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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 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 Friday, 13 May 2016 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 27 April 2016 issued by the Company (the “Circular”) shall have the same meanings when used herein unless otherwise specified:

### **SPECIAL RESOLUTIONS**

To consider and, if thought fit, pass the following resolutions as special resolutions:

1. proposal on the proposed A Share Offering;
2. proposal on the distribution plan for undistributed accumulated profit before the proposed A Share Offering;
3. proposal on granting authorisation to the Board to handle matters in relation to the proposed A Share Offering;
4. proposal on the profit distribution policy following the proposed A Share Offering;
5. the A Share price stabilisation plan for the three years following the proposed A Share Offering;
6. proposal on undertakings regarding the disclosure of information in the prospectus published in connection with the proposed A Share Offering;

7. proposal on dilution of immediate returns as a result of the proposed A Share Offering and remedial measures;
8. the proposed amendments to the Articles;
9. the proposed rules of procedure of the general meeting of Shareholders;
10. the proposed rules of procedure of meetings of Directors;
11. the proposed rules of procedure of meetings of supervisors;

### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. proposal on the use of proceeds of the proposed A Share Offering and the feasibility analysis;
2. proposal on the dividend return plan for the three years following the proposed A Share Offering;
3. the report on the use of proceeds from previous fund raising activities;
4. the self-assessment report on the Company's property development business and related undertakings;
5. the appointment of the auditors for the proposed A Share Offering;
6. the proposed work instructions for independent Directors;
7. the proposed measures for administration of related party transactions;
8. the proposed measures for administration of the provision of external guarantees;
9. the proposed measures for administration of external investment (referred to as rules on investments management in the Announcement);
10. the proposed measures for administration of raised funds; and

11. the proposed detailed rules on implementation of cumulative voting system.

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

Hong Kong, 27 April 2016

*Notes:*

**(1) Voting arrangements**

Special resolutions no.s 1, 2, 3, 5, 6 and 7 above 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 Friday, 13 May 2016 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 Friday, 13 May 2016 at 10:00 a.m. (or immediately after the conclusion of the H 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 Thursday, 5 May 2016.

**(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. 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.*