

IMPORTANT

重要提示

Reference is made to the prospectus issued by Beijing Capital Land Ltd. (the “Company”) dated 24 December 2019 in relation to the H Share Rights Issue (the “Prospectus”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述首創置業股份有限公司(「本公司」)所刊發日期為二零一九年十二月二十四日有關H股供股的章程(「供股章程」)。除文義另有所指外，本文件所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON WEDNESDAY, 15 JANUARY 2020 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER” BELOW).

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並請即處理。本暫定配額通知書所載的要約將於二零二零年一月十五日(星期三)(或下文「惡劣天氣的影響」一節所述的有關較後日期及/或時間)下午四時正屆滿。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, A LICENSED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書或將採取的行動有任何疑問，應諮詢閣下的股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph headed “14. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同供股章程以及供股章程附錄三中「14. 送呈公司註冊處處長的文件」一段所述的其他文件的副本，已依據香港法例第32章公司(清盤及雜項條文)條例第342C條規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對任何此等文件的內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representations 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 document.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Dealings in the H Shares, the H Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker or a licensed dealer in securities or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

H股股份、未繳股款及繳足股款的H股供股股份的買賣可透過中央結算系統進行交收，閣下應諮詢閣下的股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排的詳情，以及有關安排對閣下的權利及權益可能構成的影響。

Subject to the granting of listing on the Stock Exchange of, and permission to deal in, the H Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the H Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待供股股份(以未繳股款及繳足股款方式)獲批准於聯交所上市及買賣，並符合香港結算的股份收納規定後，H股供股股份(以未繳股款及繳足股款方式)將獲香港結算接納為合資格證券，以於中央結算系統內寄存、結算及交收，由未繳股款及繳足股款H股供股股份各自於聯交所開始買賣日期(或香港結算釐定的其他日期)起生效。聯交所參與者之間於任何交易日的交易須於其後第二個結算日在中央結算系統交收。於中央結算系統進行的一切活動均須遵守不時生效的《中央結算系統一般規則》及《中央結算系統運作程序規則》。

This PAL and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本暫定配額通知書及據此的所有申請均須受香港法例監管，並按其詮釋。

The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

供股章程文件並無亦將不會根據香港以外任何司法權區的適用證券法例登記或存檔。向香港以外司法權區派發供股章程文件可能受法律限制。獲得供股章程文件者應自行瞭解及遵守任何有關限制。未有遵從該等限制可能構成違反任何有關司法權區之證券法律。

Existing H Shares have been dealt on an ex-rights basis from Tuesday, 17 December 2019. Dealings in the Nil-Paid H Rights are expected to take place from Monday, 30 December 2019 to Friday, 10 January 2020 (both days inclusive). If the conditions of the H Share Rights Issue as set out in the paragraph headed “Conditions of the H Share Rights Issue” under the section headed “Letter from the Board” of the Prospectus are not fulfilled, the H Share Rights Issue will not proceed.

自二零一九年十二月十七日(星期二)起，現有H股已按除權基準進行交易。未繳股款H股供股權預期將於二零一九年十二月三十日(星期一)至二零二零年一月十日(星期五)(首尾兩天包括在內)期間買賣。倘供股章程董事會函件一節內「H股供股之條件」一段所載H股供股條件未獲達成，H股供股將不會進行。

The Underwriting Agreement contains provisions entitling the Independent Underwriter by notice in writing to terminate the Underwriting Agreement upon occurrence of certain events described in the section headed “Termination of the Underwriting Agreement” in the Prospectus. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, or if the underwriting obligations of the Underwriters, which are several by nature, are not discharged, and where BCG has not exercised its right to take up additional Underwritten Shares which are not taken up by the Independent Underwriters, the H Share Rights Issue may not be fully underwritten and the size of the Rights Issue as a whole may be reduced accordingly to the extent, among others, necessary for the Company to satisfy the minimum public float requirements under the Listing Rules. As there is no requirement for minimum level(s) of subscription of the Rights Issue under the constitutional documents of the Company and the applicable laws in Hong Kong and the PRC, there is no minimum amount which must be raised in the Rights Issue in the event it proceeds on a non-fully underwritten basis.

包銷協議載列賦予獨立包銷商可於發生供股章程終止包銷協議一節所述之若干事件時透過書面通知之方式終止包銷協議權利之條文。倘包銷協議未有成為無條件或倘根據其條款遭終止，或包銷商未能履行包銷責任(屬個別性質)及倘首創華星並無行使權利以承購未獲獨立包銷商承購的額外包銷股份，H股供股未必獲全數包銷，以及整體供股規模或會相應減少，此減少以(其中包括)本公司符合上市規則項下的最低公眾持股量規定的需要程度為限。由於本公司的章程文件以及香港及中國的適用法律，概無對供股的最低認購水平有任何規定，因此，即使供股按未獲全數包銷之基準進行，亦無需達到最少籌集金額。



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)

(在中華人民共和國註冊成立的股份有限公司)

H Share Registrar:
Computershare
Hong Kong Investor
Services Limited
Shops 1712-1716,
17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai
Hong Kong

H股股份過戶登記處:
香港中央證券登記有限公司
香港
灣仔皇后大道東183號
合和中心
17樓1712-1716號舖

(Stock Code: 2868)
(股份代號: 2868)

**Registered office of
the Company:**

本公司註冊辦事處:
Room 3071, 3/F Office,
Block 4,
No. 13 Kaifang East Road,
Huairou District,
Beijing, PRC
中國北京市
懷柔區
開放東路13號院4號樓
第三層辦公區3071室

