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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in China Resources Land Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**華潤置地有限公司**

**China Resources Land Limited**

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

**(Stock Code: 1109)**

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED PAYMENT OF FINAL DIVIDEND  
AND  
CHANGE OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of China Resources Land Limited (the “**Company**”) to be held at Ball Room, 1st Floor, Hotel Kapok Shenzhen Bay, No. 3001, Binhai Avenue, Nanshan District, Shenzhen, Guangdong, China on 9 June 2026 at 3:00 p.m. is set out on pages 20 to 24 of this circular. Whether or not you intend to attend the Annual General Meeting, Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon. Completion of the form of proxy will not preclude the Shareholders from attending and voting at the meeting if they so wish.

Hong Kong, 15 May 2026



## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Ball Room, 1st Floor, Hotel Kapok Shenzhen Bay, No. 3001, Binhai Avenue, Nanshan District, Shenzhen, Guangdong, China on 9 June 2026 at 3:00 p.m., notice of which is set out on pages 20 to 24 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“China” or “PRC”	the People’s Republic of China
“China Resources Group”	CRCL and its subsidiaries
“Company”	China Resources Land Limited, a company incorporated in the Cayman Islands with its shares listed on the Stock Exchange
“CRCL”	China Resources Company Limited, a company incorporated in the PRC, is the ultimate holding company of the Company
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 May 2026, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

## DEFINITIONS

“Repurchase Proposal”	the proposal to give a general mandate to the Board to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution up to a maximum of 10% of the issued Shares (excluding treasury shares, if any) at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution number 5 of the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of PRC
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong (as amended from time to time)
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent



# 華潤置地有限公司

## China Resources Land Limited

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

**(Stock Code: 1109)**

**Directors:**

*Executive Directors*

Li Xin (*Chairman*)

Zhang Dawei (*Vice Chairman*)

Xu Rong (*President*)

Hao Zhongming

Zhao Wei

Chen Wei

*Non-executive Directors*

Huang Ting

Wei Chenglin

Wang Yuhang

*Independent Non-executive Directors*

Zhong Wei

Sun Zhe

Frank Chan Fan

Leong Kwok-kuen, Lincoln

Qin Hong

**Company Secretary:**

Ngai Wai Fung

**Registered Office:**

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

**Head Office:**

46th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

Hong Kong, 15 May 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES**

**AND**

**RE-ELECTION OF RETIRING DIRECTORS**

**AND**

**PROPOSED PAYMENT OF FINAL DIVIDEND**

**AND**

**CHANGE OF AUDITOR**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

## **LETTER FROM THE BOARD**

### **INTRODUCTION**

The purpose of this circular is to seek your approval as set out in the notice of Annual General Meeting of the relevant ordinary resolutions to be proposed at the Annual General Meeting and to provide you with information regarding the general mandates to repurchase Shares and to issue Shares, the re-election of retiring Directors, payment of final dividend and change of auditor.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the last annual general meeting of the Company held on 6 June 2025, a general mandate was given to the Board to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of an ordinary resolution to be proposed at the Annual General Meeting to give a fresh general mandate to the Board to exercise the powers of the Company to repurchase Shares not exceeding 10% of the issued Shares (excluding treasury shares, if any) at the date of passing the resolution (i.e. not exceeding 713,093,957 Shares based on the issued Shares of 7,130,939,579 Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same at the date of passing the Repurchase Resolution). An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

### **GENERAL MANDATE TO ISSUE SHARES**

At the last annual general meeting of the Company held on 6 June 2025, a general mandate was given to the Board to exercise the powers of the Company to allot, issue and deal with the Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Board a general mandate to allot, issue and deal with the Shares not exceeding 20% of the issued Shares (excluding treasury shares, if any) at the date of passing the resolution (including any sale or transfer of treasury shares of the Company) (i.e. not exceeding 1,426,187,915 Shares based on the issued Shares of 7,130,939,579 Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same at the date of passing the resolution) and adding to such general mandate so granted to the Board any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued Shares (excluding treasury shares, if any) at the date of the Repurchase Resolution.

