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**Beijing Capital City
Development Group Co., Ltd.***
北京首創城市發展集團有限公司
*(a company incorporated in the
People's Republic of China with limited liability)*

 **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)

JOINT ANNOUNCEMENT
(1) POLL RESULTS OF THE EGM
AND
THE H SHAREHOLDERS' CLASS MEETING
HELD ON 23 SEPTEMBER 2021
RELATING TO THE PROPOSED PRIVATISATION OF
THE COMPANY BY THE OFFEROR
BY WAY OF MERGER BY ABSORPTION
(2) PROPOSED WITHDRAWAL OF LISTING AND LAST DAY OF TRADING
AND
(3) INFORMATION REGARDING EXERCISE OF RIGHT OF
DISSENTING SHAREHOLDERS



Financial Adviser to the Offeror

INTRODUCTION

Reference is made to (a) the announcement dated 9 July 2021 jointly issued by the Company and the Offeror in relation to, among other things, the proposed pre-conditional privatisation of the Company by the Offeror by way of merger by absorption and proposed withdrawal of listing; (b) the joint announcement issued by the Offeror and the Company dated 29 July 2021 in relation to the extension of time for despatch of the Composite Document; (c) the announcement issued by the Company dated 4 August 2021 in relation to the appointment of an Independent Financial Adviser; (d) the joint announcement issued by the Offeror and the Company dated 18 August 2021 in relation to the satisfaction of the Pre-Condition; (e) the joint announcement issued by the Offeror and the Company dated 24 August 2021 in relation to the irrevocable undertaking in respect of the Merger Agreement (the “**IU Announcement**”) and (f) the composite document dated 27 August 2021 jointly issued by the Company and the Offeror in relation to the Merger (the “**Composite Document**”), the notice of EGM, the notice of H Shareholders’ Class Meeting and the joint announcement issued by the Company and the Offeror in relation to the despatch of the Composite Document. Unless otherwise defined, capitalised terms used in this joint announcement have the same meanings as defined in the Composite Document.

RESULTS OF THE EGM AND THE H SHAREHOLDERS’ CLASS MEETING

The Board and the sole director of the Offeror are pleased to announce that the proposed resolutions set out in the notice of EGM and the notice of H Shareholders’ Class Meeting were voted by way of poll and all of them were duly passed on 23 September 2021.

The EGM and the H Shareholders’ Class Meeting were held at Block A, Fucheng Building, No. 98, Beilishi Road, Xicheng District, Beijing, PRC at 9:00 a.m. and 9:30 a.m., respectively, on 23 September 2021.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, acted as the scrutineer for the vote-taking at the EGM and the H Shareholders’ Class Meeting.

The poll results in respect of the EGM and the H Shareholders' Class Meeting are as follows:

(i) The poll results in respect of the EGM

SPECIAL RESOLUTION		NUMBER OF VALID VOTES (%)	
		For	Against
1.	<p>(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 9 July 2021 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.</p> <p>(b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.</p>	<p>3,624,977,503 99.99% (note 1)</p>	<p>388,000 0.01% (note 1)</p>

Notes:

1. Based on the total number of the votes attaching to all the Shares held by the Shareholders cast in person or by proxy at the EGM.
2. The percentage figures included in the poll results in respect of the EGM above have been subject to rounding adjustments.

As at the date of the EGM, the total number of issued Shares is 4,362,940,850, comprising 1,531,134,000 H Shares, 2,473,808,550 Domestic Shares and 357,998,300 Non-H Foreign Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution at the EGM.

As disclosed in the Composite Document, Shares held by members of the CICC group acting in the capacity of exempt principal traders must not be voted at the EGM unless the Executive allows such Shares to be so voted. Shares held by members of the CICC group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the EGM if: (i) such member of the CICC group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the CICC group and such non-discretionary client that strictly prohibit such member of the CICC group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the CICC group); and (iv) such non-discretionary client is not a concert party of the Offeror. Exempt principal traders within the CICC group did not exercise the voting rights attached to the Shares owned by them in the context of the Merger at the EGM.

There were no restrictions imposed on any Shareholder to cast votes on the aforesaid resolution passed at the EGM. There was no Share entitling the Shareholder to attend and vote only against the resolution at the EGM or to abstain from voting. No Shareholder had previously stated his/her/its intention in the Composite Document to vote against the resolution proposed at the EGM or to abstain from voting.

The EGM was convened by the Board and chaired by Mr. Zhong Beichen. The Shareholders and authorised proxies holding an aggregate of 3,625,365,503 Shares, representing approximately 83.09% of the total issued share capital of the Company were present at the EGM.

With respect to the special resolution at the EGM, since more than two-thirds of the votes attaching to the Shares held by the Shareholders present in person or by proxy at the EGM were cast in favour of the resolution, the special resolution was passed by way of poll at the EGM in accordance with the requirements of the PRC Laws and the Articles.