H SHARE RIGHTS ISSUE OF 5 H RIGHTS SHARES FOR EVERY 10 EXISTING H SHARES AT A SUBSCRIPTION PRICE OF HK\$1.87 PER H RIGHTS SHARE HELD ON THE RECORD DATE

按於登記日期每持有10股現有H股
可獲配發5股H股供股股份之基準
以每股H股供股股份認購價1.87港元
進行H股供股

**PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER
THAN 4:00 P.M. ON WEDNESDAY, 15 JANUARY 2020**

股款須於接納時
(不遲於二零二零年一月十五日(星期三)下午四時正)全數繳足

PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

**Principal place of
business in the PRC:**

中國主要營業地點:
F17, Red Goldage,
No. 2, Guang Ning Bo Street,
Beijing, PRC
中國北京市
西城區
廣寧伯街2號金澤大廈17層

**Principal place of business
in Hong Kong:**

香港主要營業地點:
Suites 4602-05
One Exchange Square,
Central,
Hong Kong
香港
中環交易廣場一期
4602-05室

24 December 2019
二零一九年十二月二十四日

Name(s) and address of Qualifying H Shareholder(s)
合資格H股股東姓名/名稱及地址

Provisional Allotment Letter No.
暫定配額通知書編號

Note 1 Number of H Shares registered in your name(s) on Monday,
23 December 2019:

附註1 二零一九年十二月二十三日(星期一)
登記於閣下名下的H股股份數目:

Note 2 Number of H Rights Shares provisionally allotted to you subject
to payment in full on acceptance by not later than 4:00 p.m. on
Wednesday, 15 January 2020:

附註2 暫定配發予閣下的H股供股股份數目, 股款須於接納時(不遲於二零二
零年一月十五日(星期三)下午四時正)全數繳足:

Note 3 Total subscription money payable in full upon acceptance:

附註3 於接納時應繳足認購款項總額:

BOX A 甲欄 (Note 1 附註1)

BOX B 乙欄 (Note 2 附註2)

BOX C 丙欄 (Note 3 附註3)

HK\$
港元

Name of bank on which cheque/cashier's order is drawn
支票/銀行本票的付款銀行名稱

Cheque/cashier's order number
支票/銀行本票號碼

Contact telephone no.:
聯絡電話:

+

+

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR H RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY.

EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE H RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓H股供股股份的認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有的權益亦須繳付香港從價印花稅。

在登記轉讓本文件所代表的H股供股股份的認購權前，須出示已繳付香港從價印花稅的證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying H Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the H Rights Shares set out in Box B of Form A)

(僅供擬將其／彼等認購表格甲內乙欄所列H股供股股份的權利全數轉讓的合資格H股股東填寫及簽署)

To: The Directors
Beijing Capital Land Ltd.

致： 首創置業股份有限公司
列位董事 台照

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the H Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等茲將本暫定配額通知書所列本人／吾等可認購H股供股股份的權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)的人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Qualifying H Shareholder(s) (all joint Qualifying H Shareholders must sign)
合資格H股股東簽署(所有聯名合資格H股股東均須簽署)

Date: _____ 20____

日期：二零_____年_____月_____日

Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the H Rights Shares.

閣下轉讓H股供股股份的認購權須繳付香港從價印花稅。



(To be completed and signed only by the person(s) to whom the rights to subscribe for the H Rights Shares have been transferred)
(僅供承讓供股股份認購權的人士填寫及簽署)

To: The Directors
Beijing Capital Land Ltd.

致：首創置業股份有限公司
列位董事 台照

Dear Sirs and Madams,

I/We request you to register the number of H Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the articles of association of the Company.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列數目的H股供股股份數目以本人／吾等名義登記。本人／吾等同意按照本暫定配額通知書及供股章程所載的條款，並在貴公司的章程限制下接納該等供股股份。

Existing H Shareholder(s)
Please mark [X] in this box
現有H股股東請在本欄內填上[X]符號

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.
請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。
For Chinese applicant(s), please provide your name in both English and Chinese.
中國籍申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/Company name 姓氏／公司名稱 Other name(s) 名字	Name in Chinese 中文姓名	
Name(s) of joint applicant(s) (if any) 聯名申請人姓名 (如有)			
Address in English 英文地址 (Joint applicants should give the address of the first-named applicant only) (聯名申請人只須填報排名首位的申請人的地址)			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址	Bank account no. 銀行賬戶號碼		

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署(所有聯名申請人均須簽署)

Date: _____

日期：_____年_____月_____日

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of the transfer of the rights to subscribe for the H Rights Shares.