### **RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors are Mr. Li Xin, Mr. Zhang Dawei, Mr. Xu Rong, Mr. Hao Zhongming, Mr. Zhao Wei and Mr. Chen Wei; the non-executive Directors are Mr. Huang Ting, Mr. Wei Chenglin and Mr. Wang Yuhang; and the independent non-executive Directors are Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan, Mr. Leong Kwok-kuen, Lincoln and Ms. Qin Hong.

## LETTER FROM THE BOARD

Pursuant to article 99 of the Articles of Association of the Company, Mr. Hao Zhongming, Mr. Zhao Wei and Mr. Wang Yuhang shall retire from office by rotation at the Annual General Meeting and shall be eligible and offer themselves for re-election.

Pursuant to article 116 of the Articles of Association of the Company, Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan and Mr. Leong Kwok-kuen, Lincoln shall retire from office by rotation at the Annual General Meeting and shall be eligible and offer themselves for re-election.

Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan, Mr. Leong Kwok-kuen, Lincoln and Ms. Qin Hong have served as independent non-executive Directors for approximately 9 years, 9 years, 3 years, 3 years and 3 years respectively.

Each of Mr. Zhong Wei and Mr. Sun Zhe has served as independent non-executive Director more than 9 years and their re-election will be subject to a separate resolution to be approved by the Shareholders. As an independent non-executive Director with in-depth understanding of the Company's operations and business, each of Mr. Zhong Wei and Mr. Sun Zhe has expressed objective views and given independent guidance to the Company over the years, and continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. Zhong Wei and Mr. Sun Zhe would not affect their exercise of independent judgment and is satisfied that Mr. Zhong Wei and Mr. Sun Zhe have the required character, integrity and experience to continue fulfilling the role of independent non-executive Director. The Board considers the re-election of Mr. Zhong Wei and Mr. Sun Zhe as independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

The nomination committee of the Company had identified candidate pursuant to criteria set out in the nomination policy adopted by the Company and assessed and reviewed the written annual confirmation of independence given by each of Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan and Mr. Leong Kwok-kuen, Lincoln to the Company based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Each of Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan and Mr. Leong Kwok-kuen, Lincoln is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan and Mr. Leong Kwok-kuen, Lincoln in exercising independent judgment, and is satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive director and they will be able to maintain an independent view of the Group's affairs. The Board considers them to be independent. The Board is of the view that Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan and Mr. Leong Kwok-kuen, Lincoln are beneficial to the Board with diversity of their professional experience that contribute to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from their contribution and valuable insights derived from their in-depth knowledge of the Company. The Board believes that they will continue to contribute effectively to the Board.

## LETTER FROM THE BOARD

Directors' attendance record at Board/committee meetings and the number of other public companies' directorships held by the Directors are disclosed in the annual report of the Company for the year ended 2025 under the sections of "Corporate Governance Report" and "Biographical Details of Directors and Senior Management".

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

### PROPOSED PAYMENT OF FINAL DIVIDEND

The Board recommended a final dividend (the "**2025 Final Dividend**") of RMB0.966 per Share for the year ended 31 December 2025 (2024: RMB1.119 (equivalent to HK\$1.221)) payable on Monday, 3 August 2026 to Shareholders whose names appear on the register of members of the Company on Wednesday, 17 June 2026.

The 2025 Final Dividend will be payable in cash to each Shareholder in HK\$ unless an election is made to receive the same in RMB. The final dividend is to be payable in cash in Hong Kong dollars which will be converted from RMB at the average CNY Central Parity Rate announced by the People's Bank of China for the five business days prior to and including the date of the Annual General Meeting. Unless a permanent election on dividend currency had been made by Shareholders, Shareholders should complete the dividend currency election form which is expected to be dispatched to Shareholders in late June 2026 as soon as practicable after the record date of 17 June 2026 to determine Shareholders' entitlement to the 2025 Final Dividend, and lodge it to Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 16 July 2026.

