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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Beijing Capital Grand Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CAPITAL  GRAND**  
**BEIJING CAPITAL GRAND LIMITED**  
**首創鉅大有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1329)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Beijing Capital Grand Limited to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 21 April 2020, at 10:00 a.m., at which a number of matters including the above proposals will be considered, is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

19 March 2020

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*


|                    |  |
|--------------------|--|
| “AGM”              | the annual general meeting of the Company to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 21 April 2020, at 10:00 a.m. or where the context so admits, any adjournment thereof               |
| “AGM Notice”       | the notice convening the AGM as set out on pages 13 to 16 of this circular   |
| “Articles”         | the articles of association of the Company as amended from time to time  |
| “associate(s)”     | has the meaning ascribed thereto in the Listing Rules  |
| “Audit Committee”  | the audit committee of the Company   |
| “BCL”              | Beijing Capital Land Ltd. (首創置業股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange (Stock Code: 2868), a controlling shareholder of the Company |
| “Board”            | the board of Directors of the Company  |
| “Companies Law”    | the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands   |
| “Company”          | Beijing Capital Grand Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1329)   |
| “Director(s)”      | the director(s) of the Company   |
| “General Mandates” | the Issue Mandate and the Repurchase Mandate   |
| “Group”            | the Company and its subsidiaries   |
| “Hong Kong”        | the Hong Kong Special Administrative Region of the People’s Republic of China  |

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## DEFINITIONS

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|----------------------------------|---|
| “Issue Mandate”                  | a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares in the manner as set out in the ordinary resolution numbered 4 of the AGM Notice (as extended by adding to it the aggregate nominal amount of the ordinary share capital of the Company repurchased under the Repurchase Mandate pursuant to the ordinary resolution numbered 6 of the AGM Notice) |
| “Latest Practicable Date”        | 13 March 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular   |
| “Listing Rules”                  | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Nomination Committee”           | the nomination committee of the Company   |
| “PRC”                            | the People’s Republic of China which, for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan   |
| “Remuneration Committee”         | the remuneration committee of the Company   |
| “Repurchase Mandate”             | a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 5 of the AGM Notice   |
| “SFO”                            | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong  |
| “Share(s)”                       | ordinary share(s) of HK\$0.01 each in the share capital of the Company  |
| “Shareholder(s)”                 | holder(s) of the Share(s)   |
| “Stock Exchange”                 | The Stock Exchange of Hong Kong Limited   |
| “Strategic Investment Committee” | the strategic investment committee of the Company   |
| “Takeovers Code”                 | The Codes on Takeovers and Mergers and Share Buy-backs issue by Securities and Futures Commission of Hong Kong  |
| “HK\$”                           | Hong Kong dollars, the lawful currency of Hong Kong   |
| “%”                              | per cent  |

**CAPITAL  GRAND**  
**BEIJING CAPITAL GRAND LIMITED**  
**首創鉅大有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1329)**

*Executive Directors:*

Mr. Zhong Beichen (*Chairman*)

Mr. Feng Yujian (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Wang Hao

Ms. Qin Yi

Mr. Wang Honghui

Mr. Yang, Paul Chunyao

*Independent Non-executive Directors:*

Dr. Ngai Wai Fung

Ms. Zhao Yuhong

Mr. He Xiaofeng

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Hong Kong Principal Place  
of Business:*

Suites 4602-05

One Exchange Square

Central

Hong Kong

19 March 2020

*To the Shareholders, the convertible preference shares holders and  
the perpetual convertible bond securities holders (for information only)*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the AGM for consideration and, where appropriate, approval by the Shareholders:

- (i) re-election of Directors; and
- (ii) grant of the General Mandates.

The AGM Notice is set out on pages 13 to 16 of this circular.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTORS

The Board currently comprise nine Directors, of which two are executive Directors, namely Mr. Zhong Beichen and Mr. Feng Yujian, four are non-executive Directors, namely Mr. Wang Hao, Ms. Qin Yi, Mr. Wang Honghui and Mr. Yang, Paul Chunyao and three are independent non-executive Directors, namely Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng.

