



# 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 ("EGM") of Beijing Capital Land Ltd. (the "Company") will be held on Friday, 2nd December 2005, at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, PRC 100032, at 10:00 a.m. to consider and if thought fit, pass the following resolution as ordinary resolutions:—

#### ORDINARY RESOLUTIONS

##### "THAT:

1. the appointment of Mr. Liu Xiaoguang as an executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
2. the appointment of Mr. Tang Jun as an executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
3. the appointment of Mr. He Guang as an executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
4. the appointment of Mr. Wang Zhengbin as a non-executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
5. the appointment of Mr. Feng Chun Qin as a non-executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
6. the appointment of Ms. Zhu Min as a non-executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
7. the appointment of Mr. Muk Kin Yau as a non-executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
8. the appointment of Mr. Kwong Kai Sing, Benny as an independent non-executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
9. the appointment of Mr. Ke Jianmin as an independent non-executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
10. the appointment of Mr. Yu Xing Bao as an independent non-executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
11. the appointment of Mr. Li Zhaojie as an independent non-executive director of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
12. the appointment of Mr. Yu Changjian as a supervisor of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
13. the appointment of Mr. Wang Qi as a supervisor of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved;
14. the appointment of Mr. Xu Jianhong as an independent supervisor of the Company which is to take effect on 5th December 2005 for a term of three years, be and is hereby approved; and

15. the Board of Directors of the Company be and in hereby authorized to decide for matters relating to the fees of the Directors and Supervisors by reference to the Directors' and Supervisors' duty, responsibilities and performance and the results of the Group."

By order of the board of  
**Beijing Capital Land Ltd.**  
**Chan Yee Wah, Eva**  
*Company Secretary*

PRC, 17th October 2005

##### Notes:

#### 1. Eligibility to attend the EGM

Shareholders of the Company whose names appear on the register of members of the Company at the close of business on Tuesday, 1st November 2005 may attend the EGM after completing the registration procedures.

#### 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, by post or by fax on or before Saturday, 12th November 2005.

#### 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 on his/her behalf. A proxy need not be a Shareholder of the Company.

ii. A proxy should be appointed by written instrument signed by the appointor or his/her attorney. If the written instrument is signed by the attorney of the appointor, the written authorization or other authorization documents of such attorney should be notarized. In order to be valid, for Shareholders of domestic promoter shares or foreign promoter shares, the written authorization or authorization documents which have been notarized together with the completed proxy form must be delivered to the Company's place of business in the PRC 24 hours before the time of the holding of the EGM. In order to be valid, for holders of H Shares, the above documents must be delivered to the Company's place of business in Hong Kong within the same period.

iii. If a Shareholder appoints more than one proxy, his/her proxies may only exercise the voting right when a poll is taken.

iv. Shareholder or his/her proxy should produce identity proof when attending the EGM.

#### 4. Book Close

The Register of Members of the Company will be closed from Wednesday, 2nd November 2005, to Friday, 2nd December 2005 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending the EGM, 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, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 1st November 2005.

#### 5. Other business

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. Place of business of the Company in the PRC:

F17, Red Goldage  
No. 2, Guang Ning Bo Street  
Beijing, PRC  
Telephone: 86-10-66418811  
Facsimile: 86-10-66575171

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

Room 4207  
Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong  
Telephone: 852-28699098  
Facsimile: 852-28699708