閣下如接納轉讓H股供股股份的認購權須繳付香港從價印花稅。



It should be noted that the H Rights Shares will be dealt in their nil-paid form from Monday, 30 December 2019 to Friday, 10 January 2020, both dates inclusive. H Shareholders should note that dealings in such H Rights Shares in their nil-paid form and dealings in the H Shares may take place while certain conditions to which the H Share Rights Issue (as specified in the paragraph headed “Conditions of the H Share Rights Issue” in the section headed “Letter from the Board” of the Prospectus) is subject remain unfulfilled. Any H Shareholder or other person dealing in the H Rights Shares in their nil-paid form or dealing in the H Shares up to the date on which all conditions to which the H Share Rights Issue is subject are fulfilled will accordingly bear the risk that the H Share Rights Issue may not become unconditional and/or may not proceed. Any H Shareholder or other person contemplating selling or purchasing or dealing in the H Shares or the H Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

謹請注意，H股供股股份將從二零一九年十二月三十日(星期一)至二零二零年一月十日(星期五)(包括首尾兩日)期間以未繳股款方式買賣。H股股東應注意，該等未繳股款H股供股股份及H股股份可能會在H股供股的某些條件(即供股章程內「董事會函件」一節「H股供股的條件」一段所述的條件)尚未達成的情況下進行買賣。因此，於H股供股的所有條件達成當日以前買賣未繳股款H股供股股份或H股股份的任何股東或其他人士，均須承擔H股供股可能無法成為無條件及／或未必會進行的風險。任何有意買賣或交易H股股份或未繳股款H股供股股份的H股股東或其他人士，如對本身的狀況有任何疑問，應諮詢其專業顧問。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF H RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE H SHARE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN' S ROAD EAST, WANCHAI, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE H SHARE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 15 JANUARY 2020 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” OVERLEAF). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO “BEIJING CAPITAL LAND LTD. – RIGHTS ISSUE ACCOUNT” AND CROSSED “ACCOUNT PAYEE ONLY”. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲接納全部H股供股股份的暫定配額，必須將本暫定配額通知書整份連同以港元繳付的上文丙欄所示的全數股款，於二零二零年一月十五日(星期三)下午四時正前(或於惡劣天氣情況下，則於背頁「惡劣天氣的影響」一段所述的有關較後時間或日期)交回H股股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)並獲H股股份過戶登記處收訖。所有股款須以港元繳付，並以在香港持牌銀行戶口開出的支票或以香港持牌銀行發出的銀行本票支付。所有支票或銀行本票均須註明抬頭人為「BEIJING CAPITAL LAND LTD. – RIGHTS ISSUE ACCOUNT」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆配額的指示載於背頁。本公司將不就有關股款另發收據。

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

接納本暫定配額通知書所載之暫定配額的每位人士均確認其已閱讀附頁及供股章程所載之條款及條件以及接納手續，並同意受其約束。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE
每份接納須隨附一張獨立開出的支票或銀行本票

NO RECEIPT WILL BE GIVEN
本公司將不另發收據

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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)

24 December 2019

Dear Qualifying H Shareholders,

INTRODUCTION

Reference is made to the prospectus of Beijing Capital Land Ltd. (the "Company") dated 24 December 2019 in relation to the H Share Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall have the same meanings when used herein unless context otherwise requires. In accordance with the terms set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you, H Rights Shares on the basis of five (5) H Rights Shares for every ten (10) H Shares held and registered in your name(s) on Monday, 23 December 2019 at the subscription price of HK\$1.87 per H Rights Share. Your holding of the H Shares as at 23 December 2019 is set out in Box A of the PAL and the number of H Rights Shares provisionally allotted to you is set out in Box B of the PAL. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

In the event the H Rights Issue is not fully subscribed, any Unsubscribed H Rights Shares and ES Rights Shares will be placed to independent places under the Placing Agreement on a best effort basis and several (but not joint or joint and several) basis. Any unsold Placing Shares will be taken up by the Underwriters on the terms and subject to the conditions of the Underwriting Agreement. The Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Placing Shares) to the No Action H Shareholders and the Excluded Shareholders (but rounded down to the nearest cent). Investors are advised to exercise caution when dealing in the H Shares or the Nil-Paid H Rights.

The Prospectus Documents have not been and will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken to permit the offering of the H Rights Shares, or the distribution of the Prospectus and/or this PAL, in any territory or jurisdiction outside Hong Kong.

Accordingly, no person receiving a copy of the Prospectus and/or this PAL in any territory or jurisdiction other than Hong Kong may treat it as an offer or invitation to apply for the H Rights Shares, unless in a territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof or where the offer is made in reliance on any exemption or where compliance with the relevant legal or regulatory requirement will not, in the Board's judgement, be unduly burdensome.

It is the responsibility of anyone (including but not limited to any agent, custodian, nominee and trustee) receiving a copy of the Prospectus and/or this PAL outside Hong Kong and wishing to make an application for the H Rights Shares under the Prospectus to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including the obtaining of any government or other consents and to pay any taxes and duties required in such territory or jurisdiction in connection therewith.

Any acceptance of the offer of the H Rights Shares by any such person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties above. If you are in any doubt as to your position, you should consult your own professional advisers.

The Company reserves the right to permit any H Shareholder (whether as a direct holder or beneficial holder) whose registered address is in, or who otherwise resides in, a jurisdiction other than Hong Kong to take up H Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempted from or not subject to the legislation or regulations in that jurisdiction which would otherwise give rise to restrictions upon the offer or take-up of H Rights Shares in that jurisdiction and to treat as invalid any acceptances of or applications for the H Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction, but in any event, the H Share Rights Issue will not be extended into the United States and any H Shareholder whose registered address is in, or who otherwise resides in, the United States are excluded from the H Share Rights Issue.

H RIGHTS SHARES

The H Rights Shares, when allotted, issued and fully paid, will rank pari passu with the then existing H Shares in issue on the date of allotment and issue of the H Rights Shares in all respects. Holders of fully-paid H Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the H Rights Shares in their fully paid form.