In accordance with Article 84(1) and (2) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless otherwise agree between themselves) be determined by lot. Accordingly, Mr. Zhong Beichen, Mr. Wang Honghui and Mr. He Xiaofeng will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

In accordance with Rule A.5.5 of Appendix 14 to the Listing Rules, the Nomination Committee and the Board have discussed the re-election of one independent non-executive Director. Based on Rule 3.13 of the Listing Rules, Mr. He Xiaofeng has signed confirmation of their independence. The Board unanimously considers that Mr. He Xiaofeng has sufficient time to perform his responsibilities as a Director, and provided independent and professional advice in aspects such as corporate strategy, operating performance and remuneration policy. Mr. He's professional knowledge, extensive experience and background in the financial field complement that of other Directors, improving the overall capability, experience and perspective of the Board, and promoting the diversity of the Board.

Pursuant to Rule 13.74 of the Listing Rules, the details of the Directors proposed to be re-elected at the AGM required under Rule 13.51(2) of the Listing Rules are set out in Appendix I.

### 3. GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

The current general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM and, therefore, ordinary resolutions will be proposed at the AGM to grant fresh general mandates as follows:

- (i) to grant to the Directors the Issue Mandate to allot, issue and deal with additional Shares not exceeding 20% of the aggregate amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution (i.e. issue of new Share not exceeding 192,307,692 Shares based on the share capital of the Company in issue of 961,538,462 Shares as at the Latest Practicable Date assuming that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the AGM);

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## LETTER FROM THE BOARD

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- (ii) to grant to the Directors the Repurchase Mandate to purchase or repurchase issued and fully paid up Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution (i.e. not exceeding 96,153,846 Shares based on the share capital of the Company in issue of 961,538,462 Shares as at the Latest Practicable Date assuming that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the AGM); and
- (iii) conditional upon the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by the addition thereto the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

Full text of the relevant ordinary resolutions in relation to the general mandates described in (i), (ii) and (iii) above are set out as resolutions numbers 4, 5 and 6 respectively in the notice of AGM.

The Directors have no immediate plans to allot, issue, or deal with any new Shares other than Shares which may fall to be issued under the share option scheme(s) (if any) of the Company or pursuant to any scrip dividend scheme or under similar arrangement which may be approved by the Shareholders from time to time or as the result of conversion of any convertible preference share or perpetual convertible bond securities of the Company in issue or repurchase any Shares pursuant to the relevant mandates.

In accordance with Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its Shares. This explanatory statement is set out in Appendix II to this circular.

#### **4. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

#### **5. ANNUAL GENERAL MEETING**

The Notice of AGM is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### 6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Articles.

### 7. DOCUMENT FOR INSPECTION

Copy of the Articles is available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at Suites 4602-05, One Exchange Square, Central, Hong Kong, from the date of this circular up to and including the date of the AGM.

### 8. RECOMMENDATION

The Directors consider that the proposals described in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions regarding the re-election of Directors and the grant of the General Mandates to Directors to be proposed at the AGM.

### 9. GENERAL

Your attention is drawn to the additional information set out in the appendices.

Yours faithfully,  
For and on behalf of the Board  
**Beijing Capital Grand Limited**  
**Zhong Beichen**  
*Chairman*



The biographical and other details of the Directors proposed to be retired and re-elected at the AGM are set out as below:

**(1) Mr. Zhong Beichen – Executive Director**

Mr. Zhong Beichen (鍾北辰), aged 45, was appointed as the chairman of the Board and the chairman of the nomination committee of the Company in January 2017, and was appointed as the executive Director and president of BCL in April 2018. He is also a director of certain subsidiaries of the Company. Mr. Zhong served as an architect of the Planning and Design Institute of the Department of Light Industry of the PRC (中國輕工業部規劃設計院) from July 1996 to August 2000. Mr. Zhong served as an architect of Beijing Sunshine Real Estate Comprehensive Development Company (北京陽光房地產綜合開發公司) from August 2000 to December 2001 and the deputy general manager of Beijing Anhua Shiji Real Estate Development Co., Ltd. (北京安華世紀房地產開發有限公司) and Beijing Sunshine City Real Estate Development Co., Ltd. (北京陽光城房地產有限公司) from January 2003 to December 2007. Mr. Zhong served as the general manager of the Product R&D Centre of BCL from January 2008 to May 2010 and the vice-president of Outlets Investment Management Co., Ltd. (奧特萊斯投資管理有限公司) from June 2010 to August 2011. He served as the general manager of the Commercial Property Development Department of BCL from September 2011 to December 2013, and the assistant president of BCL from September 2011 to February 2012. Mr. Zhong acted as the executive Director and chief executive officer of the Company from December 2013 to January 2017. He was the vice-president of BCL from January 2017 to April 2018. Mr. Zhong obtained a bachelor's degree in Architecture from Xiamen University in 1996.