Shareholders who are minded to elect to receive all or part of their dividends in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honored for payment upon presentation outside Hong Kong. The cheques are expected to be posted to the relevant Shareholders by ordinary post on 3 August 2026 at the Shareholders' own risk.

If no duly completed dividend currency election form in respect of that Shareholder is received by the Hong Kong branch share registrar of the Company by 4:30 p.m. on 16 July 2026, such Shareholder will automatically receive the 2025 Final Dividend in HK\$. All dividend payments in HK\$ will be made in the usual way on 3 August 2026.

If Shareholders wish to receive the 2025 Final Dividend in HK\$ in the usual way, no additional action is required.

Shareholders should seek professional advice with their own tax advisers regarding the possible tax implications of the dividend payment.

## LETTER FROM THE BOARD

### PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 11 May 2026 in relation to the proposed change of auditor of the Company (the “**Announcement**”).

KPMG (“**KPMG**”) have served as the independent auditor of the Company since June 2023, and will retire from office upon the conclusion of the forthcoming Annual General Meeting of the Company to be held on 9 June 2026. In order to promote good corporate governance and maintain the independence and objectivity of the Company’s independent auditor, the Board and the Audit Committee of the Company (the “**Audit Committee**”) have reviewed the need to change the independent auditor. After careful consideration, the Board proposed not to re-appoint KPMG as the independent auditor of the Company at the Annual General Meeting.

The Board resolved, with the recommendation from the audit committee of the Company, to propose the appointment of Deloitte Touche Tohmatsu as the new auditor of the Company following the retirement of KPMG, subject to the approval of Shareholders at the Annual General Meeting.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the retiring auditor to confirm whether or not there is any matter connected with its retirement which need to be brought to the attention of the shareholders or creditor of the Company. KPMG have therefore not issued such confirmation. Save as disclosed in this circular and the Announcement, and in KPMG’s retirement letter, there is no any matter connected with its retirement which need to be brought to the attention of the Board and the Audit Committee. The Board has confirmed, there is no other matter in respect of proposed change of auditor needs to be brought to the attention of the shareholders or creditors of the Company.

The Audit Committee has considered a number of factors in assessing the proposed appointment of Deloitte Touche Tohmatsu as the independent auditor of the Company in accordance with its terms of reference, including but not limited to: (i) Deloitte Touche Tohmatsu’s audit proposal and audit fee; (ii) its experience, industry knowledge and technical competence in providing audit work for companies listed on The Stock Exchange of Hong Kong Limited; (iii) its independence from the Group and objectivity; (iv) its market reputation; (v) its resources and capabilities; and (vi) the “Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors” issued by the Hong Kong Accounting and Financial Reporting Council (“**AFRC**”) in December 2021 (the “**Guide**”), including section 2 “Selection and Appointment of Auditors” of the Guide.

The estimated audit fee payable to Deloitte Touche Tohmatsu for the audit of the consolidated financial statements of the Company and its subsidiaries for the year ending 31 December 2026 is expected to be in the range of approximately RMB14.7 million to RMB16.5 million.

## **LETTER FROM THE BOARD**

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Deloitte Touche Tohmatsu, taking into account, among other things, the scale, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

It will be proposed at the Annual General Meeting an ordinary resolution for the purpose of approving the proposed change of auditor and to authorise the board of directors to fix their remuneration.

### **ANNUAL GENERAL MEETING**

Set out on pages 20 to 24 of this circular is the notice convening the Annual General Meeting.

