

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.

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## PROPOSED NON-PUBLIC ISSUE OF DEBT FINANCING PLAN ON CFAE

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 3 to 6 of this circular.

A notice convening the EGM to be held on Tuesday, 1 August 2017 at 9:00 a.m. at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, the PRC, together with the reply slip and form of proxy are enclosed herein.

If you intend to attend the EGM, please complete and return the enclosed reply slip and form of proxy in accordance with the instruction printed thereon as soon as possible, and, in case of the reply slip, in any event no later than Monday, 24 July 2017, and, in case of the form of proxy, no less than 24 hours before the time appointed for the meeting or any adjourned meeting thereof.

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.

14 July 2017

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“BOB”	Bank of Beijing Co., Ltd.
“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 Beijing Municipal Government, the controlling shareholder of the Company and a connected person of the Company
“CFAE”	Beijing Financial Assets Exchange Co. Ltd.
“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
“Debt Financing Plan”	The proposed non-public issue of debt financing plan on CFAE, with the BOB as underwriter and a principal amount up to RMB2 billion in aggregate
“Director(s)”	the director(s) of the Company
“EGM”	the Extraordinary General Meeting to be held at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, PRC to approve the Debt Financing Plan and the authorization of the Board in relation to the Debt Financing Plan, the notice of which is set out in this circular
“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

## DEFINITIONS

“Latest Practicable Date”	12 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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 circular, 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



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)

*Non-Executive Director:*

Li Songping (*Chairman*)

*Executive Directors:*

Tang Jun (*President*)

Li Xiaobin

*Non-Executive Directors:*

Sun Baojie

Sun Shaolin

Su Jian

*Independent Non-Executive Directors:*

Wang Hong

Li Wang

Wong Yik Chung, John

*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

14 July 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED NON-PUBLIC ISSUE OF  
DEBT FINANCING PLAN ON CFAE**

**I. INTRODUCTION**

On 14 July 2017, the Board resolved to submit to Shareholders for consideration and approval of the proposed non-public issue of Debt Financing Plan on CFAE, with a principal amount up to RMB2 billion in aggregate, at the EGM. The purpose of this circular is to provide you with information on the proposed Debt Financing Plan.

**II. PROPOSED ISSUE OF DEBT FINANCING PLAN ON CFAE**

**1. Background**

The Board resolved to submit to Shareholders for consideration and approval of the proposed non-public issue of Debt Financing Plan on CFAE, with a principal amount up to RMB2 billion in aggregate, at the EGM. The proceeds are mainly used for project development and construction.

## LETTER FROM THE BOARD

### 2. Proposed Issue of Debt Financing Plan

The proposed arrangements of the Debt Financing Plan are as follows:

1. Issuer: Beijing Capital Land Ltd.
2. Place of issue: The People's Republic of China
3. Size of issue: No more than RMB2 billion
4. Maturity: Up to 3 years
5. Financing cost: Subject to specific market conditions and timing of issue
6. Interest payment method: Quarterly
7. Principal repayment method: Repayment of principal by installment
8. Proposed use of proceeds: Project development and construction
9. Credit enhancement condition: Capital Group provides maximum irrevocable joint liability guarantee with 100% principal and interest for the issue of Debt Financing Plan
10. Underwriter: BOB

### 3. Granting of authorization to the Board or any one of the executive directors to deal with matters relating to the Debt Financing Plan

To ensure the smooth issue of the proposed Debt Financing Plan, it is proposed that the Board or any one of the executive directors be authorized by the Shareholders at the EGM generally and unconditionally to deal with all matters relating to the Debt Financing Plan, including but not limited to the number of tranches, timing of each tranche, maturity, size, interest rate, method of repayment of principal and interest, intermediary to be engaged, execution of related agreements such as the underwriting agreement and supplementary agreement (if any) and other legal documents as well as the discretion to make amendments and adjustments to relevant transaction documents to be entered into by the Company subject to the determined transaction framework.

The authorisation to the Board or any one of the executive directors to deal with matters related to said issue of Debt Financing Plan will be valid from the date when the approval is obtained at the general meeting until the date when all matters related to the authorization of the Debt Financing Plan are completed.

## LETTER FROM THE BOARD

#### **4. Reasons for the proposed Debt Financing Plan and its benefit to the Shareholders**

The Board believes that the Debt Financing Plan can raise funds within a shorter time for financing project development and construction and reduce the finance cost of the Company effectively. Therefore, the relevant terms of the Debt Financing Plan are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

### **III. EGM**

Set out on pages EGM-1 to EGM-3 of this circular is a notice of the EGM to be held on Tuesday, 1 August 2017 at 9:00 a.m. at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, PRC for the purpose of passing a special resolution to approve proposed issue of Debt Financing Plan.

The Articles provide that those Shareholders who intend to attend any Shareholders' general meeting of the Company shall send a written reply to the Company 7 days before the date of the meeting (the "Reply Date"). In case that 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 intend 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 Hong Kong or the Register of H shares of the Company (for holders of H Shares) as soon as possible and 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 interested in proposed issue of Debt Financing Plan, and no Shareholder therefore is required to abstain from voting for the resolutions proposed at the EGM.

## LETTER FROM THE BOARD

### IV. RECOMMENDATIONS

The Directors believe that the relevant terms of proposed non-public issue of Debt Financing Plan on CFAE is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend all of shareholders to vote in favour of relevant resolutions set out in the notice of EGM.

Yours faithfully,  
By order of the Board  
**Li Songping**  
*Chairman*



## NOTICE OF EGM



(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, 1 August 2017 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** approve each of following proposed arrangements in respect of the non-public issue of Debt Financing Plan on CFAE:
  1. Issuer: Beijing Capital Land Ltd.
  2. Place of issue: The People’s Republic of China
  3. Size of issue: No more than RMB2 billion
  4. Maturity: Up to 3 years
  5. Financing cost: Subject to specific market conditions and timing of issue
  6. Interest payment method: Quarterly
  7. Principal repayment method: Repayment of principal by installment
  8. Proposed use of proceeds: Project development and construction
  9. Credit enhancement condition: Capital Group provides maximum irrevocable joint liability guarantee with 100% principal and interest for the issue of Debt Financing Plan
  10. Underwriter: BOB”

## NOTICE OF EGM

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 Debt Financing Plan, including but not limited to the number of tranches, timing of each tranche, maturity, size, interest rate, method of repayment of principal and interest, intermediary to be engaged, execution of related agreements such as the underwriting agreement and supplementary agreement (if any) and other legal documents as well as the discretion to make amendments and adjustments to relevant transaction documents to be entered into by the Company subject to the determined transaction framework.”

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

Hong Kong, 14 July 2017

*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, 24 July 2017.

**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. All Shareholders who attend the EGM shall arrange for their own transportation and accommodation at their own expenses.

ii. All votings 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