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招商局置地有限公司
CHINA MERCHANTS LAND LIMITED

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 978)

**CONTINUING CONNECTED TRANSACTION
CAR PARKING SPACES UNDERWRITING FRAMEWORK
AGREEMENT**

On 6 May 2022, the Company entered into the Car Parking Spaces Underwriting Framework Agreement with SZ CML Real Estate Consulting, pursuant to which SZ CML Real Estate Consulting (and its subsidiaries and branches) shall exclusively manage the sale of not more than 6,000 Car Parking Spaces owned by the Company or its subsidiaries during the Effective Period and upon expiry of the Effective Period, the remaining Car Parking Spaces that have not been sold shall be purchased by SZ CML Real Estate Consulting.

LISTING RULES IMPLICATIONS

SZ CML Real Estate Consulting is an indirect non wholly-owned subsidiary of CMSK, the controlling shareholder of the Company indirectly holding approximately 74.35% of the total issued share capital of the Company. SZ CML Real Estate Consulting, therefore, is an associate of CMSK and accordingly a connected person of the Company pursuant to Rule 14A.13(1) of the Listing Rules. Accordingly, the entering into of the Car Parking Spaces Underwriting Framework Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the total Underwriting Price to be received by the Company under the Car Parking Spaces Underwriting Framework Agreement is more than 0.1% but less than 5%, the Car Parking Spaces Underwriting Framework Agreement and the transactions contemplated thereunder are subject to the reporting, annual review and announcement requirements but are exempt from the circular and independent shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

CAR PARKING SPACES UNDERWRITING FRAMEWORK AGREEMENT

The principal terms of the Car Parking Spaces Underwriting Framework Agreement are set out below:

Date: 6 May 2022

Parties: (a) the Company; and
(b) SZ CML Real Estate Consulting, an indirect non wholly-owned subsidiary of CMSK.

Effective Period: 6 May 2022 to 5 May 2023

Subject matter

Pursuant to the Car Parking Spaces Underwriting Framework Agreement, (a) SZ CML Real Estate Consulting (and its subsidiaries and branches) shall exclusively manage the sale of not more than 6,000 Car Parking Spaces owned by the Company or its subsidiaries during the Effective Period; (b) upon expiry of the Effective Period, the remaining Car Parking Spaces that have not been sold shall be purchased by SZ CML Real Estate Consulting; and (c) the Company shall receive the total Underwriting Price of the Car Parking Spaces for an amount not exceeding RMB130,000,000 and SZ CML Real Estate Consulting shall receive any premium from the sale of each of the Car Parking Spaces over their respective Underwriting Price.

The Parties will enter into individual agreements under the Car Parking Spaces Underwriting Framework Agreement to stipulate the details, including the location, project name, use, nature, quantity and the Underwriting Price of the Car Parking Spaces.

Pricing policy

The Underwriting Price shall be determined through arm's length negotiations by the Parties and based on normal commercial terms with reference to the relevant cost after comprehensive consideration of the location, use, nature of the Car Parking Spaces and the existing demand of car parking spaces.

Historical amounts

The Company and SZ CML Real Estate Consulting did not conduct any similar transactions as those under the Car Parking Spaces Underwriting Framework Agreement in the past. Therefore, there is no historical amount for the transactions under the Car Parking Spaces Underwriting Framework Agreement.

Proposed annual caps

The proposed annual cap for the transactions contemplated under the Car Parking Spaces Underwriting Framework Agreement shall be RMB130,000,000 for the period from 6 May 2022 to 5 May 2023, which is determined with reference to (a) the quantity of Car Parking Spaces to be sold which shall be not more than 6,000 under the Car Parking Spaces Underwriting Framework Agreement; and (b) the Underwriting Price of the Car Parking Spaces taking into account the relevant cost after comprehensive consideration of the location, use, nature of the Car Parking Spaces and the existing demand of car parking spaces in cities including Nanjing, Chongqing, Guangzhou, Foshan and Xi'an.

REASONS FOR AND BENEFITS OF THE CAR PARKING SPACES UNDERWRITING FRAMEWORK AGREEMENT

The Group is principally engaged in the development, sale, lease, investment and management of properties and assets management.

In view of the location of the Car Parking Spaces, the Directors is of the view that outsourcing to SZ CML Real Estate Consulting can save the Company's sales resources and ensure a stable sales revenue. Each of the Company and SZ CML Real Estate Consulting would benefit from the cooperation in order to exert their strengths and grasp market opportunities to carry forward revenue from the sales of the Car Parking Spaces as soon as possible, which would improve the capital efficiency and effectiveness and thus a greater return could be created for the Shareholders.

