

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Capital Land Ltd., you should at once hand this circular, together with the enclosed form of proxy and reply slip, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

PROPOSED ELECTION AND APPOINTMENT OF DIRECTOR

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening the EGM to be held on Tuesday, 24 May 2016 at 9:00 a.m. at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, the PRC, together with the reply slips and forms of proxy are enclosed herein.

If you intend to attend the EGM, please complete and return the enclosed reply slips and forms of proxy in accordance with the instruction printed thereon as soon as possible, and in any event no later than Monday, 16 May 2016 for the reply slips and no less than 24 hours before the time appointed for the meetings or any adjourned meetings thereof for the forms of proxy.

Completion and return of the forms of proxy will not preclude you from attending and voting in person at the meetings or any adjourned meetings thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.

9 May 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Introduction	2
Proposed Election and Appointment of Director	2
EGM	3
Recommendations	4
APPENDIX I — Biographical details of the proposed Director	5
Notice of EGM	6

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Capital Group”	Beijing Capital Group Co., Ltd.* (北京首都創業集團有限公司), a state-owned enterprise incorporated in the PRC on 26 October 1994 and under the direct supervision of the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality* (北京市人民政府國有資產監督管理委員會), the controlling shareholder of the Company
“Company”	Beijing Capital Land Ltd. (首創置業股份有限公司), a joint stock company incorporated in the PRC with limited liability and whose H Shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the Extraordinary General Meeting of the Company to be held on 24 May 2016 at 9:00 a.m. at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, PRC to approve the proposed election and appointment of a non-executive Director
“EGM Notice”	the notice of the EGM
“H Share(s)”	the ordinary shares of RMB1.00 each of the Company which are issued outside the PRC, listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	6 May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	the People’s Republic of China excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *for identification purposes only*

LETTER FROM THE BOARD



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)

Executive Directors:

Wang Hao (Chairman)
Tang Jun (President)
Zhang Shengli

Non-executive Directors:

Li Songping
Song Fengjing
Shen Jianping

Independent non-executive Directors:

Wang Hong
Li Wang
John Wong Yik Chung

Legal address:

Room 6008, Block 1
No.26 Qingchun Road
Huairou District
Beijing
PRC

Place of business in the PRC:

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

Place of business in Hong Kong:

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

9 May 2016

To the Shareholders

Dear Sir or Madam,

PROPOSED ELECTION AND APPOINTMENT OF DIRECTOR

I. INTRODUCTION

The purpose of this circular is to provide you with information on proposed election and appointment of Director.

II. PROPOSED ELECTION AND APPOINTMENT OF DIRECTOR

On 6 May 2016, the Board announced that, Ms. Sun Baojie (“Ms. Sun”) has been nominated as a candidate for election at the EGM as a non-executive Director subject to the approval by the Shareholders. The proposed term of service will be for the period from the date of forthcoming EGM to the expiry of the fifth session of the Board being 4 December 2017.

LETTER FROM THE BOARD

Biographical detail of Ms. Sun is set out in Appendix I to this circular as required under Rule 13.51(2) of the Listing Rules to enable the Shareholders to make an informed decision on their election.

III. EGM

Set out on pages 6 to 7 of this circular is a notice of the EGM to be held on Tuesday, 24 May 2016 at 9:00 a.m. at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, PRC for the purpose of considering and, if thought fit, passing a ordinary resolution to approve the election and appointment of the non-executive Director.

The Articles provide that those Shareholders who intend to attend any Shareholders' general meeting shall send a written reply to the Company 7 days before the date of the meeting (the "Reply Date"). In case the written replies received from the Shareholders indicating their intention to attend the EGM represent holders of less than one half of the total number of Shares with voting rights, the Company shall within 5 days after the Reply Date inform the Shareholders in the form of a public announcement the matters to be considered at the EGM, and the date and place of the meeting. The relevant general meeting may be convened after such announcement has been published.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, please complete the form of proxy and return the same to the Company's place of business in the PRC (for holders of Domestic Shares and Non-H Foreign Shares) or place of business in Hong Kong or H Share Registrar (for holders of H Shares) no later than 24 hours before the time appointed for the meeting.

In view of the above requirements in respect of the meeting convened by the notice of the EGM, you are urged to complete and return the form of proxy and the reply slip enclosed, whether or not you intend to attend the EGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meetings thereof should you desire and in such event, the relevant form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the EGM will be voted by poll. No Shareholder is required to abstain from voting for the resolutions proposed at the EGM.

LETTER FROM THE BOARD

IV. RECOMMENDATIONS

The Board believes that proposed election and appointment of the non-executive Director is in the interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
Tang Jun
President

Non-executive Director

Ms. Sun Baojie, aged 45. Ms. Sun joined the Capital Group in June 1993 and had been serving as the department manager of Beijing Capital Sunshine Real Estate Development Co., Ltd. and the general manager of its subsidiaries from June 1993 to 2001, the general manager of the subsidiaries of the Company from August 2002 to December 2005, the vice president of the Company from January 2006 to October 2013, and the general manager of Beijing Capital Investment Limited from October 2013 to present. Ms. Sun graduated from the Faculty of Investment and Economic Management of The Central University of Finance and Economics (中央財政金融大學) with a bachelor degree of economics in June 1993, graduated from Renmin University of China (中國人民大學) with a postgraduate degree majoring in investment and economics in December 1998, and graduated from Fordham University in the United States with a master degree of business administration in 2005. A service contract for a term from the date of the forthcoming EGM to the expiry of the fifth session of the Board being 4 December 2017 will be entered into between Ms. Sun and the Company. Ms. Sun's remuneration is fixed by the Board with the authority granted by the Shareholders at the general meeting by reference to the Director's duties, responsibilities and performance, results of the Group and other factors which the Board may consider relevant and appropriate. Save for disclosed herein, Ms. Sun does not (i) have any relationship with any other Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) hold any other position with the Company and other members of the Group; (iii) hold any directorships in other listed public companies over the past three years; and (iv) hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information in relation to proposed non-executive Director required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the election and appointment that need to be brought to the attention of the Shareholders.

NOTICE OF EGM



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 IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Beijing Capital Land Ltd. (the “Company”) will be held on Tuesday, 24 May 2016 at 9:00 a.m. at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, the People's Republic of China to consider and, if thought fit, to pass the following resolutions:-

ORDINARY RESOLUTION

1. “**THAT** the election and appointment of Ms. Sun Baojie as a non-executive director of the Company which is to take effect from the date of EGM to the expiry of the fifth session of the Board being 4 December 2017, be and is hereby approved.”

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

Hong Kong, 9 May 2016

Notes:

1. **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 Monday, 16 May 2016.

2. **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 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 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.

NOTICE OF EGM

3. 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