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*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2868)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Beijing Capital Land Ltd. (the “**Company**”) will be held on Friday, 30 April 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 resolutions:

### **SPECIAL RESOLUTIONS**

1. “**THAT** each of the following proposed arrangements in respect of the public issuance of corporate bonds (the “**Domestic Corporate Bonds**”) in the PRC be and is hereby approved, subject to the conditions of the PRC bond market:

- |     |                     |   |
|-----|---------------------|---|
| (1) | Issuer:             | Beijing Capital Land Ltd.   |
| (2) | Place of Issue:     | People’s Republic of China  |
| (3) | Size of Issue:      | The aggregate issue size shall not be more than RMB5 billion, shall be issued in one or more tranches (actual amount will be subject to the approval of the regulatory authority) |
| (4) | Arrangement:        | Public issuance to professional investors (small public issuance)   |
| (5) | Nominal Value:      | The nominal value shall be RMB100   |
| (6) | Target Subscribers: | Professional investors  |
| (7) | Maturity:           | Not more than ten years (inclusive), which can either be in a single or various maturity categories   |

- (8) Use of Proceeds: The proceeds are intended to be used for the settlement of the corporate debts in full. Subject to the granting of authorization to any one of the executive Directors by the general meeting, the specific use of proceeds shall be determined by such executive Director in accordance with the capital needs of the Company within the scope approved at the general meeting
- (9) Surplus cash management: Without prejudice to the normal progress of the use of proceeds as planned, the Company may apply the temporarily idle proceeds to cash management and invest in products with a high level of safety and liquidity, such as treasury bonds, policy bank loans, local government bonds, reverse repurchase of exchange bonds etc. Subject to the granting of authorization to any one of the executive Directors by the general meeting, the specific plan for surplus cash management shall be determined by such executive Director in accordance with the capital needs of the Company within the scope approved at the general meeting
- (10) Term of validity of the resolutions: The term of validity will expire 36 months after the date of the passing of such resolutions”

2. “**THAT** any one of the executive Directors of the Company be and is hereby authorized to deal with all relevant matters relating to this issuance of the Domestic Corporate Bonds, including but not limited to the following:

- (a) to formulate a specific plan for this Bond Issue according to actual market conditions, including but not limited to the timing of issuance, whether to issue in tranches, types of bonds, aggregate amount of each tranche, methods of issuance, maturity, use of proceeds, surplus cash management, coupon rates and pricing methods, relevant guarantee arrangements (if necessary), rating arrangements, arrangements for the repayment of principal and the payment of interests, repayment security matters, listing venue, etc.;
- (b) to decide and appoint relevant intermediaries and entrusted manager for this Bond Issue;
- (c) to deal with any relevant matters relating to the registration, issuance and listing of the Domestic Corporate Bonds;
- (d) to take any and all necessary, beneficial or appropriate actions in relation to this registration, issuance and listing of Domestic Corporate Bonds, including but not limited to approving and executing all necessary contracts, agreements and documents, and disclosing relevant information pursuant to applicable regulatory requirements, and to approve, confirm and ratify such actions and steps as undertaken by the authorized Director in relation to the Bond Issue;

- (e) to determine whether to proceed this registration and issuance of the Domestic Corporate Bonds according to the recommendations made by regulatory authorities or new market conditions, and make relevant adjustments to matters relating to the specific arrangement of this issue of the Domestic Corporate Bonds in the event that there are changes in the policies relating to the issuance of corporate bonds by the regulatory authorities or changes in prevailing market conditions, save as matters that require re-approval at the general meeting pursuant to the requirements of relevant laws, regulations and the Articles of Association;
- (f) to handle with matters relating to the repayment of principal and interests of Domestic Corporate Bonds;
- (g) to deal with the information disclosure and approval matters (if necessary) in respect of this issuance of Domestic Corporate Bonds in accordance with the Listing Rules and other applicable regulatory requirements; and
- (h) to decide and handle with all other matters relating to this registration, issuance and listing of the Domestic Corporate Bonds.

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

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

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

Hong Kong, 15 April 2021

*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 plan 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 Shareholders of H Shares at the place of business of the Company in Hong Kong or to the H Share registrar of the Company by such time. The H Share registrar of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.
  - iii. Shareholders or their proxy or proxies shall produce their identification documents when attending the EGM.
3. Miscellaneous
  - i. The duration of the EGM is expected not to exceed half a day. Shareholders who attend the EGM shall arrange for their own transportation and accommodation at their own expenses.
  - ii. All voting at the EGM will be conducted by poll.
  - iii. Place of business of the Company in the PRC:

Block A, Fucheng Building  
No. 98 Beilishi Road  
Xicheng District  
Beijing, PRC  
Telephone: 86-10-6192 8888  
Email: ir@bjcapitalland.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 the non-executive Director, Mr. Zhong Beichen (President), Mr. Huang Ziquan, Mr. Hu Weimin and Mr. Fan Shubin who are the executive Directors, Ms. Sun Baojie who is the non-executive Director, Mr. Li Wang, Mr. Wong Yik Chung, John and Mr. Liu Xin who are the independent non-executive Directors.*