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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)**

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the existing Memorandum of Association and Articles of Association, to comply with certain amendments under the Listing Rules that listed issuers are required to publish corporate communications by electronic means and to reflect certain adjustments to the internal corporate governance procedures of the Company. The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. A circular containing, among other things, details of the Proposed Amendments together with a notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Resources Land Limited (the “**Company**”) proposes to amend the existing memorandum of association (the “**Memorandum of Association**”) and articles of association (the “**Articles of Association**”) of the Company at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”), to comply with certain amendments under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) that listed issuers are required to publish corporate communications (as defined in the Listing Rules) by electronic means and to reflect certain adjustments to the internal corporate governance procedures of the Company (the “**Proposed Amendments**”).

Details of the Proposed Amendments are set out below:

### **Existing clause of the Memorandum of Association**

Clause 4

.....

to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan

### **Amended clause of the Memorandum of Association**

Clause 4

.....

to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan

notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to oversee the financial system of the Company, including to manage guarantees and debts, and to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to establish the policy for appointing managers and manage the recruiting procedure, to establish the appraisal systems for managers; to approve remuneration of managers and other employees as recommended by the remuneration committee, including the terms of service contracts, fixed remuneration, benefits and entitlements, annual bonuses and long-term service payments, which in the opinion of the Company or Directors, may align with the Company's objectives set by the Board or other considerations and the advice on remuneration of the general manager, manager or managers of the chief executive officer; to approve the compensation recommended by the remuneration committee in the event of termination of service contracts or dismissal of managers or other employees to ensure the compensation is fair and consistent with the terms of the service contracts; to establish market-based procedures of selection and appointment as circumstances permit, to establish competitive policies on the allocation of remuneration for key talents, to put in place medium to long term incentives in an orderly manner, to approve any share incentive schemes recommended by the remuneration committee, the size of the share incentive schemes and the performance indicators for the share incentive schemes; to amend the Company's structure and its capital structure (including amendments to this Memorandum of Association and the Articles of Association of the Company by way of special resolution and its listing status); to formulate and amend the Company's strategy (including any substantial expansions of business or closures of substantial operations); to amend the business and management of the Company (including the publication of results announcements, reports, financial figures, business plans and budgets); to appoint or remove the members of the Board, the Company's secretary and auditor, to establish committees and determine its composition; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to oversee the financial system of the Company, including to manage guarantees and debts, and to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to establish the policy for appointing managers and manage the recruiting procedure, to establish the appraisal systems for managers; to approve remuneration of managers and other employees as recommended by the remuneration committee, including the terms of service contracts, fixed remuneration, benefits and entitlements, annual bonuses and long-term service payments, which in the opinion of the Company or Directors, may align with the Company's objectives set by the Board or other considerations and the advice on remuneration of the general manager, manager or managers of the ~~chief executive officer~~ **president**; to approve the compensation recommended by the remuneration committee in the event of termination of service contracts or dismissal of managers or other employees to ensure the compensation is fair and consistent with the terms of the service contracts; to establish market-based procedures of selection and appointment as circumstances permit, to establish competitive policies on the allocation of remuneration for key talents, to put in place medium to long term incentives in an orderly manner, to approve any share incentive schemes recommended by the remuneration committee, the size of the share incentive schemes and the performance indicators for the share incentive schemes; to amend the Company's structure and its capital structure (including amendments to this Memorandum of Association and the Articles of Association of the Company by way of special resolution and its listing status); to formulate and amend the Company's strategy (including any substantial expansions of business or closures of substantial operations); to amend the business and management of the Company (including the publication of results announcements, reports, financial figures, business plans and budgets); to appoint or remove the members of the Board, the Company's secretary and auditor, to establish committees and determine its composition; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

## Existing clause of the Memorandum of Association

### Clause 98

The number of Directors shall not be less than two.

### Clause 105

#### **Remuneration of Managing Directors, etc.**

The remuneration of an executive Director or a Director appointed to any other office in the management of the Company shall from time to time be fixed by the Board and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including share options and/or a pension and/or a gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to such remuneration as the recipient may be entitled to receive as a Director.

### Clause 113

#### **Appointment of senior managers**

Subject to the Listing Rules or any other applicable laws, rules or regulations and these Articles, the Board may from time to time at its discretion (i) approve the recruitment procedures and standards in accordance with any applicable laws, ordinances, rules, regulations or these Articles; (ii) approve the list of qualified candidates for the position of senior manager(s) prepared by the nomination committee; (iii) approve the recommendation from the nomination committee on the appointment of senior manager(s); and (iv) approve the appointment or re-appointment of the senior manager(s) upon considering the recommendation of the nomination committee. For the purpose of this Article, “senior manager(s)” include, without limitation, the chief executive officer, vice president(s) and chief financial officer of the Company appointed by the Board, as well as the general legal counsel and secretary of the Board.

