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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
NOTICE OF ANNUAL GENERAL MEETING**

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 6 June 2025 at 3:00 p.m. is set out on pages 15 to 19 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, 29 April 2025

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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 6 June 2025 at 3:00 p.m., notice of which is set out on pages 15 to 19 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
“CR Mixc Lifestyle”	China Resources Mixc Lifestyle Services 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, and the ultimate holding company of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 April 2025, being the latest practicable date prior to the printing of this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“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) as 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*)

Xu Rong (*President*)

Zhang Dawei (*Vice Chairman*)

Guo Shiqing

Chen Wei

Non-executive Directors

Huang Ting

Wei Chenglin

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, 29 April 2025

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

NOTICE OF ANNUAL GENERAL MEETING

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 proposed renewal of general mandates to repurchase Shares and to issue Shares, the re-election of retiring Directors and the payment of final dividend.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 7 June 2024, 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) as at the date of 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 7 June 2024, 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 out of treasury, if any) (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 passing the Repurchase Resolution.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Li Xin, Mr. Xu Rong, Mr. Zhang Dawei, Mr. Guo Shiqing and Mr. Chen Wei; the non-executive Directors are Mr. Huang Ting and Mr. Wei Chenglin; 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.

Pursuant to article 99 of the Articles of Association, Mr. Xu Rong, who was appointed by the Board as an executive Director on 28 October 2024, shall hold office until the conclusion of the Annual General Meeting and shall be eligible and offer himself for re-election at the Annual General Meeting.

Pursuant to article 116 of the Articles of Association, Mr. Li Xin, Mr. Zhang Dawei, Mr. Guo Shiqing and Mr. Chen Wei shall retire from office by rotation at the Annual General Meeting and shall be eligible and offer themselves for re-election at the Annual General Meeting.

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 2024 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 of this circular.

PROPOSED PAYMENT OF FINAL DIVIDEND

The Board recommends a final dividend ("**2024 Final Dividend**") of RMB1.119 per Share for the year ended 31 December 2024 (2023: RMB1.243 (equivalent to HK\$1.366)) payable on Friday, 25 July 2025 to Shareholders whose names appear on the register of members of the Company on Monday, 16 June 2025.

The 2024 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 HK\$ 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 2025 as soon as practicable after the record date of Monday, 16 June 2025 to determine Shareholders' entitlement to the 2024 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 Wednesday, 9 July 2025.

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 Friday, 25 July 2025 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 Wednesday, 9 July 2025, such Shareholder will automatically receive the 2024 Final Dividend in HK\$. All dividend payments in HK\$ will be made in the usual way on Friday, 25 July 2025.

If Shareholders wish to receive the 2024 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

ANNUAL GENERAL MEETING

Set out on pages 15 to 19 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 as soon as possible and in any event 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.

RECOMMENDATIONS

The Directors believe that the Repurchase Proposal, the proposed general mandate for Board to issue new Shares, the proposed extension of the generate mandate to issue new Shares, the proposed re-election of retiring Directors and the proposed payment of final dividend are all in the best interests 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 Articles of Association and the applicable laws of the Cayman Islands. The laws 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 2024 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2024	29.65	22.45
May 2024	33.70	28.20
June 2024	30.75	26.00
July 2024	28.70	22.85
August 2024	23.70	20.30
September 2024	31.00	18.56
October 2024	32.30	23.75
November 2024	28.20	22.20
December 2024	25.90	21.85
January 2025	24.55	21.00
February 2025	27.50	22.20
March 2025	27.50	24.70
April 2025 (up to the Latest Practicable Date)	27.95	22.75

5. GENERAL

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of 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.

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

Mr. Li Xin (*Executive Director*)

Mr. Li Xin (“**Mr. Li**”), aged 53, joined the Company in 2001 and was appointed as a co-president of the Company in July 2016, as an executive Director of the Company in April 2017, as the president of the Company in December 2018, and as the chairman of the Board in May 2022. He is also the chairman of the executive committee, the sustainability committee (formerly known as corporate social responsibility committee) and the nomination committee, and a member of the corporate governance committee of the Company. In August 2020, Mr. Li was appointed as the chairman and a non-executive director of CR Mixc Lifestyle (Stock Code: 1209.HK), which is a subsidiary of the Company and listed on the Main Board of the Stock Exchange. Mr. Li also serves as the chairman of the nomination committee and the sustainability committee, and a member of the remuneration committee of CR Mixc Lifestyle. Mr. Li is also a director of a number of other subsidiaries of the Company.

