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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 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 9:00 a.m. on Monday, 18 July 2016 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 30 June 2016 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

Resolution in relation to the Disposal (including, among other things, the Amended Non-Competition Deed)

1. “THAT:

- (a) the Disposal Agreements and the Amended Non-Competition Deed (as defined and described in the circular of the Company dated 30 June 2016 (the “**Circular**”), a copy of each of the Disposal Agreements and the Amended Non-Competition Deed, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “**A**”, “**B**”, “**C**” and “**D**” respectively) and the transactions contemplated thereunder and in connection with the Disposal and the Potential Placing(s), be and are hereby approved, confirmed and ratified; and
- (b) any one of the Directors of the Company be and is hereby generally and unconditionally authorized to do all such acts and things and execute all such documents and to take all such steps as he or she considers necessary or expedient or desirable in connection with or to give effect to the Disposal Agreements and the Amended Non-Competition Deed and to implement the transactions contemplated thereunder and matters in connection with the Disposal and the Potential Placing(s) to agree to such variation, amendments or waivers of matters relating thereto as are, in the opinion of the board of Directors of the Company, in the interest of the Company.”

Resolution in relation to the Subscription

2. “THAT:

- (a) the Subscription Agreement (as defined and described in the Circular), a copy of the Subscription Agreement, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “E”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one of the Directors of the Company be and is hereby generally and unconditionally authorized to do all such acts and things and execute all such documents and to take all such steps as he or she considers necessary or expedient or desirable in connection with or to give effect to the Subscription Agreement and to implement the transactions contemplated thereunder and matters in connection with the Subscription to agree to such variation, amendments or waivers of matters relating thereto as are, in the opinion of the board of Directors of the Company, in the interest of the Company.”

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

Hong Kong, 30 June 2016

Notes:

(1) Voting arrangements

As disclosed in the Circular, Capital Group, its close associates (including BCG, China Resource Products Limited and Yieldwell International Enterprise Limited) and any Shareholder who has a material interest in the Disposal Agreements, the Subscription Agreement, the Amended Non-Competition Deed and the transactions contemplated thereunder will abstain from voting on the relevant resolution(s) to be proposed at the EGM for approving the proposed Disposal Agreements, the Subscription Agreement, the Amended Non-Competition Deed and the transactions contemplated thereunder.

(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 Sunday, 10 July 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 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 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 notice comprises Mr. Wang Hao (Chairman) and Mr. Tang Jun (President) who are the Executive Directors, Mr. Li Songping, Mr. Song Fengjing, Mr. Shen Jianping and Ms. Sun Baojie who are the Non-Executive Directors, Mr. Wang Hong, Mr. Li Wang and Mr. Wong Yik Chung, John who are the Independent Non-Executive Directors.