Subject to the granting of the listing of, and permission to deal in, the H Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the H Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Right Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. H Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

PROCEDURE FOR APPLICATION AND PAYMENT

To take up your provisional entitlement in full, you must lodge this PAL with the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a remittance for the full amount payable on acceptance, as set out in Box C of the PAL, so as to be received by the H Share Registrar not later than 4:00 p.m. on Wednesday, 15 January 2020 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed "Effect of Bad Weather" below). All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "BEIJING CAPITAL LAND LTD. — RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY". Such payment will constitute acceptance of the provisional allotment of the Rights Shares of the terms of this PAL and the Prospectus and will be subject to the articles of association of the Company. No receipt will be issued for remittances received on application. Share certificate(s) for any H Rights Shares in respect of which the application is accepted will be sent to the Qualifying H Shareholders, and in the case of joint Qualifying H Shareholders, to the first-named Qualifying H Shareholder, by ordinary post at their own risk at the address stated overleaf on or around Wednesday, 22 January 2020.

It should be noted that unless this duly completed PAL, together with the appropriate remittance for the amount shown in Box C of the PAL, has been lodged with the H Share Registrar as described above by not later than 4:00 p.m. on Wednesday, 15 January 2020 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed “Effect of Bad Weather” below), whether by the original allottee or any person in whose favour the rights have been validly transferred, this PAL and all rights and entitlements hereunder will be deemed to have been declined and the provisional allotment of relevant H Rights Shares will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the H Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of the PAL with the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong so as to be received by not later than 4:00 p.m. on Wednesday, 15 January 2020 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather” below). It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant H Rights Shares and the acceptance by the transferee(s) of such rights. If you are an Overseas Shareholder, please refer to the paragraph headed “Rights of Overseas Shareholder(s)” in the “Letter from the Board” of the Prospectus for details of the restrictions which may be applicable to you.

The H Share Registrar will determine the eligibility for the cash compensation as derived from the lapsed PALs after the completion of the re-registration of the registration application form (Form C) in the PAL lodged by the transferee(s) for all re-registration request received by the H Share Registrar on or before the Latest Time for Acceptance of and payment for H Rights Shares and by all means before the announcement of the number of Placing Shares subject to the Compensatory Arrangements is posted on the Stock Exchange’s website and the Company’s website. The H Share Registrar should notify the transferee(s) of any unsuccessful re-registration as soon as practicable.

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the H Rights Shares provisionally allotted to you hereunder, or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Tuesday, 7 January 2020 with the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection at Computershare Hong Kong Investor Services Limited after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant H Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company may (at its sole and absolute discretion) treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions.

CONDITIONS OF THE H SHARE RIGHTS ISSUE

The H Share Rights Issue is conditional upon the fulfilment of the following matters:

- (i) the approval of the Rights Issue by the Shareholders at the EGM;
- (ii) the approval of the Rights Issue at the H Share Class Meeting and the Domestic Share Class Meeting, respectively;
- (iii) the approval(s) by the relevant PRC regulatory authorities including the SASAC and the CSRC in respect of the Rights Issue;
- (iv) the Listing Committee of the Stock Exchange agreeing to grant the listing of, and permission to deal in, the H Rights Shares in their nil-paid and fully paid forms, either unconditionally or subject to such conditions which the Company accepts and the satisfaction of such conditions (if any) by no later than the date of posting of the Prospectus; and
- (v) the delivery to the Stock Exchange and filing and registration of all documents in relation to the H Share Rights Issue as required by law to be filed by and registered with the Registrar of Companies in Hong Kong.

None of the above conditions for the completion of the H Share Rights Issue may be waived by the Company.

In the event that the conditions of the H Share Rights Issue are not fulfilled, the H Share Rights Issue will not proceed.

CHEQUES AND CASHIER’S ORDER

All cheques and cashier’s orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier’s order in payment for the H Rights Shares, whether by a Qualifying H Shareholder or any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to its other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation, and in that event the relevant provisional allotment of H Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for H Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

CERTIFICATES FOR THE H RIGHTS SHARES AND REFUND CHEQUES

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the H Share Rights Issue, share certificates for the fully-paid H Rights Shares are expected to be posted by Wednesday, 22 January 2020 to those H Shareholders entitled thereto to their registered address by ordinary post at their own risk. You, except HKSCC Nominees Limited, and in the case of joint Qualifying H Shareholders, the first-named Qualifying H Shareholder, will receive one share certificate for all the H Rights Shares in fully-paid form, allotted and issued to you.

If the H Share Rights Issue does not become unconditional or proceed, refund cheques, without interest, in respect of the relevant portion of application monies received are expected to be posted by ordinary post at your own risk to your registered addresses on or before Wednesday, 22 January 2020. Refund cheques (crossed “**Account Payee Only**”) will be despatched by ordinary post to the registered addresses of the relevant applicants of the H Rights Shares at the risk of such applicants.

NO EXCESS APPLICATION IN RELATION TO THE H RIGHTS SHARES

There will be no excess application arrangements in relation to the H Share Rights Issue.

FRACTIONAL ENTITLEMENTS TO THE H RIGHTS SHARES

The Company will not provisionally allot and will not accept application for any fractions of the H Rights Shares. All fractions of the H Rights Shares will be aggregated (and rounded down to the nearest whole number) and sold by the Company in the open market and, if a premium (net of expenses and stamp duty) can be achieved, the Company will keep the net proceeds for its own benefit. Any unsold aggregated fractions of Nil-Paid H Rights will be made available as Underwritten Shares to be underwritten by the Underwriters.

