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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)**

**INSIDE INFORMATION  
IN RELATION TO THE DISPOSAL OF SHARES IN A SUBSIDIARY**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 13 November 2025, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has agreed to appoint the Placing Agent, and the Placing Agent has agreed to act, as agent for the Company to procure purchasers to purchase (or failing which itself to purchase) a total of 49,500,000 Placing Shares, representing approximately 2.17% of the total issued shares of CR Mixc Lifestyle owned by the Company as at the date of this announcement at the Placing Price in accordance with the terms in the Placing Agreement.

CR Mixc Lifestyle is a subsidiary of the Company. As at the date of this announcement, the Company is directly interested in 1,650,000,000 Shares, representing approximately 72.29% of the total issued shares of CR Mixc Lifestyle. Upon Completion (assuming there will be no change in the total issued shares of CR Mixc Lifestyle between the date of this announcement and the closing date and all the Placing Shares are successfully placed), the interests of the Company in CR Mixc Lifestyle will be reduced to approximately 70.12% of the total issued shares of CR Mixc Lifestyle. CR Mixc Lifestyle will continue to be a subsidiary of the Company and the financial results of CR Mixc Lifestyle will continue to be consolidated into the financial statements of the Group.

The Disposal does not constitute a disclosable transaction for the Company under Chapter 14 of the Listing Rules.

## **THE PLACING AGREEMENT**

Pursuant to the Placing Agreement and subject to its terms and conditions, (i) the Company has agreed to appoint the Placing Agent, and (ii) the Placing Agent has agreed to act, as agent for the Company to procure purchasers to purchase (or failing which itself to purchase) a total of 49,500,000 Placing Shares at the Placing Price. Details of the Placing are set out in further detail below.

### **Placing Agent**

UBS AG Hong Kong Branch has agreed to act as agent for the Company to procure purchasers to purchase (or failing which itself to purchase) a total of 49,500,000 Placing Shares owned by the Company at a price of HK\$41.70 per Share.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are independent of, and not connected with CR Mixc Lifestyle, the Company and their respective associates and connected persons.

### **Placees and their independence**

The choice of Placees will be at the sole discretion of the Placing Agent, subject to the requirements of the Listing Rules and the Takeovers Code. Each of the Placee(s) shall be a professional institutional and other investor, who and whose respective ultimate beneficial owners are independent of and not connected with CR Mixc Lifestyle and its connected persons (including the Company) or any of their respective associates and who will not become substantial shareholders of CR Mixc Lifestyle after completion of the Placing.

### **Number of the Placing Shares**

Assuming that there will be no change in the total issued shares of CR Mixc Lifestyle between the date of this announcement and the closing date of the Placing and all the Placing Shares are successfully placed, the Placing Shares represent approximately 2.17% of the total issued shares of CR Mixc Lifestyle as at the date of this announcement.

### **Placing Price**

The Placing Price of HK\$41.70 per Placing Share represents:

- (a) a discount of approximately 9.58% to the closing price of HK\$46.12 as quoted on the Stock Exchange on the date of the Last Trading Date; and
- (b) a discount of approximately 1.27% to the average closing price of HK\$42.24 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Date.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing market price and the recent trading volume of the shares of CR Mixc Lifestyle. The Directors consider that the Placing Price, and the terms and conditions of the Placing Agreement, are fair and reasonable, and is in the interest of the Company and the Shareholders as a whole.

## **Proceeds from the Placing**

The estimated net proceeds (after deduction of all professional fees and other out-of-pocket expenses of the Placing) will be approximately HK\$2,061,270,400.

## **Conditions precedent of the Placing**

The Placing is unconditional, save that upon the occurrence of certain termination events described in the Placing Agreement, the Placing will not proceed to Completion unless otherwise waived by the Placing Agent.

## **Completion of the Placing**

Completion of the Placing is expected to take place two Business Days after the Transaction Date, or such other date as the Company and the Placing Agent may agree in writing.

CR Mixc Lifestyle is a limited liability company incorporated in the Cayman Islands whose shares are listed on the Main Board of the Stock Exchange. CR Mixc Lifestyle Group is mainly engaged in the provision of residential property management services and commercial operational and property management services in the PRC.