Mr. Li has a Bachelor’s degree of Management from Dongbei University of Finance & Economics and a Master of Science degree in Project Management from Hong Kong Polytechnic University. Mr. Li has extensive experience in property management and corporate management. He joined China Resources Group in 1994, and had worked for China Resources Property Management Limited.

Save as disclosed above, Mr. Li 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. Li 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. Li will not receive Director’s fee from the Company. For the year ended 31 December 2024, Mr. Li has received an emolument of RMB3,896,367 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. Li is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at Latest Practicable Date, Mr. Li has interests in a total of 40,000 Shares, representing approximately 0.00056% of the total issued Shares, within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Li 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. Xu Rong (*Executive Director*)

Mr. Xu Rong (“**Mr. Xu**”), aged 56, joined the Company in January 2023 and was appointed as the vice president of the Company. He was appointed as an executive Director and a member of the executive committee of the Company in October 2024, and was appointed as the president and member of the sustainability committee (formerly known as corporate social responsibility committee) of the Company in December 2024. He is also a director of a number of subsidiaries of the Company. Mr. Xu had worked at the Shenzhen Planning and Land Resources Committee, China Merchants Group, and Shenzhen Qianhai Shekou Free Trade Investment Development Co., Ltd., with extensive experience in urban planning, development and construction and urban redevelopment management.

Mr. Xu holds a Bachelor’s degree in Architecture and a Master’s degree in Architecture Design from Huazhong Institute of Technology (later renamed as Huazhong University of Science and Technology). He is also a senior engineer in urban and rural planning.

Save as disclosed above, Mr. Xu 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. Xu 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. The emoluments payable to Mr. Xu are determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to the recommendation made by the remuneration committee of the Company, his duties and responsibilities with the Company, the Company’s performance and market situation. Mr. Xu will not receive Director’s fee from the Company. For the year ended 31 December 2024, Mr. Xu has received an emolument of RMB3,411,288. Save as disclosed above, Mr. Xu is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at Latest Practicable Date, Mr. Xu does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Xu 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. Zhang Dawei (*Executive Director*)

Mr. Zhang Dawei (“**Mr. Zhang**”), aged 56, joined the Company in 2006 and was appointed as a co-president of the Company in July 2016, and he was appointed as an executive Director in April 2017, and was appointed as the vice chairman of the Board of the Company in December 2018 and was appointed as the chief product officer of the Company in August 2023. He is also a member of the executive committee of the Company. Mr. Zhang is also a director of a number of subsidiaries of the Company.

Mr. Zhang has a Bachelor’s degree of Structural Engineering and a Master’s degree of Earthquake Engineering from Dalian University of Technology, and an EMBA degree from China Europe International Business School in China. Mr. Zhang has extensive experience in property management and corporate management. Mr. Zhang joined China Resources Group in 1994, and had worked for China Resources Construction Co., Limited.

Save as disclosed above, Mr. Zhang 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. Zhang 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. Zhang will not receive Director’s fee from the Company. For the year ended 31 December 2024, Mr. Zhang has received an emolument of RMB3,520,190 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. Zhang is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at Latest Practicable Date, Mr. Zhang 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. Zhang 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. Guo Shiqing (*Executive Director*)

Mr. Guo Shiqing (“**Mr. Guo**”), aged 55, joined the Company in 2001 and was appointed as a deputy general manager of the northeast region of the Company in August 2017, taking charge of the finance department, and general manager of finance department of the Company in October 2018. He was then appointed as the chief financial officer of the Company in June 2020. Mr. Guo was appointed as an executive Director of the Company and a member of executive committee of the Company in December 2020 and was appointed as the board secretary of the Company in December 2022. Mr. Guo was also appointed as a non-executive director and a member of the audit committee of CR Mixc Lifestyle (Stock Code: 1209.HK) in August 2020, which is a subsidiary of the Company and listed on the Main Board of the Stock Exchange. He is also a director of a number of subsidiaries of the Company.