The terms of the Car Parking Spaces Underwriting Framework Agreement have been arrived at after arm's length negotiations between the parties. The Directors (including the independent non-executive Directors) have confirmed that the terms of the Car Parking Spaces Underwriting Framework Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of the Company, and in the interests of the Company and its Shareholders as a whole.

Since Mr. XU Yongjun, Mr. HUANG Junlong and Ms. LIU Ning, each a non-executive Director, hold positions in CMSK and Mr. WONG King Yuen and Mr. YU Zhiliang, each an executive Director, hold positions in CMSK and/or its associates, in order to avoid any actual or potential conflict of interest, each of them had abstained from voting at the relevant board meeting on the board resolutions approving the Car Parking Spaces Underwriting Framework Agreement and the transactions contemplated thereunder.

PARTICULARS OF SZ CML REAL ESTATE CONSULTING

SZ CML Real Estate Consulting is a company established in the PRC with limited liability and its principal business is real estate investment, development and operation. SZ CML Real Estate Consulting is an indirect non-wholly owned subsidiary of CMSK, a company established in the PRC with limited liability, whose shares are listed on the Shenzhen Stock Exchange (stock code: 001979 (A share)), and its controlling shareholder, CMG, which holds more than 63% of the total issued share capital of CMSK and is a state-owned conglomerate regulated by the national State-Owned Assets Supervision and Administration Commission of the State Council.

LISTING RULES IMPLICATIONS

SZ CML Real Estate Consulting is an indirect non wholly-owned subsidiary of CMSK, the controlling shareholder of the Company indirectly holding approximately 74.35% of the total issued share capital of the Company. SZ CML Real Estate Consulting, therefore, is an associate of CMSK and accordingly a connected person of the Company pursuant to Rule 14A.13(1) of the Listing Rules. Accordingly, the entering into of the Car Parking Spaces Underwriting Framework Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the total Underwriting Price to be received by the Company under the Car Parking Spaces Underwriting Framework Agreement is more than 0.1% but less than 5%, the Car Parking Spaces Underwriting Framework Agreement and the transactions contemplated thereunder are subject to the reporting, annual review and announcement requirements but are exempt from the circular and independent shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“associate(s)”	has the meaning ascribed hereto in the Listing Rules
“Board”	the board of Directors
“CMG”	China Merchants Group Limited (招商局集團有限公司), a PRC enterprise regulated and directly managed by the State-owned Assets Supervision and Administration Commission of the State Council, being the immediate controlling shareholder of CMSK holding more than 63% of the total issued share capital of CMSK
“CMSK”	China Merchants Shekou Industrial Zone Holdings Company Limited (招商局蛇口工業區控股股份有限公司), a company established in the PRC with limited liability, whose shares are listed on the Shenzhen Stock Exchange (stock code: 001979 (A share)), being the intermediate controlling shareholder of the Company and indirectly holds approximately 74.35% of the total issued share capital of the Company as at the date of this announcement
“Car Parking Spaces”	the car parking spaces located in cities, including but not limited to, Nanjing, Chongqing, Guangzhou, Foshan and Xi’an owned by the Company or its subsidiaries
“Car Parking Spaces Underwriting Framework Agreement”	the car parking spaces underwriting framework agreement dated 6 May 2022 entered into by the Parties
“Company”	China Merchants Land Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 978)
“connected person”	has the meaning ascribed to it in the Listing Rules
“Directors”	the directors of the Company

“Effective Period”	the effective period of the Car Parking Spaces Underwriting Framework Agreement, being 6 May 2022 to 5 May 2023
“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	an independent third party not connected with the Company and its subsidiaries, their respective directors, chief executives and substantial shareholders and any of their associates within the meaning of the Listing Rules
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Parties”	collectively, the Company and SZ CML Real Estate Consulting
“PRC”	the People’s Republic of China (excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	shareholders of the Company
“SZ CML Real Estate Consulting”	Shenzhen China Merchants Real Estate Consulting Co., Ltd. (深圳市招商置業顧問有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of CMSK
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Underwriting Price” the underwriting price of each of the Car Parking Spaces to be determined by the Parties under the individual agreements to be entered into by the Parties and the total Underwriting Price of the Car Parking Spaces shall be an amount not exceeding RMB130,000,000

“%” per cent

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

Hong Kong, 6 May 2022

As at the date of this announcement, the Board comprises Mr. XU Yongjun, Mr. HUANG Junlong 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.

* *Unofficial English translation denotes for identification purposes only*