exercise of the powers pursuant to no. 8(a) herein in accordance with the PRC Company Law and other relevant laws and regulations, the Board be and is hereby authorized to increase the registered capital of the Company to the required amount and to act on behalf of the Company in respect of matters relating to registration with the relevant authorities in Hong Kong and the PRC and other necessary procedures;
- (g) the Board be and is hereby authorized to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issuance and listing of new shares, provided that the same shall not violate the relevant laws, administrative regulations, listing rules of the relevant stock exchanges and the Articles; and
- (h) subject to the approvals by the relevant PRC authorities and in accordance with the listing rules of the relevant stock exchanges, the Board be and is hereby authorized to make appropriate and necessary amendments to the Articles to reflect the alteration of the share capital and shareholding structures of the Company pursuant to the exercise of this mandate.”

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

Hong Kong, 29 March 2016

Notes:

1. For ordinary resolution no. 5 herein, the allocation proposal of long term incentive fund for the year of 2015 is set out in Appendix I to this notice.
2. For ordinary resolution no. 7 herein, biographical detail of Mr. John Wong Yik Chung as an independent non-executive Director is set out in Appendix II to this notice.

3. ELIGIBILITY TO ATTEND THE AGM

The Share register of the Company will be closed from Friday, 22 April 2016 to Friday, 29 April 2016 (both days inclusive), during which no transfer of Shares will be effected. The Shareholders whose names appear in the register of members of the Company at the close of business on Thursday, 21 April 2016 may attend the AGM after completing the registration procedures. In addition, the register of members will be closed from Friday, 6 May 2016 to Wednesday, 11 May 2016 (both days inclusive) for ascertaining the entitlement of the proposed final dividend, during which no transfer of shares will be registered.

4. REGISTRATION PROCEDURES FOR THE AGM

Shareholders who intend to attend the AGM 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 21 April 2016.

5. PROXY

- i. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the meeting on his behalf. A proxy needs 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 of the Company at the place of business of the Company in the PRC not less than 24 hours before the time for holding of the AGM, or by H Shareholders 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.
- iii. Shareholders or their proxies shall produce their identification documents when attending the AGM.

6. MISCELLANEOUS

- i. It is expected that the AGM will last for not more than half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all expenses in this connection.
- ii. The Company’s place of business in the PRC:
F17, Red Goldage
No. 2, Guang Ning Bo Street
Beijing
PRC
Tel: (86) 10-6652 3000
Fax: (86) 10-6652 3171
- iii. The Company’s place of business in Hong Kong:
Suites 2906–08
AIA Central
1 Connaught Road Central
Hong Kong
Tel: (852) 2869 9098
Fax: (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. Li Songping, 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.

APPENDIX I ALLOCATION PROPOSAL OF LONG TERM INCENTIVE FUND
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Reference is made to the long term incentive fund scheme of the Company (the “Long Term Incentive Fund Scheme”) which was adopted by the Company on 27 September 2007 and amended by the Company on 25 September 2009 and 14 March 2014 respectively.

For the year ended 31 December 2015, the operating result of the Company has met the requirements as set out in the Long Term Incentive Fund Scheme. As such, the Long Term Incentive Fund Scheme can be implemented for the year and the allocation proposal of distribution of the total incentive amount for the year of 2015 for the directors and supervisors is as follows:

10% of the total incentive amount for the year of 2015 to be allocated to directors and supervisors of the Company, it is proposed that 6% will be allocated to the Chairman of the Board. The remaining 4% thereof is proposed to be allocated to the non-executive directors and supervisors of the Company, and it is further proposed that the Shareholders shall authorize the Board to determine the actual amount of the incentive fund to be allocated to each individual therefor.

Mr. John Wong Yik Chung, aged 49, is a fellow member of Hong Kong institute of Certified Public Accountants and a fellow member of Australian Society of Certified Practicing Accountants. He also obtained a PRC Certificate of Independent Directorship in 2011. Mr. Wong was the assistant audit manager and the audit manager of PricewaterhouseCoopers from January 1992 to June 1996. Mr. Wong was the senior manager of Ernst & Young Global Limited from January 1996 to June 1998. He was the director of Vantage & Associates from July 1998 to December 1999. Mr. Wong was the director of Deloitte & Touche Corporate Finance Limited from January 2001 to March 2003. He was the director and senior consultant of Vantage Group and TMF Group from February 2003 to June 2010. Mr. Wong has been the director of Vantage Capitals Ltd. since January 2011. Mr. Wong served as the independent non-executive director of Golden Resources Development International Limited (a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), stock code: 677) from September 2004 to August 2015, Beijing North Star Company Limited (a company listed on the Stock Exchange, stock code: 588) from May 2009 to May 2015, General Steel Holdings Inc. (a company listed on the New York Stock Exchange, stock code: GSI) from August 2005 to July 2015, Western Securities Co., Ltd. (西部證券股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002673) from December 2007 to December 2014 and Biosino Bio-Technology and Science Incorporation (a company listed on the Stock Exchange, stock code: 8247) from March 2011 to December 2015. Mr. Wong was appointed as the independent non-executive director of Perfect Optronics Limited (a company listed on the Stock Exchange, stock code: 8311) with effect from January 2014, EcoGreen International Group Limited (a company listed on the Stock Exchange, stock code: 2341) with effect from June 2004, Long Ji Tai He Holding Limited (a company listed on the Stock Exchange, stock code: 1281) with effect from October 2015, and Yang Guang Co., Ltd. (陽光新業地產股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000608) with effect from November 2008. Mr. Wong obtained his Bachelor degree in Economics from the University of Melbourne, Australia in 1991.

A service contract for a term of from the date of the forthcoming annual general meeting to the expiry of the fifth session of the Board being 4 December 2017 will be entered into between Mr. Wong and the Company upon the appointment of Mr. Wong as independent non-executive Director being approved at the forthcoming annual general meeting. Mr. Wong will be entitled to a remuneration of RMB270,000 per annum, which is fixed by the Board pursuant to the authority granted by the Shareholders at the general meeting by reference to the independent non-executive Director’s duty, responsibilities and performance, results of the Group and other factors which the Board may consider relevant and appropriate

Save as disclosed above, as at the date of this announcement, Mr. Wong does not (i) have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); and (iii) hold any directorships in other listed companies in Hong Kong or overseas in the last three years. Save as disclosed above, Mr. Wong has confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matters that needs to be brought to the attention of the shareholders of the Company in relation to Mr. Wong’s appointment as an independent non-executive Director.