ODD LOT ARRANGEMENT

In order to facilitate the trading of odd lots of the H Rights Shares arising from the H Share Rights Issue, a designated broker, Kingston Securities Limited, has been appointed by the Company to match the purchase and sale of odd lots of the H Shares at the relevant market price per H Share for the period from Thursday, 23 January 2020 to Friday, 14 February 2020 (both days inclusive). Holders of the H Shares in odd lots represented by valid share certificates for the H Shares who wish to take advantage of this facility either to dispose of their odd lots of the H Shares or to top up their odd lots to a full new board lot, may directly or through their brokers, contact Mr. James Lee at (852) 2298 6228 of Kingston Securities Limited or by facsimile at (852) 2552 6666 during such period. Holders of odd lots of H Shares should note that successful matching of the sale and purchase of odd lots of H Shares is on a best effort basis and not guaranteed. Any H Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

EFFECT OF BAD WEATHER

The latest time for acceptance of and payment for the H Rights Shares will not take effect if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning: (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 15 January 2020. Instead, the Latest Time of Acceptance of and payment for the H Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 15 January 2020. Instead, the Latest Time of Acceptance of and payment for the H Rights Shares will be re-scheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance and payment for the H Rights Shares does not take effect on 15 January 2020, the dates mentioned in the expected timetable in the Prospectus may be affected. The Company will notify the H Shareholders by way of announcement(s) on any changes to the expected timetable as soon as practicable in this regard.

WARNING OF THE RISK OF DEALING IN THE H SHARES AND THE NIL-PAID H RIGHTS

It should be noted that the Shares have been dealt in on an ex-rights basis since Tuesday, 17 December 2019. Dealings in the Nil-Paid H Rights will take place from Monday, 30 December 2019 to Friday, 10 January 2020 (both dates inclusive). If any of the conditions of the H Rights Issue is not fulfilled (and where applicable, is not waived) on or before 6:00 p.m. on Friday, 17 January 2020, the H Rights Issue will not proceed.

The Underwriting Agreement contains provisions entitling the Independent Underwriter by notice in writing to terminate the Underwriting Agreement upon occurrence of certain events described in the paragraph headed "Termination of the Underwriting Agreement" in the section headed "Letter from the Board" in the Prospectus. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, or if the underwriting obligations of the Underwriters, which are several by nature, are not discharged, and where BCG has not exercised its right to take up additional Underwritten Shares which are not taken up by the Independent Underwriters, the H Share Rights Issue may not be fully underwritten and the size of the Rights Issue as a whole may be reduced accordingly to the extent, among others, necessary for the Company to satisfy the minimum public float requirements under the Listing Rules. As there is no requirement for minimum level(s) of subscription of the Rights Issue under the constitutional documents of the Company and the applicable laws in Hong Kong and the PRC, there is no minimum amount which must be raised in the Rights Issue in the event it proceeds on a non-fully underwritten basis.

Shareholders or other persons contemplating transferring, selling or purchasing the H Shares and/or Nil-Paid H Rights is advised to exercise caution when dealing in the H Shares and/or the Nil-Paid H Rights.

Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisor(s). Any Shareholder or other person dealing in the H Shares or in the Nil-Paid H Rights up to the time at which the H Share Rights Issue becomes unconditional will accordingly bear the risk that the H Share Rights Issue may not become unconditional.

H Shareholders and potential investors are recommended to consult their professional advisers if in doubt.

GENERAL

Lodgment of this PAL with, where relevant, the "Form of transfer and nomination" (Form B) of the PAL purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for H Rights Shares.

Further copies of the Prospectus are available at the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen' s Road East, Wanchai, Hong Kong during normal business hours.

Subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus, share certificates for all fully-paid H Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Wednesday, 22 January 2020. If the H Share Rights Issue does not become unconditional or does not proceed, the monies received in respect of the relevant provisional allotments will be refunded to the Qualifying Shareholders or such other person to whom the Nil-Paid H Rights have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risk of such Qualifying H Shareholders or such other person to their registered addresses by the H Share Registrar on or before Wednesday, 22 January 2020. No receipt will be given for such remittance.

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the H Share Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the H Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the H Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the H Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Suites 4602–05, One Exchange Square, Central, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen' s Road East, Wanchai, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully,
By Order of the Board
Beijing Capital Land Ltd.
Zhong Beichen
President



首創置業股份有限公司

BEIJING CAPITAL LAND LTD.

(在中華人民共和國註冊成立的股份有限公司)

(股份代號：2868)

敬啟者：

緒言

謹此提述首創置業股份有限公司(「本公司」)日期為二零一九年十二月二十四日的供股章程，內容關於H股供股(「供股章程」)。除文義另有所指外，供股章程界定的詞彙於本文具有相同涵義。根據本暫定配額通知書隨附的供股章程所載條款，董事已向閣下暫定配發H股供股股份，基準為於二零一九年十二月二十三日(星期一)以閣下名義持有及登記的每十(10)股H股股份可獲發五(5)股H股供股股份，認購價為每股H股供股股份1.87港元。閣下於二零一九年十二月二十三日持有的H股股份列於暫訂配額通知書甲欄，而閣下所獲暫定配發的H股供股股份數目則列於暫訂配額通知書乙欄。除文義另有所指外，本文件所用詞彙與供股章程所界定者具有相同涵義。

