

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.



*(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, 31 October 2017 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, 23 October 2017 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.

13 October 2017

# CONTENTS

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

## 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 Tuesday, 31 October 2017 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 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” | 11 October 2017, 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                                                                                                                                                                                             |
| “Shareholders”            | shareholders of the Company                                                                                                                                                                                                                                                                                                                |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                                                    |

\* For identification purpose only



(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

13 October 2017

*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

The Board currently consists of nine Directors, including two executive Directors Mr. Tang Jun and Mr. Li Xiaobin, four non-executive Directors namely Mr. Li Songping, Ms. Sun Baojie, Mr. Sun Shaolin and Mr. Su Jian and three independent non-executive Directors namely Mr. Wang Hong, Mr. Li Wang and Mr. Wong Yik Chung, John.

## LETTER FROM THE BOARD

On 13 October 2017, the Board announced that, due to allocation of duty, Ms. Sun Baojie (“Ms. Sun”) will resign as non-executive Director in the forthcoming EGM. Ms. Sun confirmed that she has no disagreement with the Board and the Company and there is no other matter in relation to her resignation that needs to be brought to the attention to the Shareholders.

The Board also announced that, Mr. Su Zhaohui (“Mr. Su”) was nominated as the non-executive Director of the Company subject to the approval by the Shareholders in the forthcoming EGM. The proposed tenure shall be from the date of forthcoming EGM to the expiry of the fifth session of the Board (i.e. 4 December 2017).

Biographical details of proposed non-executive Director are 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 of their election.

### III. EGM

Set out on pages EGM-1 to EGM-2 of this circular is a notice of the EGM to be held on Tuesday, 31 October 2017 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 Hong Kong (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  
**Li Songping**  
*Chairman*

**NON-EXECUTIVE DIRECTOR**

Mr. Su Zhaohui (蘇朝暉), aged 48, is currently a senior economist. Mr. Su joined Capital Group served as the deputy general manager since August 2011, and has been the general counsel of Capital Group since September 2015, and took position as a member of the standing party committee of Capital Group since March 2017. Prior to joining Capital Group, Mr. Su worked at China Golden Newspaper (中國黃金報社) from July 1991 to July 1998, successively served as editor, director of the No. 1 editorial office and editorial director. He worked at the State Gold Administration Bureau of the State Economic and Trade Commission (國家經濟貿易委員會黃金管理局) from July 1998 to January 2004, successively served as office cadre, deputy researcher and deputy director of the office. He worked at China National Gold Group Corporation (中國黃金集團公司) from January 2004 to August 2011, successively served as the director of the office, the head of the office (legal service department) and the general counsel of the group. Mr. Su obtained a bachelor's degree in law from Huazhong University of Science and Technology (華中理工大學) in July 1991, and a master's degree in law from Renmin University of China (中國人民大學) in July 2002.

A service contract for a term the date of forthcoming EGM to the expiry of the fifth session of the Board being 4 December 2017 will be entered into between Mr. Su and the Company. Mr. Su's remuneration is fixed by the Board pursuant to the authority granted by the Shareholders at the general meeting by reference to the Director's duty, responsibilities and performance, results of the Group and other factors which the Board may consider relevant and appropriate.

Save for disclosed above, Mr. Su does not (i) have any relationship with any other Directors, Supervisors, senior management or substantial 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 in the last 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 information in relation to Mr. Su 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



*(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, 31 October 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 resolution:

### ORDINARY RESOLUTION

1. “**THAT** the election and appointment of Mr. Su Zhaohui 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  
**Beijing Capital Land Ltd.**  
**Lee Sze Wai**  
*Company Secretary*

Hong Kong, 13 October 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, 23 October 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. 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