



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 THE H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of the holders of H shares of Beijing Capital Land Ltd. (the "Company") having a nominal value of RMB1.00 each ("H Shareholders Class Meeting") will be held at 10:10 a.m. (or immediately after the conclusion or adjournment of the Domestic Shareholders Class Meeting of the Company to be held on the same date and at the same place) on Tuesday, 9 May 2006 at F17, Red Goldage, No.2, Guang Ning Bo Street, Beijing, People's Republic of China for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications, as special resolutions of the Company:—

SPECIAL RESOLUTIONS

1. **"THAT** the directors of the Company be authorised to issue and allot up to 312,000,000 new H Shares (the "the Primary Shares") and up to 31,200,000 existing promoter shares held by PRC state shareholders ("Secondary Shares") to be transferred to the PRC National Social Security Fund (the "New H Shares") to comply with the Provisional Measures on the Administration of the Reduction of the State Owned Shares for Raising Social Security Funds (《減持國有股籌集社會保障資金管理暫行辦法》) (the "New Issue"), subject to the following:—

- (a) the number of Secondary Shares actually issued and allotted upon conversion from domestic shares shall be 10% of the number of the Primary Shares actually issued and allotted by the Company at any time and from time to time pursuant to this special resolution;
- (b) any issue and allotment of the New H Shares pursuant to this special resolution shall be made on such terms and conditions as the directors of the Company (or a duly authorised committee thereof) consider to be appropriate and in the best interests of the Company and subject to the other conditions, including size, timing and price, as mentioned in this special resolution;
- (c) the price at which any or all of the New H Shares may be issued and allotted by the directors of the Company pursuant to this special resolution shall be determined by reference to the prevailing market price of the H Shares at the time of entering into agreement for the issuance of the New H Shares and all other relevant market considerations. The proposed indicative price range will not be less than 80% of the benchmarked price of the H Shares of the Company, such benchmarked price being the higher of:
 - (i) the closing price on the date of the relevant placing agreement or other agreement involving the New Issue; and
 - (ii) the average closing price in the 5 trading days immediately prior to the earlier of:
 - (1) the date of announcement of the placing or the proposed transaction of arrangement involving the New Issue;
 - (2) the date of the placing agreement or other agreement involving the New Issue; and
 - (3) the date on which the placing or subscription price is fixed.
- (d) the net proceeds from any such issue and allotment of the Primary Shares shall be utilized for replenishment of land bank and for the development of new projects of the Company;
- (e) any New H Shares to be issued and allotted pursuant to the New Issue shall be offered to investors who are independent of and not connected with any promoter, director, supervisor, chief executive or substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) of the Company or any of its subsidiaries or an Associate (as defined in the Listing Rules) of any of them, save and unless as permitted under the Listing Rules or necessary independent Shareholders' approval has been obtained for the issue and allotment of any New H Shares to connected persons, in full compliance with the rules and regulations of the Listing Rules and all applicable laws;
- (f) approval of the issue and allotment of the New H Shares shall be obtained from the holders of domestic promoter shares and foreign promoter shares by way of special resolution at a separate class meeting of holders of domestic promoter shares and foreign promoter shares and from shareholders of the Company by way of special resolution at an extraordinary general meeting;

(g) approvals for the issue and allotment of the New H Shares shall be obtained from all relevant PRC governmental and regulatory authorities; and

(h) the authority to the directors of the Company to the issue and allotment of the New H Shares pursuant to the New Issue shall lapse on 9 November 2006, being the date falling 6 months following the passing of this special resolution."

2. **"THAT** the directors of the Company be authorised to increase the registered capital of the Company and to make such appropriate and necessary amendments to the articles of association of the Company as they think fit to reflect the registered capital of the Company following the issue and allotment of any or all of the New H Shares as the directors of the Company may in their discretion decide to issue and allot pursuant to special resolution (1) above."
3. **"THAT** subject to the passing of special resolution (1) above, the holders of H shares of the Company hereby, for the avoidance of doubt, waive their pre-emptive rights (if any) over any or all of the New H Shares which may be issued and allotted pursuant to special resolution (1)."

Yours faithfully,
By Order of the Board
Eva Chan
Company Secretary

PRC, 23 March 2006

Notes:—

(1) Eligibility to attend the H Shareholders Class Meeting

Holders of H shares of the Company whose names appear in the register of members of the Company at the close of business on Friday, 7 April 2006 may attend the H Shareholders Class Meeting after completing the registration procedures.

(2) Registration procedures for the H Shareholders Class Meeting

Holders of H shares of the Company who intend to attend the H Shareholders Class Meeting 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 Wednesday, 19 April 2006.

(3) Proxy

- i. Any H Shareholder entitled to attend and vote at the H Shareholders Class Meeting 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 of the Company.
- 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 the holder of H shares of the Company at the place of business of the Company in Hong Kong not less than 24 hours before the time for holding of the H Shareholders Class Meeting.
- iii. If more than one proxy is appointed, such proxies shall only be entitled to vote by poll.
- iv. Holders of H shares of the Company or their proxies shall produce their identification documents when attending the H Shareholders Class Meeting.

(4) Book Close

The register of members of the Company will be closed from 8 April 2006 to 9 May 2006 (both days inclusive).

(5) Miscellaneous

- i. It is expected that the H Shareholders Class Meeting will last for not more than half a day. All attending H Shareholders shall arrange for their transportation and accommodation and shall borne all expenses in this connection.
- ii. The Company's place of business in Hong Kong:

Room 4207
Two Exchange Square
8 Connaught Place
Central
Hong Kong
Telephone : 852-2869 9098
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