### Clause 113A

#### **Training and performance of senior managers**

Subject to the Listing Rules or any other applicable laws, rules or regulations and these Articles, the Board may from time to time at its discretion, (i) approve the training and continuous professional development plan and policy of the senior manager(s); (ii) approve the performance objectives of the senior manager(s) upon consulting the chief executive officer’s opinion and (iii) supervise the senior manager(s) on their performance on policy formulation.

## Amended clause of the Memorandum of Association

### Clause 98

The number of Directors shall not be less than two, **and shall include the Chairman of the Board and the vice Chairman of the Board, etc.**

### Clause 105

#### **Other remuneration arrangements of Managing Directors, etc.**

The remuneration of an executive Director or a Director appointed to any other office in the management of the Company shall from time to time be fixed by the Board and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including share options and/or a pension and/or a gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to such remuneration as the recipient may be entitled to receive as a Director.

### Clause 113

#### **Appointment of senior managers**

Subject to the Listing Rules or any other applicable laws, rules or regulations and these Articles, the Board may from time to time at its discretion (i) approve the recruitment procedures and standards in accordance with any applicable laws, ordinances, rules, regulations or these Articles; (ii) approve the list of qualified candidates for the position of senior manager(s) prepared by the nomination committee; (iii) approve the recommendation from the nomination committee on the appointment of senior manager(s); and (iv) approve the appointment or re-appointment of the senior manager(s) upon considering the recommendation of the nomination committee. For the purpose of this Article, “senior manager(s)” include, without limitation, the ~~chief executive officer, vice president,~~ **and chief financial officer and vice president(s)** of the Company appointed by the Board, as well as the general legal counsel and secretary of the Board.

### Clause 113A

#### **Training and performance of senior managers**

Subject to the Listing Rules or any other applicable laws, rules or regulations and these Articles, the Board may from time to time at its discretion, (i) approve the training and continuous professional development plan and policy of the senior manager(s); (ii) approve the performance objectives of the senior manager(s) upon consulting the ~~chief executive officer~~ **president**’s opinion and (iii) supervise the senior manager(s) on their performance on policy formulation.

Clause 167(a)

**Service of Notices**

Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained the member's prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Clause 167(a)

**Service of Notices**

Except as otherwise provided in these Articles, any notice or document may be served by the Company ~~and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or,~~ to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means ~~by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained the member's prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers.~~ website(s) designated by the Company and the website of the Exchange. Without affecting the generality of the foregoing and subject to the provisions under the Listing Rules, where the Company does not hold functional electronic contact details of a member, or where the Company has received any instruction from a member indicating his preference to receive hard copies of notice or document (or he refuses to receive them by electronic means), and such instruction has not been revoked, the Company may send such notice or document through the post in a prepaid letter addressed to such member at his registered address as appearing in the register, and any notice or document may also be served by the Company by transmitting it to any electronic number or address or website supplied by the member to the Company. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Clause 168

**Members out of Hong Kong**

A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.

Clause 168

**Members out of Hong Kong**

Without limiting the right of the Company to serve notices via electronic means in these Articles, a ~~A~~ member shall be entitled to have notice or document served on him by post at any address within Hong Kong. Any member who has given instructions to the Company that he prefers to receive the ~~not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him~~ notices and documents to be given or issued to him by the Company by post (or he refuses to receive them by electronic means) ~~electronic means~~ and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. The aforesaid ~~A~~ member who has no registered address in Hong Kong shall be deemed to have received any notice or document which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice or document shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong, whether by electronic or non-electronic means.

The Proposed Amendments are subject to the approval of the shareholders (the “Shareholders”) of Company by way of a special resolution at the Annual General Meeting.

A circular containing, among other things, details of the Proposed Amendments together with a notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

By Order of the Board  
**China Resources Land Limited**  
**LI Xin**  
Chairman

Hong Kong, 25 March 2024

*As at the date of this announcement, the executive directors of the Company are Mr. Li Xin, Mr. Zhang Dawei, Mr. Xie Ji, Mr. Guo Shiqing and Mr. Chen Wei; the non-executive directors of the Company are Mr. Dou Jian, Ms. Cheng Hong and Mr. Huang Ting; and the independent non-executive directors of the Company are Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan, Mr. Leong Kwok-ken, Lincoln and Ms. Qin Hong.*