倘H股供股未獲悉數認購，任何未獲認購H股供股股份及除外股東供股股份將會根據配售安排竭盡所能並個別(而非共同或共同及個別)配售予獨立承配人。包銷商將根據包銷協議的條款(且受其條件規限)承購任何未售出的配售股份。淨收益(如有)將按全部配售股份比例(惟湊整至最接近之仙位)向不行動H股股東及除外股東支付(不計利息)。投資者於買賣H股股份或未繳股款H股供股權時務請審慎行事。

供股章程文件並無亦不會根據香港以外的任何司法權區的適用證券法例登記。概無採取任何行動以批准於香港以外任何地區或司法權區提呈H股供股股份或派發供股章程及／或本暫定配額通知書。

據此，於香港以外任何地區或司法權區接獲供股章程及／或本暫定配額通知書的人士，不得視之為申請H股供股股份的要約或邀請，除非有關要約或邀請可於有關領土或司法權區合法地作出而毋須遵照任何登記或其他法律或監管規定或有關要約乃依據任何豁免而作出或董事會認為遵守相關法例或監管規定將不會為過於繁重者則除外。

任何接獲供股章程及／或本暫定配額通知書且擬在香港以外地區申請供股章程項下H股供股股份的人士(包括但不限於任何代理、託管商、代名人及受託人)，須自行全面遵守所有相關領土或司法權區的法例及規例(包括取得任何政府或其他同意)，並繳付有關地區或司法權區就此而規定的任何稅項及徵稅。

任何人士對H股供股股份要約作出之任何接納，將被視為構成該名人士就已全面遵守該等當地法律及規定向本公司作出之聲明及保證。為免生疑問，香港結算或香港中央結算(代理人)有限公司不受任何該等聲明及保證所規限。如閣下對本身情況有任何疑問，應諮詢閣下之專業顧問。

倘本公司全權酌情信納有關交易獲豁免或毋須遵守引致有關司法權區關於提呈或接納H股供股股份之限制之法例或規例，則本公司保留權利容許登記地址位於或居於香港以外司法權區之任何H股股東(不論為直接持有人或實益持有人)認購供股股份，本公司亦保留權利於其相信將違反任何地區或司法權區之適用證券或其他法例或規例之有關H股供股股份之任何接納或申請當作無效，惟無論如何H股供股將不會延展至美國及登記地址位於或居於美國的任何H股股東將從H股供股撇除在外。

H股供股股份

H股供股股份一經配發、發行及繳足，將與於配發及發行H股供股股份當日已發行的當時現有H股股份在所有方面享有同等地位。繳足股款H股供股股份的持有人將有權收取於繳足股款H股供股股份配發及發行日期或以後可能宣派、作出或派付的所有未來股息及分派。

倘未繳股款及繳足股款H股供股股份獲准於聯交所上市及買賣，並符合香港結算的證券收納規定，未繳股款及繳足股款H股供股股份將獲香港結算接納為合資格證券，自未繳股款及繳足股款H股供股股份於聯交所的各自開始買賣日期或於香港結算可能釐定的有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間的任何交易必須於其後第二個交易日於中央結算系統交收。於中央結算系統進行的所有活動均須依據不時有效的《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。就交收安排詳情及該等安排將如何影響彼等的權利及利益，H股股東應向彼等的持牌證券交易商或其他專業顧問尋求意見。

申請及繳付股款的手續

閣下如欲認購全部有權認購的暫定配額，必須不遲於二零二零年一月十五日(星期三)下午四時正前(或於惡劣天氣情況下，則於下文「惡劣天氣的影響」一段所述的有關較後日期及／或時間)，將本暫定配額通知書整份連同以港元繳付的上文丙欄所示的全數股款送交H股股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款須透過支票或銀行本票以港元繳付。支票須以香港持牌銀行戶口開出，或銀行本票則須由香港持牌銀行發出，當中註明抬頭人為「BEIJING CAPITAL LAND LTD. - RIGHTS ISSUE ACCOUNT」，並劃線註明「只准入抬頭人賬戶」。繳付股款即表示接納本暫定配額通知書及供股章程的條款，並受本公司之章程規限接納供股股份暫定配額。本公司將不就申請時收訖的股款發出收據。因申請獲接納而配發的任何H股供股股份的股票將於二零二零年一月二十二日(星期三)或前後按背頁所示地址以平郵方式寄發予合資格H股股東(倘為聯名合資格H股股東，則寄發予排名首位的合資格H股股東)，郵誤風險概由彼等自行承擔。

務請留意，本已填妥之暫定配額通知書連同丙欄所示應繳股款須不遲於二零二零年一月十五日(星期三)下午四時正(或於惡劣天氣情況下，則於下文「惡劣天氣的影響」一段所述的有關較後日期及／時間)由原認配人或或以自身名義經已獲有效轉讓有關權利之任何人士按上述方式送交H股股份過戶登記處，否則，本暫定配額通知書及其項下的一切權利及配額將被視作放棄而相關H股供股股份的暫定配額將被註銷。即使暫定配額通知書並未遵照相關指示填妥，本公司仍可(全權酌情決定但並無責任)視暫定配額通知書(按上述者交送)為有效，並對遞交暫定配額通知書的人士或其代表具有約束力。本公司可能要求相關申請人其後填妥有關未填妥的暫定配額通知書。

