

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplementary circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold all your shares in China Resources Land Limited, you should at once hand this supplementary circular and the accompanying revised 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)

PROPOSED RE-ELECTION OF RETIRING DIRECTOR
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

This supplementary circular should be read together with the circular of China Resources Land Limited (the “**Company**”) dated 29 April 2024 and the notice convening the annual general meeting (the “**AGM**”) 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 7 June 2024 at 3:00 p.m. The supplementary notice of the AGM is contained in this supplementary circular.

Whether or not you are able to attend the meeting, you are advised to read carefully this supplementary circular and complete and return the accompanying revised proxy form in accordance with the instructions printed thereon. Completion and return of the revised proxy form will not preclude the shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.

Hong Kong, 23 May 2024



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*)

Zhang Dawei (*Vice Chairman*)

Xie Ji

Guo Shiqing

Chen Wei

Non-executive Directors

Dou Jian

Cheng Hong

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, 23 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTOR
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplementary circular (the “**Supplementary Circular**”) shall be read together with the circular of China Resources Land Limited (the “**Company**”) dated 29 April 2024 (the “**Circular**”). Unless otherwise stated, the capitalised terms used in this Supplementary Circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The AGM will be held on 7 June 2024. The purpose of this Supplementary Circular is to provide Shareholders with (a) the supplementary notice of the AGM (the “**Supplementary Notice**”) (which is set out on pages 5 to 6 herein); and (b) information regarding the new resolution proposed to consider and approve the re-election of retiring Director, as well as the special arrangements regarding the completion and submission of the revised proxy form (as defined below).

PROPOSED RE-ELECTION OF RETIRING DIRECTOR

Reference is made to the announcement of the Company dated 16 May 2024 in relation to, among others, the appointment of Mr. Wei Chenglin (“**Mr. Wei**”) as a non-executive Director and a member of the Corporate Social Responsibility Committee of the Company with effect from 16 May 2024. Pursuant to Article 99 of the Articles of Association, Mr. Wei as a Director shall retire from office at the upcoming AGM and being eligible, offer himself for re-election (“**Proposed Re-election of Retiring Director**”). Therefore, a new ordinary resolution regarding the re-election of Mr. Wei as Director will be properly put to the AGM (i.e. ordinary resolution under item no. 3(11)).

The biographical details of Mr. Wei are set out in the Appendix I to this Supplementary Circular.

SUPPLEMENTARY NOTICE AND THE REVISED PROXY FORM

As a result of the new resolution regarding the Proposed Re-election of Retiring Director, the Supplementary Notice set out on pages 5 to 6 of this Supplementary Circular and the accompanying revised proxy form (the “**Revised Proxy Form**”) are for use at the AGM. Saved as disclosed above, all the resolutions originally proposed in the Circular will remain unchanged.

Please refer to the Circular and the AGM Notice for the details of other resolutions to be proposed in the AGM and other relevant matters.

A Shareholder who has not yet lodged the original proxy form with the Company’s head office is requested to lodge the Revised Proxy Form in accordance with the instructions printed thereon if the Shareholder wishes to appoint a proxy/proxies to attend the AGM on its/his/her behalf. In this case, the original proxy form should not be lodged with the Company’s head office.

A Shareholder who has already lodged the original proxy form with the Company’s head office should note that:

- (i) if no Revised Proxy Form is lodged with the Company’s head office, the original proxy form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder under the original proxy form will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM other than those referred to in the AGM Notice, as supplemented by the Supplementary Notice of the AGM, and the original proxy form, as revised by the Revised Proxy Form;

LETTER FROM THE BOARD

- (ii) if the Revised Proxy Form is lodged with the Company's head office at a time in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the original proxy form previously lodged by the Shareholder; or
- (iii) if the Revised Proxy Form is lodged with the Company's head office after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the original proxy form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the original proxy form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the original proxy form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so wish. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

RECOMMENDATION

Apart from the recommendations as set out in the Circular, the Directors consider that the Proposed Re-election of Retiring Director as set out in this Supplementary Circular is in the best interests of the Company and the Shareholders as a whole and, therefore, recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

GENERAL INFORMATION

The latest practicable date ("**Latest Practicable Date**") prior to the printing of this Supplementary Circular for ascertaining certain information contained herein is 22 May 2024. Should there be any discrepancies between the Chinese and English versions of this Supplementary Circular, the English version shall prevail.