Mr. Guo graduated from Xiamen University in 1994 majoring in accounting. He has extensive experience in real estate management and finance management.

Save as disclosed above, Mr. Guo 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. Guo 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. Guo will not receive Director’s fee from the Company. For the year ended 31 December 2024, Mr. Guo has received an emolument of RMB3,145,097 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. Guo is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at Latest Practicable Date, Mr. Guo has interests in 60,000 shares of Jiangzhong Pharmaceutical Company Limited, an associated corporation of the Company, representing approximately 0.0095% of its total issued shares, within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Guo 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. Chen Wei (*Executive Director*)

Mr. Chen Wei (“**Mr. Chen**”), aged 40, joined the Company in December 2020 and was appointed as the general manager of the operation management department. In March 2023, he was appointed as a vice president of the Company, and was appointed as an executive Director and the chief operating officer of the Company in March 2024. He is also a member of the executive committee of the Company. Prior to joining the Company, Mr. Chen served in positions including general manager of development management department of Sino-Ocean Land Holdings Limited (later renamed as Sino-Ocean Group Holding Limited (stock code: 3377.HK)), general manager of its Tianjin Company, general manager of its development business division I, and the vice president of Sino-Ocean Group Holding Limited. He is also a director of China Resources Material And Equipment E-Commerce Co., Ltd. (潤材電子商務有限公司), a subsidiary of the Company.

Mr. Chen holds a Bachelor’s degree in Engineering Management from Chongqing University and a Master’s degree in Management Science and Engineering from Tsinghua University’s Department of Civil Engineering. He has extensive experience in property development and corporate management.

Save as disclosed above, Mr. Chen 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. Chen has entered into a service contract with the Company under which, Mr. Chen has no fixed term of service with the Company. He will be subject to the rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the Articles of Association of the Company. Mr. Chen will not receive Director’s fee from the Company. For the year ended 31 December 2024, Mr. Chen has received an emolument of RMB3,402,254 which was determined with reference to his duties and responsibilities with the Company and the recommendation made by the remuneration committee of the Company. Mr. Chen 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. Chen does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Chen 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 Friday, 6 June 2025 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 2024.
2. To declare a final dividend of RMB1.119 per share for the year ended 31 December 2024.
3.
 - (1) To re-elect Mr. Li Xin as an executive director of the Company;
 - (2) To re-elect Mr. Xu Rong as an executive director of the Company;
 - (3) To re-elect Mr. Zhang Dawei as an executive director of the Company;
 - (4) To re-elect Mr. Guo Shiqing as an executive director of the Company;
 - (5) To re-elect Mr. Chen Wei as an executive director of the Company; and
 - (6) To authorise the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint KPMG as the auditor of the Company and to authorise the board of directors to fix their remuneration.

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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 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 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.”

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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 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

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(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 ordinary resolutions as proposed under item no.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 the ordinary resolution as proposed under item 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 the ordinary resolution as proposed under item 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, 29 April 2025

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Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies 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 Monday, 2 June 2025 to Friday, 6 June 2025, 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 Friday, 30 May 2025.

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 Monday, 16 June 2025 and the register of members of the Company will be closed from Monday, 16 June 2025 to Thursday, 19 June 2025, 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 Friday, 13 June 2025.

4. With regard to item no.3 in this notice, the board of directors of the Company proposes that 5 retiring directors, namely Mr. Li Xin, Mr. Xu Rong, Mr. Zhang Dawei, Mr. Guo Shiqing and Mr. Chen Wei, 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 29 April 2025.
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 (www.crland.com.hk) and HKEXnews website (www.hkexnews.hk) 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 and if they should choose to do so, they are advised to exercise care and caution.

7. As at the date of this notice, the executive directors of the Company are Mr. Li Xin, Mr. Xu Rong, Mr. Zhang Dawei, Mr. Guo Shiqing and Mr. Chen Wei; the non-executive directors of the Company are Mr. Huang Ting and Mr. Wei Chenglin; 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.