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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 THE 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, 15 July 2016 at 9:00 a.m. at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, People’s Republic of China (the “**PRC**”) to consider and, if thought fit, pass the following resolutions. Capitalised terms defined in the circular dated 29 June 2016 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

Resolution in relation to the Donghuan Equity Transfer Agreement

1. “**THAT:**

- (a) the Donghuan Equity Transfer Agreement (as defined and described in the circular of the Company dated 29 June 2016 (the “**Circular**”), copies of which are produced to the meeting marked “A” and signed by the Chairman of the EGM for the purpose of identification, made between Capital Group and the Company and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the Donghuan Equity Transfer Agreement and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

Resolution in relation to the Liujin Equity Transfer Agreement

2. “THAT:

- (a) the Liujin Equity Transfer Agreement (as defined and described in the circular of the Company dated 29 June 2016 (the “**Circular**”), copies of which are produced to the meeting marked “B” and signed by the Chairman of the EGM for the purpose of identification, made between Capital Investment and Zhongzhi Dingfu and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the Liujin Equity Transfer Agreement and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

Resolution in relation to the Chongqing Equity Transfer Agreement

3. “THAT:

- (a) the Chongqing Equity Transfer Agreement (as defined and described in the circular of the Company dated 29 June 2016 (the “**Circular**”), copies of which are produced to the meeting marked “C” and signed by the Chairman of the EGM for the purpose of identification, made among Chuangzhi Trust, Xinwei Infrastructure and Xinli Yeda and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the Chongqing Equity Transfer Agreement and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

Resolution in relation to the Shenyang Equity Transfer Agreement

4. “THAT:

- (a) the Shenyang Equity Transfer Agreement (as defined and described in the circular of the Company dated 29 June 2016 (the “**Circular**”), copies of which are produced to the meeting marked “D” and signed by the Chairman of the EGM for the purpose of identification, made among Capital Investment, Xinli Yeda, Capital Group and Capital Fangzhou and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the Shenyang Equity Transfer Agreement and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

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

Hong Kong, 29 June 2016

Notes:

(1) Voting arrangements

As disclosed in the Circular, Capital Group and any Shareholder who has a material interest in the Equity Transfer Agreements and the transactions contemplated thereunder, together with China Resource Products Limited and Yieldwell International Enterprise Limited (both being associates of Capital Group), will abstain from voting on the resolutions to be proposed at the EGM for approving the proposed Equity Transfer Agreements and the transactions contemplated thereunder.

(2) 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 Thursday, 7 July 2016.

(3) 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, 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.

(4) 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

The Board as of the date of this notice comprises Mr. Wang Hao (Chairman) and Mr. Tang Jun (President) who are the Executive Directors, Mr. Li Songping, Mr. Song Fengjing, Mr. Shen Jianping and Ms. Sun Baojie who are the Non-Executive Directors, Mr. Wang Hong, Mr. Li Wang and Mr. Wong Yik Chung, John who are the Independent Non-Executive Directors.