

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

**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  
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 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 6 June 2019 at 3:00 p.m. is set out on pages 16 to 20 of this circular. 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 2019

## 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 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 6 June 2019 at 3:00 p.m., notice of which is set out on pages 16 to 20 of this circular
“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
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, is a substantial Shareholder of the Company
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	18 April 2019, 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
“PRC”	the People’s Republic of China
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued Shares 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
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“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

## DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“\$”	Hong Kong dollar
“%”	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:*

Tang Yong (*Chairman*)

Li Xin (*President*)

Zhang Dawei (*Vice Chairman*)

Xie Ji

Shen Tongdong

Wu Bingqi

*Non-Executive Directors:*

Yan Biao

Chen Ying

Wang Yan

Chen Rong

*Independent Non-Executive Directors:*

Wan Kam To, Peter

Andrew Y. Yan

Ho Hin Ngai, Bosco

Zhong Wei

Sun Zhe

**Company Secretary:**

Lo Chi Lik, Peter

**Registered Office:**

Ugland House

South Church Street

Post Office Box 309

George Town, Grand Cayman

Cayman Islands

British West Indies

**Head Office:**

46th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

Hong Kong, 29 April 2019

*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  
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.

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

At the last annual general meeting of the Company held on 1 June 2018, a general mandate was given to the Directors 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 Directors to exercise the powers of the Company to repurchase Shares. 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**

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Shares at the date of the resolution (i.e. not exceeding 1,386,187,915 Shares based on the issued Shares of 6,930,939,579 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 Directors any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued Shares at the date of the Repurchase Resolution.

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

As at the Latest Practicable Date, the executive Directors of the Company are Mr. Tang Yong, Mr. Li Xin, Mr. Zhang Dawei, Mr. Xie Ji, Mr. Shen Tongdong and Mr. Wu Bingqi; the non-executive directors of the Company are Mr. Yan Biao, Mr. Chen Ying, Mr. Wang Yan and Mr. Chen Rong; and the independent non-executive directors of the Company are Mr. Wan Kam To, Peter, Mr. Andrew Y. Yan, Mr. Ho Hin Ngai, Bosco, Mr. Zhong Wei and Mr. Sun Zhe.

Pursuant to article 99 of the articles of association of the Company, Mr. Shen Tongdong and Mr. Wu Bingqi shall retire from office 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. Li Xin, Mr. Chen Rong, Mr. Wang Yan, Mr. Zhong Wei and Mr. Sun Zhe shall retire from office by rotation at the Annual General Meeting and shall be eligible and offer themselves for re-election.

## LETTER FROM THE BOARD

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

### **ANNUAL GENERAL MEETING**

Set out on pages 16 to 20 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 Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors believe that the Repurchase Proposal, the proposed general mandate for Directors to issue new Shares, the proposed extension of the generate mandate to issue new Shares and the proposed re-election of retiring Directors 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.

Yours faithfully,  
**Tang Yong**  
*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 as at the date of the Repurchase Resolution.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,930,939,579 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 693,093,957 Shares representing not more than 10% of the issued Shares 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.

### **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 for the year ended 31 December 2018 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:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2018	30.40	27.80
May 2018	31.10	27.70
June 2018	32.10	24.60
July 2018	29.50	24.35
August 2018	30.10	25.65
September 2018	29.55	24.55
October 2018	27.40	23.80
November 2018	29.95	26.75
December 2018	32.10	27.80
January 2019	31.75	28.00
February 2019	30.90	28.80
March 2019	35.35	29.15
April 2019 (up to the Latest Practicable Date)	37.35	33.35

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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 the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, 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.

#### 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 61.27% of the total issued Shares as at the Latest Practicable Date). 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 68.08% of the issued Shares 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 preceding the Latest Practicable Date.