### **ACTION TO BE TAKEN**

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's head office at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a form of proxy will not prevent you from attending and voting in person at the Annual General Meeting if you so wish.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

## LETTER FROM THE BOARD

### RECOMMENDATIONS

The Directors believe that the Repurchase Proposal, the proposed general mandate for Board to issue new Shares, the proposed extension of the general mandate to issue new Shares, the proposed re-election of retiring Directors, the proposed payment of final dividend and the proposed change of auditor are all in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

### 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.

Yours faithfully,  
By order of the Board  
**China Resources Land Limited**  
**LI Xin**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the Repurchase Resolution.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital (excluding treasury shares, if any) of the Company comprised 7,130,939,579 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 713,093,957 Shares representing not more than 10% of the issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. On the other hand, Shares repurchased by the Company and held as treasury may provide more flexibility to the Board to resell the treasury shares on the market prices to raise additional funds for the Company, or transfer or use for share grants under share schemes that comply with Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the law of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2025 in the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
May 2025	27.50	24.80
June 2025	28.50	24.25
July 2025	30.70	26.65
August 2025	34.12	28.45
September 2025	33.20	28.96
October 2025	30.42	27.98
November 2025	31.12	27.54
December 2025	30.76	26.70
January 2026	31.44	27.28
February 2026	33.76	29.52
March 2026	31.80	27.74
April 2026	33.24	28.50
May 2026 (up to the Latest Practicable Date)	38.68	32.54

#### 5. GENERAL

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Repurchase Proposal has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in its own name as treasury shares.

## **6. TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CRCL is interested in 4,246,618,418 Shares (representing approximately 59.55% of the total issued Shares (excluding treasury shares, if any)). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, then (if the present shareholdings remain the same) the attributable interests of CRCL would be increased to approximately 66.17% of the issued Shares (excluding treasury shares, if any) and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such an extent as to result in the number of Shares held by the public being reduced to less than 25%.

## **7. SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

**Mr. Hao Zhongming** (*Executive Director*)

Mr. Hao Zhongming, aged 54, joined the Company in October 2022, and was appointed as an executive Director and a member of the Executive Committee of the Company in September 2025. He is also the vice chairman of China Resources (Shenzhen) Co., Ltd., a subsidiary of the Company. He served at State Organs from July 1993 to September 2018, with his final position as deputy director of organization department of the Central State Organs Working Committee. He served as the deputy secretary of party committee of China Resources Pharmaceutical Commercial Group Co., Ltd.\* (華潤醫藥商業集團有限公司) from January 2018 to March 2021, as the deputy general manager of human resources department of China Resources (Holdings) Company Limited (“CRH”) from March 2021 to October 2022 and as the deputy director of the organization department of party committee of CRH from April 2021 to October 2022. Mr. Hao graduated with a Master’s degree in Public Administration from the School of Public Administration at Beihang University in 2009.

Save as disclosed above, Mr. Hao did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group.

Mr. Hao has entered into a letter of appointment with the Company for a term of three years. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Mr. Hao will not receive Director’s fee from the Company. For the year ended 31 December 2025, Mr. Hao has received an emolument of RMB1,922,000 which was determined with reference to his duties and responsibilities with the Company and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Mr. Hao is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at Latest Practicable Date, Mr. Hao did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Hao has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Zhao Wei** (*Executive Director*)

Mr. Zhao Wei, aged 54, joined the Company in September 2025 and was appointed as an executive Director, a member of the Executive Committee, the Chief Financial Officer, the Board Secretary and an Authorized Representative. Mr. Zhao has been serving as a non-executive director of China Resources Mixc Lifestyle Limited (whose shares are listed on the Stock Exchange, Stock Code: 1209.HK) since September 2025. He has served as an executive director and the chief financial officer of China Resources Beer (Holdings) Company Limited (the shares of which are listed on the Stock Exchange, Stock Code: 291.HK and 80291.HK) from August 2023 to September 2025 and from June 2023 to September 2025, respectively. He was appointed as a director of Auhui Golden Seed Winery Co., Ltd.\* (安徽金種子酒業股份有限公司) (whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600199)) in

July 2024. He has over 20 years of experience in financial management. He holds a Doctor's degree in engineering from Tianjin University of China and a qualification certificate from the Chartered Institute of Management Accountants.

Save as disclosed above, Mr. Zhao did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group.

