



# 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)

### Proxy Form for H Share Class Meeting to be held on 13 May 2016 (or at any adjournment thereof)

No. of shares to which this Proxy relates <sup>7</sup>	
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I/We<sup>2</sup> \_\_\_\_\_  
(of \_\_\_\_\_ )  
being the registered holder(s) of H share(s) of Beijing Capital Land Ltd. (the "Company") HEREBY APPOINT the Chairman of the H Share Class Meeting of the Company or<sup>3</sup> \_\_\_\_\_  
(of \_\_\_\_\_ )  
as my/our proxy at the H Share Class Meeting of the Company (or at any adjournment thereof) to be held at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, the People's Republic of China on Friday, 13 May 2016 at 9:30 a.m. (or immediately after the conclusion of extraordinary general meeting) for the purpose of considering and, if thought fit, passing the resolutions as set out in the Notice of H Share Class Meeting dated 27 April 2016 and at the H Share Class Meeting to vote on my/our behalf in respect of the resolutions as directed below:-

Special Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	Resolution in relation to the proposal on the proposed A Share Offering		
2.	Resolution in relation to the proposal on the distribution plan for undistributed accumulated profit before the proposed A Share Offering		
3.	Resolution in relation to the proposal on granting authorisation to the Board to handle matters in relation to the proposed A Share Offering		
4.	Resolution in relation to the A Share price stabilisation plan for the three years following the proposed A Share Offering		
5.	Resolution in relation to the proposal on undertakings regarding the disclosure of information in the prospectus published in connection with the proposed A Share Offering		
6.	Resolution in relation to the proposal on dilution of immediate returns as a result of the proposed A Share Offering and remedial measures		

Signed this day of \_\_\_\_\_, 2016.

Signature(s) \_\_\_\_\_

Holder(s) of H shares

**Notes:-**

- Please insert the number of H shares relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all such shares in the capital of the Company registered in your name(s).
- Please insert full name(s) (in Chinese and English) and registered address(es) (as shown in the register of members of the Company) in BLOCK LETTERS.
- A proxy need not be a member of the Company. A holder of H shares is entitled to appoint a proxy to attend and vote in his/her stead. If such an appointment is made, you may delete the words "the Chairman of the H Share Class Meeting of the Company or" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a "✓" in the appropriate space how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the H Share Class Meeting other than those referred to in the Notice of H Share Class Meeting.
- In the case of joint holders, the vote of the senior who tenders as vote, whether in person or by proxy or by representative, will be accepted to the execution of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be under its common seal or under the hand of an officer or attorney duly authorised. If the proxy form is signed by your attorney, the written authorization or other authorization documents of such attorney should be notarized.
- In order to be valid, the holders of H shares must be delivered to the place of business of the Company in Hong Kong or the H Share registrar of the Company within 24 hours before the time of the holding of the H Share Class Meeting. 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.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the H Share Class Meeting if you so wish.
- The description of the resolutions is by way of summary only. The full text appears in the Notice of H Share Class Meeting dated 27 April 2016.