**Mr. Li Xin** (*Executive Director*)

Mr. Li Xin, aged 47, joined the Company in 2001 and was appointed as a Co-president of the Company in July 2016, and he was appointed as an Executive Director of the Company in April 2017, and was appointed as the President of the Company on 4 December 2018. He is responsible for the day-to-day operations of the Group. He is also a member of the Nomination Committee, the Corporate Governance Committee, the Executive Committee and the CSR Committee of the Company. Mr. Li is also a director of a number of 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 (Holdings) Company Limited 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 of the Company. Mr. Li will not receive Director's fee from the Company. Mr. Li is entitled to receive a monthly salary of HK\$156,900 which was determined with reference to his duties and responsibilities with the Company and the recommendation made by 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. As at the Latest Practicable Date, Mr. Li 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. 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. Shen Tongdong** (*Executive Director*)

Mr. Shen Tongdong, aged 51, joined the Company in 2005, and was appointed as a Senior Vice President and Chief Information Officer of the Company in July 2016, who was also in charge of the information technology department and China Resources Property Technology Services Limited, and he was appointed as executive director of the Company on 4 December 2018, in charge of Finance Department of the Company, no longer in charge of property management business of the Company, he is also a member of the Executive Committee of the Company. Mr. Shen is also a director of a number of subsidiaries of the Company. Mr. Shen has a Bachelor's degree of Accounting from Shanghai University of Finance and Economics and a MBA degree from the University of San Francisco in the United States. Mr. Shen joined China Resources (Holdings) Company Limited in 1991, and had worked in its Audit Department and China Resources (Shenzhen) Company Limited.

Save as disclosed above, Mr. Shen 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. Shen 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. Shen will not receive Director's fee from the Company. Besides, Mr. Shen is entitled to receive a monthly salary of HK\$114,800 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. Shen 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. Shen 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. Shen 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. Wu Bingqi** (*Executive Director*)

Mr. Wu Bingqi, aged 47, joined the Company in 2007 and was appointed as a Senior Vice President of the Company and the General Manager of the Company's West China Region in October 2013, and was appointed as executive director of the Company on 12 February 2019. He is also a member of the Executive Committee of the Company. Mr. Wu is also a director of a number of subsidiaries of the Company. Mr. Wu has a Bachelor's degree of Industrial and Civil Architecture Engineering from Tongji University in China, and an MBA degree from the University of South Australia in Australia. Mr. Wu has extensive experience in property and corporate management. Mr. Wu joined China Resources (Holding) Company Limited in 1993, and had worked for China Resources Property Management Limited.

Save as disclosed above, Mr. Wu 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. Wu 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. Wu will not receive Director's fee from the Company. Besides, Mr. Wu is entitled to receive a monthly salary of HK\$131,400 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. Wu 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. Wu 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. Wu 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 Rong** (*Non-Executive Director*)

Mr. Chen Rong, aged 46, was appointed as a Non-executive Director of the Company in April 2017 and he is also a member of the Audit Committee of the Company. Mr. Chen joined China Resources (Holdings) Company Limited in May 2007 and was appointed as General Manager of the Finance Department of China Resources (Holdings) Company Limited in February 2016. He was appointed as a non-executive director of China Resources Beer (Holdings) Company Ltd. (formerly known as China Resources Enterprise, Limited) in April 2016, a director of China Resources Pharmaceutical Group Limited in May 2016 and a non-executive director in June 2016, shares of which are listed companies on the Main Board of The Stock Exchange of Hong Kong Limited. He was deputy general manager and chief financial officer of China Resources Vanguard Co., Ltd. between September 2014 and January 2016 and was senior tax manager of China Resources Vanguard Co., Ltd. between May 2007 to June 2008. Mr. Chen holds a MBA degree from the Xi'an Jiaotong University and he is a Certified Public Accountant, an Intermediate Accountant and a Certified Tax Agent in China. He has previously worked in Epson Technical Limited, Walmart China Investment Limited and Fuji Electric Technical Services Limited.

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 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. Chen will not receive Director's fee from the Company. Save as disclosed above, Mr. Chen is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Chen 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. 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.