Mr. Zhao has entered into a letter of appointment with the Company for a term of three years. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association. Mr. Zhao will not receive Director's fee from the Company. For the year ended 31 December 2025, Mr. Zhao has received an emolument of RMB258,000 which was determined with reference to his duties and responsibilities with the Company and the recommendation made by the remuneration committee of the Company. Save as disclosed above, Mr. Zhao is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at Latest Practicable Date, Mr. Zhao did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Zhao has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Wang Yuhang** (*Non-executive Director*)

Mr. Wang Yuhang, aged 53, is an external director of business unit of CRH. Mr. Wang was appointed as a non-executive director and a member of the Sustainability Committee (formerly known as the CSR Committee) of the Company in June 2025. He joined China Resources Group in 2015, served as the Deputy Director and Deputy General Manager of the Environmental, Health, and Safety Department of China Resources Group from January 2015 to July 2024, and as the Deputy General Manager of China Resources Chemical Materials Technology Co., Ltd. from August 2024 to May 2025. Mr. Wang is currently a non-executive director of China Resources Pharmaceutical Group Limited (Stock Code: 3320.HK, shares of which are listed on the Stock Exchange).

Prior to that, Mr. Wang held various positions, including Deputy Director of the Ionization Chamber at the Radiation Environment Research Center of the Beijing Municipal Environmental Protection Bureau (April 1999–May 2001), Consulting Department Manager at Beijing Bonabajia Culture Development Co., Ltd. (May 2001–March 2002), and Deputy Director of the Safety Management Technology Research Institute, Director of the Registered Safety Engineer Certification Center and Director of the Work Safety Theory, Regulations, and Standards Research Institute at the China Academy of Safety Science and Technology (April 2002–January 2009 and August 2012–January 2015). Additionally, he was the Deputy Director of the Safety Office and General Manager of the Safety and Environmental Protection Department at China Agri-Industries Holdings Limited (January 2009–August 2012).

Mr. Wang holds a bachelor's degree in Chemical Education from Anqing Normal University (July 1995) and a master's degree in Environmental Engineering from Beijing Institute of Technology (February 1999).

Save as disclosed above, Mr. Wang did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association of the Company. Mr. Wang will not receive Director's fee from the Company. Mr. Wang is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at Latest Practicable Date, Mr. Wang did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Wang has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Zhong Wei** (*Independent Non-executive Director*)

Mr. Zhong Wei, aged 57, was appointed as an independent non-executive Director of the Company in April 2017. He is also a member of the Audit Committee, Remuneration Committee, Nomination Committee and Sustainability Committee (formerly known as CSR Committee) of the Company. Mr. Zhong has been a professor at the School of Economics and Management at Beijing Normal University since 2003. Prior to that, Mr. Zhong had served as an associate professor at Department of Economics at Beijing Normal University from 1999 to 2003. Mr. Zhong worked as a lecturer at the Business School of Jiangnan University from July 1994 to July 1997. Mr. Zhong also served as an assistant engineer at Wuxi Alarm Devices Factory from July 1990 to July 1992. Mr. Zhong graduated from Nanjing University in 1990 majoring in applied physics and from Southeast University in 1994 majoring in industrial economics management. Mr. Zhong received his Doctor's degree in 1999 from Beijing Normal University majoring in international economics. Between September 2001 and July 2004, Mr. Zhong engaged in postdoctoral research in management science at Tongji University. Mr. Zhong was an independent director of Dongxing Securities Company Limited (Stock Code: 601198.SH, the shares of which are listed on the Shanghai Stock Exchange). Currently, Mr. Zhong serves as an independent non-executive director of Seazen Group Limited (Stock Code: 1030.HK), China Jinmao Holdings Group Limited (Stock Code: 817.HK) and Yunnan Water Investment Co., Limited (Stock Code: 6839.HK), the shares of which are listed on the Stock Exchange.

Save as disclosed above, Mr. Zhong did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group.