Mr. Zhong renewed his service contract with the Company on 21 December 2019 for a term of three years commencing from 21 December 2019 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Mr. Zhong's appointment is subject to the retirement by rotation and re-election at subsequent annual general meeting of the Company in accordance with the Articles. Mr. Zhong will not receive any remuneration from the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhong (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Zhong required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his retirement and re-election that need to be brought to the attention of the Shareholders.

**(2) Mr. Wang Honghui – Non-executive Director**

Mr. Wang Honghui (王洪輝), aged 40, was appointed as a non-executive Director as well as a member of the nomination committee and strategic investment committee of the Company in December 2016. He is the vice president of Sino-Ocean Group (Stock Code: 3377.HK), and also the general manager of Sino-Ocean Capital Limited. He served several positions in Sino-Ocean Group, including the general manager of the CEO Management Centre from February 2015 to October 2016, the general manager of the Investment Department from March 2014 to January 2015, the deputy general manager and subsequently the general manager of the Secretarial and Administration Department from August 2010 to February 2014, and the person-in-charge for investment expansion of the Development Department from July 2005 to July 2010. Mr. Wang was a management officer of Beijing Municipal Commission of Construction from July 2004 to July 2005. He obtained a bachelor's degree in Real Estate Management from Renmin University of China in July 2002 and a master's degree in Regional Economics from the Chinese Academy of Social Sciences in July 2004. Mr. Wang is a senior economist and a real estate appraiser.

Mr. Wang renewed his service contract with the Company on 28 December 2019 for a term of three years commencing from 28 December 2019 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Mr. Wang's appointment is subject to the retirement by rotation and re-election at subsequent annual general meeting of the Company in accordance with the Articles. Mr. Wang will not receive any remuneration from the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Wang required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his retirement and re-election that need to be brought to the attention of the Shareholders.

**(3) Mr. He Xiaofeng – Independent Non-executive Director**

Mr. He Xiaofeng (何小鋒), aged 64, was appointed as an independent non-executive Director and a member of each of the audit committee and the strategic investment committee of the Company in December 2013 and was appointed as a member of the remuneration committee and the nomination committee of the Company in December 2016. Mr. He obtained a bachelor's degree and a master's degree in Economics in 1982 and 1984 from Peking University, respectively. He is currently a professor of the Department of Finance, School of Economics of Peking University (北京大學經濟學院金融學系) since August 2000 and has been a doctoral supervisor since August 2001 and a director of the Research Center of Financial and Industrial Development of Peking University (北京大學金融與產業發展研究中心) since August 2005. He has taught in the School of Economics of Peking University (北京大學經濟學院) since 1984. Mr. He has also served as a council member of China Enterprises Investment Association (中國企業投資協會) and the deputy director of Financial Enterprises Investment Committee (金融企業投資委員會) since 2006, the vice chairman of Beijing Private Equity Association (北京股權投資基金協會) since 2008, a director of Beijing Fof Capital Co., Ltd. (Stock Code: 833962.NEEQ) since 2015, an independent non-executive director of Hanergy Thin Film Power Group Limited (Stock Code: 566.HK) from September 2017 to June 2019, and an independent director of Beijing Life Insurance Co., Ltd. (北京人壽保險有限公司) since March 2018.

Mr. He renewed his service contract with the Company on 21 December 2019 for a term of three years commencing from 21 December 2019 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Mr. He's appointment is subject to the retirement by rotation and re-election at subsequent annual general meeting of the Company in accordance with the Articles. Mr. He is entitled to director fee of HK\$305,000 per annum. The remuneration of Mr. He was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. He (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. He required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to her retirement and re-election that need to be brought to the attention of the Shareholders.

*This is an explanatory statement given to the Shareholders relating to proposed resolution granting the Repurchase Mandate to the Directors to be passed by the Shareholders at the AGM. This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:*

**EXERCISE OF THE REPURCHASE MANDATE**

Resolution numbered 5 set out in the AGM Notice will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of the issued and fully paid Shares up to a maximum of 10% of the nominal amount of the share capital of the Company as at the date of the AGM. It will be valid until the next annual general meeting unless revoked or varied before such meeting.

Exercise in full of the Repurchase Mandate would result in up to maximum of 96,153,846 Shares (on the basis of 961,538,462 shares in issue as at the Latest Practicable Date) being repurchased by the Company.

**REASONS FOR THE REPURCHASE OF SECURITIES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

**FUNDING OF REPURCHASE**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with any applicable laws of Cayman Islands, the memorandum of association of the Company and the Articles.