(ii) The poll results in respect of the H Shareholders' Class Meeting

SPECIAL RESOLUTION		NUMBER OF VALID VOTES (%)	
		For	Against
1.	<p>(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 9 July 2021 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.</p> <p>(b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.</p>	<p>784,817,653 99.95% <i>(note 1)</i> 51.26% <i>(note 2)</i></p>	<p>388,000 0.05% <i>(note 1)</i> 0.03% <i>(note 2)</i></p>

Notes:

1. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Shareholders' Class Meeting.
2. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders.
3. The percentage figures included in the poll results in respect of the H Shareholders' Class Meeting above have been subject to rounding adjustments.

The total number of H Shares entitling the H Shareholders to attend and vote for or against the resolution at the H Shareholders' Class Meeting was 1,531,134,000 H Shares representing all of the H Shares in issue.

The Offeror and its concert parties do not hold any H Shares to attend and vote for or against the resolution at the H Shareholders' Class Meeting, and in any event, any votes cast by the Offeror and its concert parties will not be counted for the purpose of satisfying the requirements of Rule 2.10 of the Takeovers Code. As disclosed in the Composite Document, Shares held by members of the CICC group acting in the capacity of exempt principal traders must not be voted at the H Shareholders' Class Meeting unless the Executive allows such Shares to be so voted. Shares held by members of the CICC group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the H Shareholders' Class Meeting if: (i) such member of the CICC group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the CICC group and such non-discretionary client that strictly prohibit such member of the CICC group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the CICC group); and (iv) such non-discretionary client is not a concert party of the Offeror. Exempt principal traders within the CICC group did not exercise the voting rights attached to the Shares owned by them in the context of the Merger at the H Shareholders' Class Meeting.

There were no other restrictions imposed on any H Shareholders to cast votes on the aforesaid resolution passed at the H Shareholders' Class Meeting. There were no H Shareholders entitled to attend and vote only against the special resolution at the H Shareholders' Class Meeting. As disclosed in the IU Announcement, Reco Pearl Private Limited has entered into the Reco Irrevocable Undertaking in favour of the Offeror to, amongst other things, vote in favour of the special resolutions to approve the Merger Agreement (including the Merger) at the EGM and the H Shareholders' Class Meeting. Save for the Reco Irrevocable Undertaking, no H Shareholder has stated its intention in the Composite Document or irrevocably committed to vote in favour of or against the resolution proposed at the H Shareholders' Class Meeting or to abstain from voting.

The H Shareholders' Class Meeting was convened by the Board and chaired by Mr. Zhong Beichen. The Independent H Shareholders and authorised proxies holding an aggregate of 785,205,653 H Shares, representing approximately 51.28% of the total number of votes attaching to all the H Shares held by the Independent H Shareholders were present at the H Shareholders' Class Meeting.

With respect to the special resolution at the H Shareholders' Class Meeting, since more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Shareholders' Class Meeting were cast in favour of the resolution and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, the special resolution was passed by way of poll at the H Shareholders' Class Meeting in accordance with the requirements of Rule 6.15(2) of the Listing Rules and Rule 2.10 of the Takeovers Code.

SATISFACTION OF THE CONDITIONS TO EFFECT THE MERGER AGREEMENT

As at the date of this joint announcement, the Conditions to Effectiveness have been satisfied. Accordingly, the Merger Agreement has become effective.

The Shareholders and investors are reminded that the implementation of the Merger shall be subject to the fulfilment of the Conditions to Implementation (unless waived, as applicable). As at the date of this joint announcement, none of the Conditions to Implementation has been satisfied or waived (as applicable).

The Offeror and the Company will jointly issue an announcement stating whether the Conditions to Implementation have been fulfilled or waived (as applicable) on or before Thursday, 30 September 2021.

PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF THE COMPANY AND LAST DAY OF TRADING

The Company has obtained approval from the Stock Exchange for the withdrawal of the listing of the H Shares on the Stock Exchange, which is subject to the Merger becoming effective, in accordance with Rule 6.15(2) of the Listing Rules.

It is currently expected that (i) the last day of dealings in the H Shares on the Stock Exchange will be Friday, 24 September 2021; and (ii) the voluntary withdrawal of listing of the H Shares on the Stock Exchange would occur at 9:00 a.m. on Thursday, 30 September 2021.

On the assumption that the Conditions to Implementation have been fulfilled (or waived, as applicable) on Thursday, 30 September 2021, the payment of the Cancellation Price will be made to the H Shareholders on or before Tuesday, 12 October 2021 and the payment of Cancellation Price to the Non-H Foreign Shareholders will be made on or before Monday, 8 November 2021.

Shareholders will be notified by way of an announcement if there are any additional developments.

EXERCISE OF RIGHT OF DISSENTING SHAREHOLDERS

Reference is made to the paragraph headed “Right of a Dissenting Shareholder” in the section headed “3. PRINCIPAL TERMS OF THE MERGER AGREEMENT” of the “LETTER FROM THE BOARD” in the Composite Document.