Mr. Zhong has entered into a letter of appointment with the Company for a term of three years. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association of the Company. The Director's fee payable to Mr. Zhong as independent non-executive Director is determined by the Shareholders at the annual general meeting. It was proposed that the Director's fee for the year ending 31 December 2025 be determined at HK\$500,000 for each independent non-executive Director with reference to his/her duties and responsibilities with the Company and the recommendation made by the Remuneration Committee of the Company. Mr. Zhong is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Zhong did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhong has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

**Mr. Sun Zhe** (*Independent Non-executive Director*)

Mr. Sun Zhe, aged 60, was appointed as an independent non-executive Director of the Company in April 2017. He is also a member of the Audit Committee, Remuneration Committee and Sustainability Committee (formerly known as CSR Committee) of the Company. Mr. Sun is currently the co-director of China Program and senior visiting scholar at the School of International and Public Affairs of Columbia University. He is the founding director of the Center for U.S.-China Relations at Tsinghua University and was a professor of International Affairs and doctoral supervisor of Tsinghua University from 2006 to 2016. Prior to that, he was a professor and deputy director of the Center for American Studies at Fudan University from 2000 to 2006. Mr. Sun has taught at the East Asian Institute of Columbia University and Ramapo College, New Jersey. He is the author and editor of twenty three books on comparative politics and U.S.-China relations. Mr. Sun obtained a Bachelor's and a Master's degree in law from Fudan University in 1987 and 1989 respectively and obtained a Doctor's degree in political science from Columbia University in 2000. He also obtained a Master of Art degree majoring in political science from Indiana State University in 1992. Mr. Sun currently serves as an independent non-executive director of JS Global Lifestyle Company Limited (Stock Code: 1691.HK, the shares of which are listed on the Stock Exchange), in which he served as a non-executive director from April 2022 to July 2023.

Save as disclosed above, Mr. Sun did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group.

Mr. Sun has entered into a letter of appointment with the Company for a term of three years. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association of the Company. The Director's fee payable to Mr. Sun as independent non-executive Director is determined by the Shareholders at the annual general meeting. It was proposed that the Director's fee for the year ending 31 December 2025 be determined at HK\$500,000 for each

independent non-executive Director with reference to his/her duties and responsibilities with the Company and the recommendation made by the Remuneration Committee of the Company. Mr. Sun is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Sun did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Sun has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

**Mr. Frank Chan Fan** (*Independent Non-executive Director*)

Mr. Frank Chan Fan, GBS, JP, aged 68, was appointed as an independent non-executive Director of the Company in July 2023. He also serves as the chairman of the Remuneration Committee, a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee of the Company. Mr. Chan is also an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee, nomination committee and the sustainability committee of China State Construction International Holdings Limited (Stock Code: 3311.HK, shares of which are listed on the Stock Exchange) and an independent non-executive director and a member of the remuneration committee and overseas risk control committee of Beijing Urban Construction Design & Development Group Co. Limited (Stock Code: 1599.HK, shares of which are listed on the Stock Exchange). Mr. Chan is currently a Hong Kong Deputy to the National People's Congress, the Senior Vice President of the Hong Kong Institution of Engineers, an Honorary Professor of the University of Hong Kong and an Honorary Advisor of the Hong Kong Federation of Electrical and Mechanical Contractors. Mr. Chan is the Founding Chairman of the Association for Engineering and Medical Volunteer Services, a Member of the Advisory Committee for Innovation and Technology for Aging of the Hong Kong Council of Social Service, and a Vice-Chairman of the Admission, Budget and Allocation Committee of the Hong Kong Community Chest.

From July 2017 to June 2022, Mr. Chan was the former Secretary for Transport and Housing of the Hong Kong Special Administrative Region government, overseeing policy and strategy, development and implementation of housing, logistics, air services, land and maritime transport, the Chairman of the Hong Kong Housing Authority, the Hong Kong Maritime and Port Board, the Hong Kong Logistics Development Council, and the Aviation Development and Three-runway System Advisory Committee; and a non-executive director of MTR Corporation Limited (Stock Code: 0066.HK, the shares of which are listed on the Stock Exchange) and a board member of the Airport Authority Hong Kong and the Hong Kong Mortgage Corporation Limited. Prior to that, Mr. Chan was the Director of Electrical and Mechanical Services of the Hong Kong Special Administrative Region government, spearheading policy initiatives and law enforcement on energy efficiency and safety of railway, tramway, ropeway, gas, electricity, lift, escalator and nuclear power; and providing professional advice and engineering services. He was the Steering Committee Chairman of the Growing Partners Project.