轉讓及分拆

閣下如欲轉讓根據本文件暫定配發予閣下的全部H股供股股份認購權，須填妥及簽署「轉讓及提名表格」(表格乙)並將本暫定配額通知書交予閣下欲轉讓權利的人士或經手轉讓權利的人士。然後，承讓人必須填妥及簽署「登記申請表格」(表格丙)，並將本暫定配額通知書整份連同丙欄所載於接納H股供股股份時應繳的全數股款，於二零二零年一月十五日(星期三)下午四時正前(或於惡劣天氣情況下，則於下文「惡劣天氣的影響」一節所述的有關較後日期及／或時間)交回H股股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。謹請注意，閣下轉讓有關H股供股股份的認購權而承讓人接納該等權利須繳付香港從價印花稅。倘閣下為海外股東，敬請參閱供股章程內「董事會函件」的「海外股東的權利」一段所述可能適用於閣下的限制的詳情。

待H股股份過戶登記處完成重新登記受讓人提交的暫定配額通知書內的登記申請表格(表格丙)，以辦理所有於接納H股供股股份並繳付股款之最後時限或之前接獲之重新登記要求後及無論如何於聯交所網站及本公司網站公佈補償安排所涉及配售股份數目前，H股股份過戶登記處將確定已失效暫定配額通知書可享有現金補償之資格。倘重新登記不成功，H股股份過戶登記處將於實際可行情況下盡快通知承讓人。

閣下如欲接納部分暫定配額，或轉讓根據本文件暫定配發予閣下的H股供股股份的部分認購權，或向超過一名人士轉讓閣下全部或部分權利，則閣下須於二零二零年一月七日(星期二)下午四時三十分前，將此份原暫定配額通知書交回H股股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)，就此，H股股份過戶登記處會註銷原暫定配額通知書，並按所需數目發出新的暫定配額通知書，其將可於閣下交出原暫定配額通知書當日後第二個營業日上午九時正後於香港中央證券登記有限公司領取。謹請注意，閣下轉讓有關H股供股股份的認購權予承讓人而承讓人接納該等權利須繳付香港從價印花稅。即使暫定配額通知書並未遵照有關指示填妥，本公司仍可(全權酌情決定)視暫定配額通知書為有效，並對遞交暫定配額通知書的人士或其代表具有約束力。

H股供股之條件

H股供股將於下列事件完成後，方可作實：

- (i) 股東在股東特別大會上批准供股；
- (ii) 分別於H股類別股東大會及內資股類別股東大會批准供股；
- (iii) 相關中國監管機構(包括國資委及中國證監會)批准供股；
- (iv) 聯交所上市委員會無條件或以本公司接納之條件(而有關條件(如有)在不遲於寄發供股章程日期已獲達成)同意及批准未繳股款及繳足股款形式的H股供股股份上市及買賣；及
- (v) 將有關H股供股之所有文件送呈聯交所，並根據法律之規定完成須於香港公司註冊處存檔及登記該等文件。

本公司不可豁免任何上述完成H股供股之條件。

倘H股供股之條件未獲達成，則H股供股將不會進行。

支票及銀行本票

所有支票及銀行本票將於收取後隨即過戶，而自有關款項產生的所有利息(如有)將撥歸本公司所有。填妥並交回暫定配額通知書連同繳付所申請H股供股股份的股款的支票或銀行本票(不論由合資格H股股東或任何指名承讓人交回)，將構成申請人作出保證，代表支票或銀行本票將於首次過戶時獲兌現。倘支票或銀行本票於首次過戶時未能兌現，在不影響本公司其他權利的情況下，本公司保留拒絕受理任何暫定配額通知書的權利，且於該情況下，H股供股股份的有關暫定配額及其項下一切權利及配額將視作已遭放棄而被註銷。閣下必須於申請H股供股股份時繳付實際應繳的金額，任何未繳足股款的申請將不獲受理。倘繳付過多款額，則在款額為100港元或以上時方會向閣下發出退款支票(不計利息)。概不會就所接獲的任何暫定配額通知書及／或相關股款發出收據。

H股供股股份的股票及退款支票

待H股供股條件達成及／或獲豁免(如適用)後，所有繳足股款H股供股股份的股票預期將於二零二零年一月二十二日(星期三)或之前以平郵方式寄發予該等H股股東之登記地址，郵誤風險概由彼等自行承擔。閣下(不包括香港中央結算(代理人)有限公司)及如為聯名合資格H股股東則為則為排名首位人士，將會就配發及發行予閣下的所有H股供股股份(繳足股款)獲發一張股票。

倘H股供股未能成為無條件或進行，則已收取的相關部分申請股款(不計利息)的退款支票預期將於二零二零年一月二十二日(星期三)或之前以平郵方式寄發至閣下的登記地址，郵誤風險概由閣下自行承擔。退款支票(劃線註明「只准入抬頭人賬戶」)將寄發至有關H股供股股份申請人的登記地址，郵誤風險概由有關申請人自行承擔。

概無H股供股額外申請

概不會有任何與H股供股有關的額外申請安排。

H股供股股份之零碎配額

本公司將不會暫定配發零碎H股供股股份，亦不會受理有關任何零碎H股供股股份的申請。倘扣除開支及印花稅後可獲得溢價，本公司將予彙集(湊整至最接近整數)及於公開市場上出售所有零碎H股供股股份，所得款項淨額將歸本公司所有。任何未售已彙集零碎未繳股款H股供股權將可作為包銷股份由包銷商包銷。