As no vote was cast against Special Resolution 1 at the EGM by the Domestic Shareholders and the Non-H Foreign Shareholders, the Domestic Shareholders and the Non-H Foreign Shareholders will not be entitled to exercise the right to request the Company and/or the Consenting Shareholders (or the Offeror, if so elected by the Company and/or the Consenting Shareholders) to acquire its Shares at a “fair price” (the “**Right**”), and only H Shareholders which satisfy the relevant criteria and entitlement conditions will be entitled to exercise the Right.

Any Dissenting Shareholder wishing to exercise the Right should on or before the expiry date of the Declaration Period (which will be Wednesday, 29 September 2021), collect the documents containing information on the procedures for exercising the Right and the Required Document (as defined below, together as the “**Procedure Documents**”) at the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong and the Company’s principal place of business in the PRC at Block A, Fucheng Building No. 98, Beilishi Road, Xicheng District, Beijing, PRC.

The multiple documents requested for in the Procedure Documents (the “**Required Documents**”) include, but are not limited to (i) exercise notice(s) with information filled in; and (ii) declaration and proof in respect of satisfaction of criteria and entitlement conditions to exercise the Right. For a Dissenting Shareholder whose H Shares are deposited in CCASS, additional documents and proof will be required in respect of beneficial ownership and nominee relationship (if any). The Required Documents must be submitted during the Declaration Period (which will be from Thursday, 23 September 2021 to Wednesday, 29 September 2021) by hand to the Company’s H Share registrar as stated above.

Pursuant to the Merger Agreement, if any Dissenting Shareholder is to exercise the Right to request the Company and/or the Consenting Shareholders (or the Offeror, if so elected by the Company and/or the Consenting Shareholders) during the Declaration Period, the Dissenting Shareholder must refund the Cancellation Price (if received) to the Offeror in order to be entitled to exercise the Right, failing which the Dissenting Shareholder will be deemed to have waived, and will no longer be able to exercise, the Right. The Offeror (if so elected by the Company and/or the Consenting Shareholders) will make the payment separately upon agreement on matters regarding the Right. For the avoidance of doubt, regardless of when the Dissenting Shareholder exercises the Right, the Dissenting Shareholder will be deemed to have ceased to have any right in respect of the Shares (other than the right to request for consideration pursuant to exercise of the Right) on the Delisting Date.

In case of any question on the satisfaction of criteria and entitlement conditions to exercise the Right, the valid exercise of the Right or submission of the Required Documents, the Offeror has the absolute discretion to determine the answer to such question.

According to the PRC Company Law and the Articles, any Dissenting Shareholder may by written notice request the Company and/or other Consenting Shareholders to acquire its Shares at a “fair price”. There is no administrative guidance on the substantive as well as the procedural rules as to how the “fair price” will be determined under the PRC Laws. Thus no assurance can be given as to any favourable results to the Dissenting Shareholders who have validly exercised the Right and the cost may be incurred by the Dissenting Shareholders in the process of exercising the Right and determining the “fair price”.

For the avoidance of doubt, if the Merger does not complete, the Dissenting Shareholders will not be entitled to exercise the Right as described above.

GENERAL

Immediately before the commencement of the Offer Period on 9 July 2021, save that the Offeror and its concert parties held, controlled or directed 2,831,806,850 Shares (representing approximately 64.91% of the total issued Shares as at the date of this joint announcement), none of the Offeror and its concert parties held, controlled or directed any Shares or rights over Shares. As disclosed in the IU Announcement and the Composite Document, the Offeror had applied to the Executive for rebutting the presumption that Reco Pearl Private Limited is “acting in concert” with the Offeror under Class (1) of the definition of “acting in concert” under the Takeovers Code, and has obtained the Executive’s ruling that the Class (1) presumption between Reco Pearl Private Limited and the Offeror is rebutted for the purpose of the Merger. None of the Offeror and its concert parties had acquired or agreed to acquire any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares during the Offer Period.

As at the date of this joint announcement, neither the Offeror nor its concert parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

WARNING

Completion of the Merger is conditional upon the satisfaction (or waiver, as applicable) of the Conditions to Implementation. Accordingly, the issue of this joint announcement does not imply in any way that the Merger will be completed. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By Order of the Board of
**Beijing Capital City Development
Group Co., Ltd.***
Yang Weibin
Director

By Order of the Board of
Beijing Capital Land Ltd.
Li Songping
Chairman

Beijing
23 September 2021

As at the date of this joint announcement, the sole director of the Offeror is Mr. Yang Weibin. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of Capital Group comprises Mr. He Jiangchuan (Chairman), Mr. Li Songping, Mr. Gong Yongtao, Mr. Cui Yeguang, Mr. Kan Zhenfang and Mr. Bai Yan. The directors of Capital Group jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

As at the date of this joint announcement, the Board 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. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Offeror and Capital Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of Capital Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

** For identification purpose only*