CR Mixc Lifestyle is a subsidiary of the Company. As at the date of this announcement, the Company is directly interested in 1,650,000,000 Shares, representing approximately 72.29% of the total issued shares of CR Mixc Lifestyle. Upon Completion (assuming that there is no change in the issued shares of the Company from the date of this announcement to the closing date of the Placing and all the Placing Shares are successfully placed), the interests of the Company in CR Mixc Lifestyle will be reduced to approximately 70.12% of the total issued shares of CR Mixc Lifestyle, and the interests of CRCL, the ultimate controlling shareholder of CR Mixc Lifestyle holding its interests in CR Mixc Lifestyle indirectly through the Company, CRH (Land) Limited and Commotra Company Limited, will be reduced to approximately 71.55% of the total issued shares of CR Mixc Lifestyle. CR Mixc Lifestyle will continue to be a subsidiary of the Company and the financial results of CR Mixc Lifestyle will continue to be consolidated into the financial statements of the Group.

## **Lock-up Arrangements**

The Company undertakes to the Placing Agent that (except for the sale of the Placing Shares pursuant to the Placing Agreement) for a period of 60 days from the closing date of the Placing, it will not and will procure that none of its nominees and companies controlled by it and trusts associated with it (whether individually or together and whether directly or indirectly) will (i) offer, lend, pledge, issue, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests therein beneficially owned or held by the Company or any securities convertible into or exercisable or exchangeable for or substantially similar to any such Shares or interests or (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of

Shares or such other securities, in cash or otherwise or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above, unless with the prior written consent of the Placing Agent.

## **PROPOSED USE OF PROCEEDS**

The estimated net proceeds (after deduction of all professional fees and other out-of-pocket expenses of the Placing) will be approximately HK\$2,061,270,400. The net proceeds from the Disposal are intended to be used as acquisition of land reserve, development costs and general working capital of the Group.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Company believes that the Placing will diversify the shareholder structure of CR Mixc Lifestyle which in turn will encourage and attract investments by institutional investors in CR Mixc Lifestyle, which in turn would improve liquidity of the Shares, heightened market confidence and enhanced stock value for CR Mixc Lifestyle, and the Company, as the controlling shareholder of CR Mixc Lifestyle, will benefit therefrom accordingly.

For the foregoing reasons, the Directors consider that the Disposal is in the interest of the Company and the Shareholders as a whole.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“AFRC”	The Accounting and Financial Reporting Council of Hong Kong
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	board of Directors
“Business Day(s)”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“Company”	China Resources Land Limited (華潤置地有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1109)
“Commotra Company Limited”	a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of CRH
“Completion”	Completion of the Placing in accordance with the terms of the Placing Agreement

“CR Mixc Lifestyle”	China Resources Mixc Lifestyle Services Limited (華潤萬象生活有限公司), a company incorporated with limited liability in Cayman Islands on May 18, 2017 and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1209)
“CR Mixc Lifestyle Group”	CR Mixc Lifestyle, together with its subsidiaries
“CRCL”	China Resources Company Limited* (中國華潤有限公司), a company incorporated in the PRC with limited liability, a state-owned enterprise under the supervision of SASAC and an ultimate holding company of the Company
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability and an intermediate holding company of the Company
“CRH (Land) Limited”	CRH (Land) Limited (華潤集團(置地)有限公司), a company incorporated under the laws of the British Virgin Islands and ultimately owned by CRCL, is a direct holding company interested in approximately 59.51% of the total number of issued shares of the Company
“CRI”	China Resources Inc.* (華潤股份有限公司), a company incorporated in the PRC with limited liability and an intermediate holding company of CRH
“Directors”	the directors of the Company
“Disposal”	disposal of the Placing Shares by way of Placing
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Last Trading Date”	12 November 2025, being the last trading day prior to the signing of the Placing Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Placee(s)”	any professional institutional and other investor whom the Placing Agent has procured to purchase for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	placing of the Placing Shares by the Placing Agent in accordance with the terms of the Placing Agreement

“Placing Agent”	UBS AG Hong Kong Branch
“Placing Agreement”	placing agreement dated 13 November 2025 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$41.70 per Placing Share (exclusive of any SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee and other fees or levies that may be payable by the Placees)
“Placing Share(s)”	a total of 49,500,000 issued shares of CR Mixc Lifestyle to be placed by the Placing Agent, representing approximately 2.17% of the total issued shares of CR Mixc Lifestyle as at the date of this announcement
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“SFC”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as may be amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the CR Mixc Lifestyle
“Shareholder(s)”	shareholder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC (as may be supplemented and amended from time to time)
“Transaction Date”	13 November 2025
“%”	per cent

\* *for identification purposes only*

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

PRC, 13 November 2025

*As at the date of this announcement, 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.*