碎股安排

為方便買賣因H股供股而產生之H股碎股，本公司已委任指定經紀金利豐證券有限公司，於二零二零年一月二十三日(星期四)至二零二零年二月十四日(星期五)期間(包括首尾兩日)按每股H股有關市價為H股碎股之買賣進行對盤。持有有效H股股票所代表H股碎股之人士如欲利用是項服務出售所持H股碎股或將所持碎股補足至新一手完整買賣單位，可於該期間內直接或透過其經紀聯絡金利豐證券有限公司的James Lee先生(電話：(852) 2298 6228)或傳真至(852) 2552 6666。H股碎股持有人應注意，H股碎股買賣將按竭盡所能基準進行，惟不保證一定能成功對盤。H股股東如對上述碎股安排有任何疑問，應諮詢其專業顧問。

惡劣天氣的影響

於以下情況下，接納H股供股股份及繳付股款的最後時限將不會生效：倘八號或以上熱帶氣旋警告信號或「黑色」暴雨警告：(i)於二零二零年一月十五日(星期三)本地時間中午十二時正前在香港生效，並於當日中午十二時正後解除，則接納H股供股股份及繳付股款的最後時限將順延至同一個營業日下午五時正；或(ii)於二零二零年一月十五日本地時間中午十二時正至下午四時正期間在香港生效，則接納H股供股股份及繳付股款的最後時限將更改為於上午九時正至下午四時正期間任何時間並無發出上述警告的下一個營業日下午四時正。

倘接納H股供股股份及繳付股款的最後時限並無於二零二零年一月十五日生效，供股章程中的預期時間表所述的日期或會受到影響。倘預期時間表出現任何變動，本公司將於實際可行情況下盡快就此作出公佈以知會H股股東。

有關買賣H股股份及未繳股款H股供股權的風險警告

敬請留意，股份已自二零一九年十二月十七日(星期二)起以除權基準買賣。未繳股款H股供股權將於二零一九年十二月三十日(星期一)至二零二零年一月十日(星期五)(包括首尾兩日)期間買賣。倘H股供股的任何條件於二零二零年一月十七日(星期五)下午六時正或之前未能達成及(如適用)未能獲豁免，H股供股將不會進行。

包銷協議載列賦予獨立包銷商可於發生供股章程董事會函件終止包銷協議一段所述之若干事件時透過書面通知之方式終止包銷協議權利之條文。倘包銷協議未有成為無條件或倘根據其條款遭終止，或包銷商未能履行包銷責任(屬個別性質)及倘首創華星並無行使權利以承購未獲獨立包銷商承購的額外包銷股份，H股供股未必獲全數包銷，以及整體供股規模或會相應減少，此減少以(其中包括)本公司符合上市規則項下的最低公眾持股量規定的需要程度為限。由於本公司的章程文件以及香港及中國的適用法律，概無對供股的最低認購水平有任何規定，因此，即使供股按未獲全數包銷之基準進行，亦無需達到最少籌集金額。

倘股東或其他人士擬轉讓或買賣H股股份及／或未繳股款H股供股權，在買賣H股股份及／或未繳股款H股供股權時務須審慎行事。

任何人士如對自身狀況或將採取之任何行動有任何疑問，建議諮詢其專業顧問。任何股東或其他人士於H股供股成為無條件之時止買賣H股股份或未繳股款H股供股權，均須承擔H股供股或未能成為無條件的風險，因此謹請審慎行事。

H股股東及潛在投資者如有疑問，務請諮詢彼等的專業顧問。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書的人士所簽署的「轉讓及提名表格」(表格乙)一經交回，即確證交回的人士有權處理本暫定配額通知書及收取分拆配額函件及／或H股供股股份的股票。

閣下如需要額外的供股章程，可於正常辦公時間內在H股股份過戶登記處香港中央證券登記有限公司索取，地址為香港灣仔皇后大道東183號合和中心17M樓。

待供股章程「董事會函件」內「供股之條件」一節所載供股條件達成後，預期所有繳足股款H股供股股份的股票將於二零二零年一月二十二日(星期三)或之前以平郵方式寄送至有權收取的人士的登記地址，以寄交予彼等，郵誤風險概由彼等自行承擔。倘H股供股未成為無條件或並不進行，則就有關暫定配額所收取的股款將於二零二零年一月二十二日(星期三)或之前不計利息以支票方式退還予有關合資格股東或其他經已有效放棄或轉讓其未繳股款H股供股權的人士(如屬聯名接納人則為排名首位人士)，並以普通郵遞方式寄發至該等合資格H股股東或其他人士在H股股份過戶登記處登記的註冊地址，郵誤風險概由有關人士承擔。概不會就匯款發出任何收據。

本暫定配額通知書及其中所載的所有要約接納均須受香港法例監管，並按其詮釋。

收集個人資料 — 暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附的表格，即表示 閣下同意向本公司、H股股份過戶登記處及／或彼等各自的顧問及代理披露個人資料及上述各方所要求有關 閣下或 閣下為其利益而接納暫定配發的H股供股股份的人士的任何資料。香港法例第486章《個人資料(私隱)條例》賦予證券持有人權利，可查證本公司或H股股份過戶登記處是否持有其個人資料、索取有關資料的副本及更正任何不準確的資料。根據《個人資料(私隱)條例》，本公司及H股股份過戶登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料的所有要求，或索取有關政策及常規以及所持資料類型的資料的所有要求，應當寄往本公司的香港主要營業地點(地址為香港中環交易廣場一期4602-05室)或根據適用法律不時通知的地址，並以公司秘書為收件人；或(視情況而定)寄往H股股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)，並以私隱事務主任為收件人。

此 致

列位合資格H股股東 台照

承董事會命
首創置業股份有限公司
總裁
鍾北辰
謹啟

二零一九年十二月二十四日