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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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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**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)**

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**PROPOSED ELECTION AND APPOINTMENT OF DIRECTOR**

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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 3 of this circular.

A notice convening the EGM to be held on Wednesday, 13 January 2021 at 9:00 a.m. at Block A, Fucheng Building, No. 98, Beilishi Road, Xicheng District, Beijing, PRC, together with form of proxy are enclosed herein.

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

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.

28 December 2020

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## DEFINITIONS

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

“Board”	the board of Directors of the Company
“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 Wednesday, 13 January 2021 at 9:00 a.m at Block A, Fucheng Building, No. 98, Beilishi Road, Xicheng District, Beijing, PRC to approve the proposed election and appointment of a 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
“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
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* *For identification purpose only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese name shall prevail.*

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## LETTER FROM THE BOARD

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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)

*Non-Executive Director:*

Li Songping (*Chairman*)

*Executive Directors:*

Zhong Beichen (*President*)

Huang Ziquan

Hu Weimin

Fan Shubin

*Non-executive Director:*

Su Jian

*Independent non-executive Directors:*

Li Wang

Wong Yik Chung, John

Liu Xin

*Legal address:*

Room 3071, 3/F Office

Block 4 No. 13 Kaifang East Road

Huairou District

Beijing

PRC

*Place of business in the PRC:*

Block A, Fucheng Building

No. 98, Beilishi Road, Xicheng District

Beijing, PRC

*Place of business in Hong Kong:*

Suites 4602-05

One Exchange Square

Central, Hong Kong

28 December 2020

*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

On 28 December 2020, the Board announced that, due to allocation of duty, Mr. Su Jian ("Mr. Su") would resign as non-executive Director in the forthcoming EGM. Mr. Su confirmed that he has no disagreement with the Board and the Company and there is no other matter in relation to his resignation that needs to be brought to the attention to the Shareholders.

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## LETTER FROM THE BOARD

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The Board also announced that, Ms. Sun Baojie (“Ms. Sun”) has been nominated as a candidate for election as a non-executive Director of the Company subject to the approval by the Shareholders. The proposed term of service will be for the period from the date of forthcoming EGM to the expiry of the sixth session of the Board being 26 April 2021.

Biographical details of the 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 her 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 Wednesday, 13 January 2021 at 9:00 a.m. at Block A, Fucheng Building, No. 98, Beilishi Road, Xicheng District, Beijing, PRC for the purpose of considering and, if thought fit, passing an ordinary resolution to approve the election and appointment of the non-executive Director.

The proxy form for use at the EGM is also enclosed herein. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible, but in any event no later than 24 hours before the respective time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so desire and in such event, the relevant form(s) 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 resolution proposed at the EGM.

### IV. RECOMMENDATIONS

The Board believes that proposed election and appointment of Ms. Sun as 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 resolution to be proposed at the EGM.

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

**NON-EXECUTIVE DIRECTOR**

Sun Baojie, aged 50, is the deputy general manager of Capital Group. Ms. Sun worked for Beijing Sunshine City Real Estate Development Co., Ltd. and its subsidiaries from July 1993 to October 2001. From October 2001 to February 2004, Ms. Sun was the general manager of Beijing Hengyang Hualong Real Estate Development Co., Ltd.. From February 2004 to January 2006, she was the general manager of Beijing Anhua Shijie Real Estate Development Co., Ltd. and the general manager of Beijing Sunshine City Real Estate Development Co., Ltd.. From January 2006 to October 2013, she was the vice president and executive vice president of the Company. From October 2013 to August 2016, she was, among others, a director and general manager of Beijing Capital Investment and Development Co., Ltd. (also formerly known as Beijing Capital Construction Co., Ltd.). Ms. Sun has been the deputy general manager of Capital Group since October 2016. She also served as director and chairman of various subsidiaries of Capital Group, including a non-executive director of the Company from May 2016 to October 2017 and has been the chairman of Capital Jingzhong (Tianjin) Investment Co., Ltd. since August 2017. Ms. Sun graduated from the Faculty of Investment and Economic Management of The Central University of Finance and Economics with a bachelor degree of economics in July 1993 and obtained a Master's Degree of Business Administration from the International MBA Program jointly organized by the Peking University and Fordham University in the United States in May 2005.

A service contract for a term from the date of forthcoming EGM to the expiry of the sixth session of the Board being 26 April 2021 will be entered into between Ms. Sun and the Company. Ms. Sun will not receive any director's remuneration during her term of office.

Save for disclosed herein, Ms. Sun 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 Ms. Sun 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.

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## NOTICE OF EGM

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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 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 Wednesday, 13 January 2021 at 9:00 a.m. at Block A, Fucheng Building, No. 98, Beilishi Road, Xicheng District, 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 Ms. Sun Baojie as a non-executive director of the Company which is to take effect from the date of EGM to the expiry of the sixth session of the Board being 26 April 2021, be and is hereby approved.”

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

Hong Kong, 28 December 2020

*Notes:*

#### 1. Voting arrangements

If you are a registered member of the Company, you are entitled to attend the EGM and cast your vote in person. If you are a registered Shareholder and do not intend to attend the EGM, you may appoint a proxy to exercise your rights at the EGM. You may also appoint separate proxies to represent respectively the number of the shares held by you as specified in each of your proxy forms and instruct your proxy(ies) to cast your vote(s) at the EGM. If you are not a registered member of the Company (e.g. your shares are held through a nominee or broker), you may instruct them to appoint you as their proxy or corporate representative to attend and vote at the EGM.

#### 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 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, 17th 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.

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## NOTICE OF EGM

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### 3. Miscellaneous

i. The duration of the EGM is expected not to exceed half a day. The 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:

Block A, Fucheng Building,  
No. 98, Beilishi Road, Xicheng District,  
Beijing, PRC  
Telephone: 86-10-61928888  
E-mail: ir@bjcapitaland.com.cn

iv. Place of business of the Company in Hong Kong:

Suites 4602-05, One Exchange Square  
Central, Hong Kong  
Telephone: 852-2869 9098  
Facsimile: 852-2869 9708

*The Board as of the date of this notice comprises Mr. Li Songping (Chairman) who is a non-executive director, Mr. Zhong Beichen (President), Mr. Huang Ziquan, Mr. Hu Weimin and Mr. Fan Shubin who are executive directors, Mr. Su Jian who is a non-executive director, and Mr. Li Wang, Mr. Wong Yik Chung, John and Mr. Liu Xin who are independent non-executive directors.*