**Mr. Wang Yan** (*Non-Executive Director*)

Mr. Wang Yan, aged 47, was appointed as a Non-executive Director of the Company in August 2014 and he is also a member of the Audit Committee of the Company. Mr. Wang joined China Resources National Corporation (now known as China Resources Company Limited) in July 1994. Mr. Wang was appointed as a Director of China Resources Gas Limited in November 2005. He was a Deputy General Manager of China Resources Gas (Holdings) Limited from September 2007 to April 2012. He was a Deputy General Manager of the Internal Audit Department of China Resources (Holdings) Company Limited from April 2012 to January 2016 and was appointed as the General Manager in February 2016. He was a Non-executive Director of China Resources Beer (Holdings) Company Limited (formerly known as China Resources Enterprise, Limited) from August 2014 to April 2016. He was appointed as a Non-executive Director of China Resources Power Holdings Company Limited, China Resources Cement Holdings Limited and China Resources Gas Group Limited in August 2014 and a Non-executive Director of China Resources Medical Holdings Company Limited (formerly known as China Resources Phoenix Healthcare Holdings Company Limited) in November 2016. These companies are listed on the Main Board of the Stock Exchange of Hong Kong Limited. Mr. Wang holds a Bachelor's Degree in Economics from the Capital University of Economics and Business, a Master of Business Administration Degree from the University of South Australia and is a qualified PRC Certified Accountant.

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 the Company's annual general meetings pursuant to the articles of association of the Company. Mr. Wang will not receive Director's fee from the Company. Save as disclosed above, Mr. Wang is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the 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 50, 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 CSR Committee of the Company. Mr. Zhong has been a professor at the Department of Economics 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, the shares of which are listed on the Shanghai Stock Exchange. Currently, Mr. Zhong also serves as an independent director for Fudian Bank Co., Ltd. and independent non-executive director of Future Land Development Holdings Limited, the shares of which are listed on The Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Zhong Wei 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 Wei 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 Wei 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 2019 be determined at HK\$400,000 for each Independent Non-executive Director with reference to his duties and responsibilities with the Company and the recommendation made by the Remuneration Committee of the Company. Mr. Zhong Wei is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Zhong Wei 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. 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 53, 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 CSR Committee of the Company. Mr. Sun is currently the codirector 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. Professor Sun has taught at the East Asian Institute, 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. Since September 2010, Mr. Sun serves as an independent non-executive director of MGM China Holdings Limited, the shares of which are listed on The Stock Exchange of Hong Kong Limited.

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 2019 be determined at HK\$400,000 for each independent non-executive director with reference to his 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 the controlling Shareholders. As at the Latest Practicable Date, Mr. Sun did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose 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.

**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 the Company will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 6 June 2019 at 3:00 p.m. for the following purposes:

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 2018.
2. To declare a final dividend.
3.
  - (1) To re-elect Mr. Li Xin as Director;
  - (2) To re-elect Mr. Shen Tongdong as Director;
  - (3) To re-elect Mr. Wu Bingqi as Director;
  - (4) To re-elect Mr. Chen Rong as Director;
  - (5) To re-elect Mr. Wang Yan as Director;
  - (6) To re-elect Mr. Zhong Wei as Director;
  - (7) To re-elect Mr. Sun Zhe as Director; and
  - (8) To fix the remuneration of the Directors.
4. To re-appoint Messrs. Ernst & Young 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 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, 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 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 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 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 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 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 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 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 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
- (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

## NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the 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 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 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 as at the date of the said Resolution.”

By Order of the Board  
**LO Chi Lik, Peter**  
*Company Secretary*

Hong Kong, 29 April 2019

*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 Monday, 3 June 2019 to Thursday, 6 June 2019, 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 Branch Share Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 31 May 2019.

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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 after the close of business of the Company at 4:30 p.m. on Thursday, 20 June 2019 and the register of members of the Company will be closed on Thursday, 20 June 2019, 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 Branch Share Registrar, Tricor Standard Limited at the above address not later than 4:30 p.m. on Wednesday, 19 June 2019.

4. With regard to item no.3 in this notice, the Board of Directors of the Company proposes that 7 retiring Directors, namely Mr. Li Xin, Mr. Shen Tongdong, Mr. Wu Bingqi, Mr. Chen Rong, Mr. Wang Yan, Mr. Zhong Wei and Mr. Sun Zhe, who shall be eligible for re-election, be re-elected as Directors of the Company. Details of these Directors are set out in appendix II of the circular to Shareholders dated 29 April 2019.