



# 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 10:00 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 January 2007 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

- (i) the subscription agreement dated 26 October 2006 (the "Subscription Agreement", a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked "A") made between Beijing Capital Land Ltd. (the "Company") and Reco Pearl Private Limited ("Reco Pearl") in relation to (i) the subscription of 342,020,000 new H Shares (the "Subscription Shares") by Reco Pearl at a price of HK\$2.80 per H Share; and (ii) the transfer of 34,202,000 existing domestic promoter Shares (representing 10% of the H Shares to be newly issued and allotted by the Company under the Subscription Agreement) held by a PRC state shareholder ("NSSF Shares") to the National Social Security Fund of the People's Republic of China ("NSSF") pursuant to 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基金管理暫行辦法) and if the Company shall be requested by the NSSF to sell the NSSF Shares, such NSSF Shares shall also be allotted to Reco Pearl at a price of HK\$2.80 per H Share, and all the transactions contemplated under the Subscription Agreement be and are hereby approved, confirmed and ratified;
- (ii) the Directors be and hereby authorized to issue and allot the Subscription Shares and NSSF Shares and to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any of the transactions contemplated thereunder;
- (iii) approvals of the issue and allotment of the Subscription Shares and NSSF Shares shall be obtained from the holders of domestic promoter shares and foreign promoter shares 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; and
- (iv) approvals for the issue and allotment of the Subscription Shares and NSSF Shares shall be obtained from all relevant PRC governmental and regulatory authorities."

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 Subscription Shares and NSSF

Shares as the directors of the Company may in their discretion decide to issue and allot pursuant to special resolution (1) above."

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

Hong Kong, 22 November 2006

*The Board as of the date of this announcement comprises Mr. Liu Xiaoguang (Chairman), Mr. Tang Jun and Mr. He Guang who are the executive Directors, Mr. Feng Chun Qin, Mr. Wang Zhengbin, Ms. Zhu Min and Mr. Muk Kin Yau who are the non-executive Directors, Mr. Benny Kwong Kai Sing, Mr. Ke Jianmin, Mr. Yu Xing Bao and Mr. Li Zhaojie being the independent non-executive Directors.*

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, 8 December 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, 20 December 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 Saturday, 9 December 2006 to Tuesday, 9 January 2007 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending the H Shareholders Class Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, Rm 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 8 December 2006.

##### (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  
Facsimile: 852-2869 9708