Mr. Chan is a Fellow of the Hong Kong Academy of Engineering, a Fellow of the Hong Kong Institution of Engineers, a professor level senior engineer and an Honorary Fellow of the Institution of Mechanical Engineers, United Kingdom. He received his Bachelor in Science (Engineering) and Master in Business Management from the University of Hong Kong, and Master in Medical Physics from the University of Aberdeen, United Kingdom. He attended the Advanced Management Programme at the Harvard Business School, Strategic Management of Regulatory and Enforcement Agencies at the Harvard Kennedy School, National Studies at the Tsinghua University and the Chinese Academy of Governance.

Save as disclosed above, Mr. Chan did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group.

Mr. Chan has entered into a letter of appointment with the Company for a term of three years. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association of the Company. The Director's fee payable to Mr. Chan as independent non-executive Director is determined by the Shareholders at the annual general meeting. It was proposed that the Director's fee for the year ending 31 December 2025 be determined at HK\$500,000 for each independent non-executive Director with reference to his/her duties and responsibilities with the Company and the recommendation made by the Remuneration Committee of the Company. Mr. Chan is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Chan did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

**Mr. Leong Kwok-kuen, Lincoln** (*Independent Non-executive Director*)

Mr. Leong Kwok-kuen, Lincoln, JP, aged 65, was appointed as an independent non-executive Director of the Company in July 2023. He also serves as the chairman of the Audit Committee, and a member of the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee of the Company. Mr. Leong is a chartered accountant and has extensive experience in the commerce and investment banking industries. He is an independent non-executive director and a member of the audit committee of Standard Chartered Plc (the shares of which are listed on the Stock Exchange (Stock Code: 2888.HK) and the London Stock Exchange (Stock Symbol: STAN)), an independent non-executive director of Standard Chartered Bank (Hong Kong) Limited and Standard Chartered Bank and a non-executive director and the chairman of the audit committee of Hongkong Land Holdings Limited (the shares of which are listed on the Singapore Exchange Limited (Stock Symbol: H78.SI), London Stock Exchange (Stock Symbol: HKLD) and Bermuda Stock Exchange (Stock Symbol: HKLBD.BH)). He was previously an independent non-executive director of SUNeVision Holdings Limited (Stock Code: 1686.HK, the shares of which are listed on the Stock Exchange), an independent non-executive director of Link Asset Management Limited

(manager of Link Real Estate Investment Trust (Stock Code: 823.HK, the shares of which are listed on the Stock Exchange)), an executive director and the chief executive officer of MTR Corporation Limited (Stock Code: 66.HK, the shares of which are listed on the Stock Exchange) and a non-executive director of Jardine Strategic Holdings Limited (delisted) and Mandarin Oriental International Limited (delisted) (the shares of which were listed on the Singapore Exchange Limited (Stock Symbol: M04), London Stock Exchange (Stock Symbol: MDOB) and Bermuda Stock Exchange (Stock Symbol: MOIBD.BH)). Mr. Leong is a board member, an executive committee member and a vice patron of The Community Chest of Hong Kong, the vice chairman and an executive committee member of The Hong Kong Housing Society. He was the chairman of the Quality Assurance Council of the University Grants Committee.

Mr. Leong qualified as a chartered accountant in England in 1985 and in British Columbia, Canada in 1987. He is a chartered fellow of The Chartered Institute of Logistics and Transport in Hong Kong and holds a Bachelor of Arts degree (subsequently a Master of Arts degree) from the University of Cambridge in the United Kingdom.

Save as disclosed above, Mr. Leong did not hold any directorship in other listed public companies in the last three years and did not hold any position with the Company and other members of the Group.