Yours faithfully,
By order of the Board
China Resources Land Limited
Li Xin
Chairman

The Biographical details of Mr. Wei Chenglin, the retiring Director proposed to be re-elected at the AGM, are set out as follows:

Mr. Wei Chenglin (*Non-executive Director*)

Mr. Wei Chenglin, aged 60, is an external director of business unit of China Resources Group. Mr. Wei was appointed as a non-executive Director and a member of the Corporate Social Responsibility Committee of the Company in May 2024. He joined China Resources Group in 2020 and has served as a vice president of China Resources Pharmaceutical Group Limited (the shares of which are listed on the Stock Exchange, stock code: 3320) and the chief representative of China Resources Group in Beijing. Prior to that, Mr. Wei formerly served as the Deputy Director of the Beijing Municipal Planning Bureau, Deputy Director of the Beijing Municipal Planning Commission, Deputy Director of the Beijing Municipal Transportation Committee, Deputy Secretary-General of the Beijing Municipal Government, the Director of Beijing Municipal Land Bureau, the Director of Beijing Municipal Commission of Planning and Land Resources Management and the First Inspector of the General Office of the People's Government of Beijing Municipality. Mr. Wei holds a master's degree in Architectural Design Theory and Engineering from Beijing Institute of Civil Engineering and Architecture and a master's degree in Public Administration from Peking University in cooperation with the National Academy of Governance. He has extensive experience in government and corporate management, architectural design and urban planning.

Save as disclosed above, Mr. 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. Wei has entered into a letter of appointment with the Company for a term of three years, but he will be subject to rotational retirement and re-election requirements at general meetings pursuant to the Articles of Association of the Company. Mr. Wei will not receive Director's fee from the Company. Mr. Wei 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. Wei did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wei 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.

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING



華潤置地有限公司
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(Stock Code: 1109)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM”) of China Resources Land Limited (the “Company”) dated 29 April 2024 (the “AGM Notice”) in relation to the AGM to be held at Ball Room, 1st Floor, Hotel Kapok Shenzhen Bay, No. 3001, Binhai Avenue, Nanshan District, Shenzhen, Guangdong, China on Friday, 7 June 2024 at 3:00 p.m.

Details of the proposed resolutions to be considered at the AGM were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 29 April 2024. Apart from the amendments stated below, all the information contained in the AGM Notice remains to be valid and effective.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplementary circular of the Company dated 23 May 2024 (the “Supplementary Circular”), the new ordinary resolution under item numbered 3(11) stated in the AGM Notice is as follows:

“3. (11) To re-elect Mr. Wei Chenglin as director.”

Apart from the amendments set out above, all the information contained in the AGM Notice shall remain effective.

By Order of the Board
China Resources Land Limited
Li Xin
Chairman

Hong Kong, 23 May 2024

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details in respect of the above resolution are set out in Appendix I of the Supplementary Circular.
2. A revised proxy form (the “**Revised Proxy Form**”) in connection with the above resolution is enclosed with this Supplementary Circular.
3. Please refer to the AGM Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
4. 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.
5. To be valid, a Revised Proxy Form, 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.
6. The resolution set out in this supplementary notice shall be decided by poll.
7. 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 and HKEXnews website 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.

8. As at the date of this supplementary notice, the executive directors of the Company are Mr. Li Xin, Mr. Zhang Dawei, Mr. Xie Ji, Mr. Guo Shiqing and Mr. Chen Wei; the non-executive directors of the Company are Mr. Dou Jian, Ms. Cheng Hong, 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-kuen, Lincoln and Ms. Qin Hong.