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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 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, 16 December 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:

SPECIAL RESOLUTIONS

1. **“THAT** each of the following proposed arrangements in respect of the public offering corporate bonds (the “Public Offering Bonds”) and private placement corporate bonds (the “Private Placement Bonds”) (collectively, the “Domestic Corporate Bonds”) to be issued in the PRC (the “Bond Issue”) be and is hereby separately approved, subject to the conditions PRC of the bond market:
 - (1) Issuer: Beijing Capital Land Ltd.
 - (2) Place of Issue: People’s Republic of China
 - (3) Size of Bond Issue: The aggregate principal amount under the Public Offering Bonds and Private Placement Bonds shall not be more than RMB10 billion, of which the Public Offering Bonds not more than RMB5 billion, shall be issued in one or more tranches in each case
 - (4) Types of Bond:

Public Offering Bonds

- (a) Arrangement Public issuance to qualified investors
- (b) Maturity The Public Offering Bonds under this issue have a maturity of not exceeding ten years, which can either be a single maturity, or a mixed category of multiple maturities
- (c) Use of proceeds The proceeds of the Public Offering Bonds are used to repay the existing debts of the Company in full. The specific use of proceeds shall seek the authority granted to the Board at a general meeting, or within the scope as permitted by any one of executive Directors at the EGM, and be determined in accordance with the capital requirements of the Company
- (d) Term of validity of the resolutions The term of validity of the special resolutions in relation to Bond Issue passed at EGM will expire 36 months after the date of the passing of such resolutions

Private Placement Bonds

- (a) Arrangement Public issuance to qualified investors
- (b) Maturity The Public Offering Bonds under this issue have a maturity of not exceeding seven years, which can either be a single maturity, or a mixed category of multiple maturities
- (c) Use of proceeds The proceeds of the Private Placement Bonds are used to repay the existing debts of the Company in full. The specific use of proceeds shall seek the authority granted to the Board at a general meeting, or within the scope as permitted by any one of executive Directors at the EGM, and be determined in accordance with the capital requirements of the Company
- (d) Term of validity of the resolutions The term of validity of the special resolutions in relation to Bond Issue passed at EGM will expire 36 months after the date of the passing of such resolutions”

2. **“THAT** the board of directors of the Company or any one of the executive Directors be and is hereby generally and unconditionally authorized to handle all matters relating to the Bond Issue, which includes but not limited to the following:
- (a) to formulate a specific plan for this issue of Domestic Corporate Bonds according to actual market conditions, including but not limiting to the respective issuance size of Public Offering Bonds and Private Placement Bonds, timing of issuance, whether to issue in tranches, bond categories, aggregate amount of each tranche, methods of issuance, maturity, use of proceeds, coupon rates and pricing methods, relevant guarantee arrangements, rating arrangements, arrangements for the repayment of principal and the payment of interests, repayment security matters, listing and trading venue for Public Offering Bonds, the bidding and transfer venue for Private Placement Bonds, etc.;
 - (b) to decide and appoint relevant intermediaries and entrusted manager for this Bond Issue;
 - (c) to deal with any relevant matters relating to this listing/bidding and transfer of the Domestic Corporate Bonds;
 - (d) to take any and all necessary, beneficial or appropriate actions in relation to this issue of Domestic Corporate Bonds and listing/bidding and transfer, including but not limiting to approving and executing all necessary contracts, agreements and documents, and disclosing relevant information pursuant to applicable regulatory requirements, and to approve, confirm and ratify such actions and steps as undertaken by the Board or authorized Director in relation to the Bond Issue;
 - (e) to determine whether to proceed this issuance of the Domestic Corporate Bonds according to the recommendations made by regulatory authorities or new market conditions, and make relevant adjustments to matters relating to the specific arrangement of the Corporate Bonds in the event that there are changes in the policies relating to the issuance of corporate bonds by the regulatory authorities or changes in prevailing market conditions, save as matters that require re-approval at the general meeting pursuant to the requirements of relevant laws, regulations and the Articles of Association;
 - (f) to handle with matters relating to the repayment of principal and interests of Domestic Corporate Bonds;

- (g) to deal with relevant disclosure and approval in accordance with the requirements of the Listing Rules; and
- (h) to decide and handle with all other matters relating to this issue of the Domestic Corporate Bonds.

The authority granted to the Board or any one of the executive Directors to deal with the above matters relating to the issue of Domestic Corporate Bond shall take effect from the date of approving such authority at the general meeting until the date when all the authorized matters in relation to the issue of Domestic Corporate Bonds have been completed.”

3. “**THAT** the following measures to be implemented by the Company, as a minimum, in the event of expected inability to repay the principal or interests of the Domestic Corporate Bonds as scheduled or the Company is unable to repay the principal or interests of the Domestic Corporate Bonds as they become due be and are hereby approved:
- (a) no dividends shall be distributed to Shareholders;
 - (b) suspend capital expenditure, such as major external investments, acquisitions and mergers;
 - (c) reduce or suspend the payment of salary and bonus to the Directors and senior management; and
 - (d) no key officers shall be allowed to resign from office.”

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

Hong Kong, 30 November 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 Thursday, 8 December 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 Shareholders 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.
- iii. Shareholders or their proxy or proxies shall produce their identification documents when attending the 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

The Board as of the date of this announcement comprises Mr. Li Songping (Chairman) who is the Non-Executive Director, Mr. Tang Jun (President) who is the Executive Director, Ms. Sun Baojie, Mr. Sun Shaolin, Mr. Su Jian and Mr. Yang Weibin who are the Non-Executive Directors, and Mr. Wang Hong, Mr. Li Wang and Mr. Wong Yik Chung, John who are the Independent Non-Executive Directors