Any payment for repurchases by the Company may be made out of profits of the Company, the share premium account of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or from the share premium account of the Company, or, if authorized by the Articles and subject to the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period, it might not have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with the financial position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2019). However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase of Shares pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Cayman Islands, the memorandum of association of the Company and the Articles.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**EFFECT OF TAKEOVERS CODE**

If a Shareholder's proportionate interest in the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely BECL Investment Holding Limited, BCL, BCG Chinastar International Investment Limited and Beijing Capital Group Co., Ltd. (collectively, "Controlling Shareholders") are entitled to exercise and/or control the exercise of 75% of the voting rights in the general meetings of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of the Controlling Shareholder in the Company would increase to approximately 83.3%. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any Shares on the Stock Exchange or otherwise in the six months prior to the date of the Latest Practicable Date.

## MARKET PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months were as follows:

|   | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|---|-------------------------------|------------------------------|
| <b>2019</b>                               |                               |                              |
| March                                     | 1.65                          | 1.10                         |
| April                                     | 1.76                          | 1.40                         |
| May                                       | 1.58                          | 1.50                         |
| June                                      | 1.50                          | 1.01                         |
| July                                      | 1.15                          | 0.91                         |
| August                                    | 1.30                          | 0.91                         |
| September                                 | 1.53                          | 1.05                         |
| October                                   | 1.36                          | 0.92                         |
| November                                  | 1.16                          | 0.99                         |
| December                                  | 1.29                          | 0.92                         |
| <b>2020</b>                               |                               |                              |
| January                                   | 1.60                          | 1.18                         |
| February                                  | 1.20                          | 1.11                         |
| March (up to the Latest Practicable Date) | 1.10                          | 1.09                         |



**BEIJING CAPITAL GRAND LIMITED**

**首創鉅大有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1329)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Beijing Capital Grand Limited (the “Company”) will be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 21 April 2020 at 10:00 a.m. to transact the following ordinary business. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 19 March 2020.

1. To consider and adopt the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2019;
2.
  - (a) To re-elect Mr. Zhong Beichen as a executive Director;
  - (b) To re-elect Mr. Wang Honghui as a non-executive Director;
  - (c) To re-elect Mr. He Xiaofeng as an independent non-executive Director;
  - (d) To authorise the Board to fix the Directors’ remuneration;
3. to re-appoint PricewaterhouseCoopers as the Company’s independent auditor and to authorise the Board to fix their remuneration;

By way of special business, to consider and, if thought fit, to pass each of the following resolutions, with or without modification, as ordinary resolutions:

**ORDINARY RESOLUTIONS**

4. **“THAT:**
  - (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements and options, including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for Shares or convertible into Shares which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into Shares; (iii) any Share Option Scheme (as hereinafter defined) of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company (“Article”), shall not exceed 20 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held.

“Rights Issue” means an offer of shares of the Company or offer or issue of warrants options or other securities giving rights to subscribe for Share open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to eligible grantees of rights to acquire shares of the Company.”



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5. “**THAT:**
- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution; and
  - (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held.”
6. “**THAT** conditional upon the ordinary resolutions 4 and 5 above being passed, the general mandate granted to the Directors to issue and otherwise deal with additional shares in the capital of the Company pursuant to ordinary resolution 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 5 above provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution.”

By order of the Board  
**Beijing Capital Grand Limited**  
**Peng Sisi**  
*Company Secretary*

Hong Kong, 19 March 2020

*Principal place of business*  
*in Hong Kong:*  
Suites 4602-05  
One Exchange Square  
Central  
Hong Kong

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*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. A form of proxy for use at the AGM is enclosed herewith.
2. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a shareholders from attending and voting in person at the AGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
6. With regard to the proposed resolutions under agenda item 4 and 5 of this notice of AGM, the Directors wish to state that they have no immediate plans to issue any new shares or repurchase any shares of the Company pursuant to the general mandates referred thereunder.
7. A circular containing, among others things, an explanatory statement relating to the proposed resolution no. 5 of this notice of AGM has been despatched to the shareholders of the Company.
8. As at the date of this notice, the Board comprises Mr. Zhong Beichen (Chairman) and Mr. Feng Yujian (Chief Executive Officer) as executive Directors; Mr. Wang Hao, Ms. Qin Yi, Mr. Wang Honghui and Mr. Yang, Paul Chunyao as non-executive Directors; and Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng as independent non-executive Directors.