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(Incorporated with limited liability in the Cayman Islands)
(Stock Code: 978)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of China Merchants Land Limited (the “Company”) will be held at Macau Jockey Club (HK Clubhouse) 3/F, Shun Tak Centre, Merchant Tower, 200 Connaught Road Central, Hong Kong on Tuesday, 19 December 2017 at 11:30 a.m. for the purpose of transacting the following businesses:

ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

1. **“THAT:**

- (a) (i) the capital increase agreement dated 1 November 2017 (the “Original Capital Increase Agreement”) entered into between China Merchants Shekou Industrial Zone Holdings Company Limited (“CMSK”), Happy City Investments Limited (“Happy City”) and China Merchants Land (Shenzhen) Limited* (“Shenzhen Merchants”), a copy of the Original Capital Increase Agreement has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose; and (ii) the supplemental capital increase agreement dated 21 November 2017 (the “Supplemental Capital Increase Agreement”, together with the Original Capital Increase Agreement, the “Capital Increase Agreements”) entered into between CMSK, Happy City and Shenzhen Merchants, a copy of the Supplemental Capital Increase Agreement has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose and the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and
- (b) any director(s) of the Company be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in

* *Unofficial English translation denotes for identification purposes only*

connection with (i) the implementations and completion of the Capital Increase Agreements and transactions contemplated thereunder; and/or (ii) any amendment, variation or modification of the Capital Increase Agreements and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit.”

By order of the Board
China Merchants Land Limited
XU Yongjun
Chairman

Hong Kong, 4 December 2017

Principal place of business:

Room 2603-2606, 26/F
China Merchants Tower
Shun Tak Centre
Nos. 168–200 Connaught Road Central
Hong Kong

Registered office:

P.O. Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

As at the date of this announcement, the Board comprises Mr. XU Yongjun, Mr. HUANG Junlong, Dr. YAN Chengda and Ms. LIU Ning as non-executive Directors; Dr. SO Shu Fai, Mr. YU Zhiliang and Mr. WONG King Yuen as executive Directors and Dr. WONG Wing Kuen, Albert, Ms. CHEN Yanping, Dr. SHI Xinping and Mr. HE Qi as independent non-executive Directors.

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Shareholders are advised to read the circular of the Company dated 4 December 2017 which contains information concerning the resolutions to be proposed at the EGM.
5. The voting at the meeting will be taken by a poll.