Mr. Leong has entered into a letter of appointment with the Company for a term of three years. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association of the Company. The Director's fee payable to Mr. Leong as independent non-executive Director is determined by the Shareholders at the annual general meeting. It was proposed that the Director's fee for the year ending 31 December 2025 be determined at HK\$500,000 for each independent non-executive Director with reference to his/her duties and responsibilities with the Company and the recommendation made by the Remuneration Committee of the Company. Mr. Leong is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Leong did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Leong has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING



# 華潤置地有限公司

## China Resources Land Limited

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

**(Stock Code: 1109)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of China Resources Land Limited (the “**Company**”) will be held at Ball Room, 1st Floor, Hotel Kapok Shenzhen Bay, No. 3001, Binhai Avenue, Nanshan District, Shenzhen, Guangdong, China on Tuesday, 9 June 2026 at 3:00 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited Financial Statements and the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2025.
2. To declare a final dividend of RMB0.966 per share for the year ended 31 December 2025.
3.
  - (1) To re-elect Mr. Hao Zhongming as director;
  - (2) To re-elect Mr. Zhao Wei as director;
  - (3) To re-elect Mr. Wang Yuhang as director;
  - (4) To re-elect Mr. Zhong Wei as director;
  - (5) To re-elect Mr. Sun Zhe as director;
  - (6) To re-elect Mr. Frank Chan Fan as director;
  - (7) To re-elect Mr. Leong Kwok-kuen, Lincoln as director; and
  - (8) To authorise the board of directors to fix the remuneration of the directors.
4. To appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (and the Company may hold the shares so repurchased in treasury), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the board of directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
- (c) for the purposes 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 expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.”

## NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company, including any sale or transfer of the treasury shares of the Company (if permitted under the Listing Rules), and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the board of directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the board of directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(d) 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 expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company; and

“**Rights Issue**” means an offer of shares open for a period fixed by the board of directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolution nos.5 and 6 set out in the notice convening this meeting, the general mandate granted to the board of directors of the Company to allot, issue and deal with additional shares pursuant to Resolution no.6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no.5 set out in the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of the said Resolution.”

By order of the Board  
**China Resources Land Limited**  
**Ngai Wai Fung**  
*Company Secretary*

Hong Kong, 15 May 2026

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office of the Company at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 3 June 2026 to Tuesday, 9 June 2026, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2026. Shareholders whose names appear on the register of members of the Company on Wednesday, 3 June 2026 are entitled to attend and vote at the Annual General Meeting.

Subject to the approval of Shareholders at the meeting, the proposed final dividend will be payable to Shareholders whose names appear on the register of members of the Company on Wednesday, 17 June 2026 and the register of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at the above address not later than 4:30 p.m. on Tuesday, 16 June 2026.

4. With regard to item no.3 in this notice, the board of directors of the Company proposes that 7 retiring directors, namely Mr. Hao Zhongming, Mr. Zhao Wei, Mr. Wang Yuhang, Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan and Mr. Leong Kwok-kuen, Lincoln, who shall be eligible for re-election, be re-elected as the directors of the Company. Details of these directors are set out in Appendix II of the circular to Shareholders of the Company dated 15 May 2026.
5. All the resolutions set out in this notice shall be decided by poll.
6. If a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon, or black rainstorm warning signal is in force at any time between 8:30 a.m. and 11:30 a.m. on the day of the above meeting, the above meeting will be adjourned or postponed. The Company will post an announcement on the Company's website and HKEXnews website to notify Shareholders of the date, time and place of the adjourned or postponed meeting.

The above meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.

7. As at the date of this notice, the executive directors of the Company are Mr. Li Xin, Mr. Zhang Dawei, Mr. Xu Rong, Mr. Hao Zhongming, Mr. Zhao Wei and Mr. Chen Wei; the non-executive directors of the Company are Mr. Huang Ting, Mr. Wei Chenglin and Mr. Wang Yuhang; and the independent non-executive directors of the Company are Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan, Mr. Leong Kwok-kuen, Lincoln and Ms. Qin Hong.