

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TERMINATION OF DISCLOSEABLE TRANSACTION

Reference is made to the announcement of China Merchants Land Limited (“**Company**”) dated 25 March 2015 (“**Announcement**”) in relation to the deemed disposal of 49% equity interest in a subsidiary. Capitalized terms used in this announcement shall have the same meanings as they were defined in the Announcement unless otherwise specified herein.

On 25 March 2015, the Company announced that Merchants Nanjing entered into the Nanjing G74 Land Cooperation Agreement with Shanghai Jingshi pursuant to which Merchants Nanjing and Shanghai Jingshi agreed to jointly invest in Nanjing Zhaoshang, the project company specifically established in the PRC to engage in the real estate project on the Nanjing G74 Land by subscribing to the capital increase in and provision of shareholders’ loans to Nanjing Zhaoshang which constituted a deemed disposal of equity interest in Nanjing Zhaoshang by the Group under the Listing Rules. Pursuant to the Nanjing G74 Land Cooperation Agreement, Shanghai Jingshi had subscribed for the capital increase and it had nominated Shanghai Jingshi Ruipu Investment Center (Limited Partnership)* (上海景時銳浦投資中心(有限合夥) (“**Shanghai Jingshi Ruipu**”), an entity controlled by Shanghai Jingshi, to hold the 49% equity interest in Nanjing Zhaoshang.

As the Company noted that the intent of Shanghai Jingshi and Shanghai Jingshi Ruipu to jointly invest in the Nanjing G74 Land Project have materially changed and after negotiation, the parties were still unable to have a solution, on 13 November 2015, Merchants Nanjing, Shanghai Jingshi, Shanghai Jingshi Ruipu and Nanjing Zhaoshang entered into a termination agreement pursuant to which the parties agreed to (i) terminate the Nanjing G74 Land Cooperation Agreement since 30 September 2015; and (ii) Shanghai Jingshi Ruipu would transfer the 49% equity interest held by it in Nanjing Zhaoshang to Merchants Nanjing as soon as practicable at the total consideration of RMB93 million, which will be funded by the Group’s internal resources.

As a result of the termination of the Nanjing G74 Land Cooperation Agreement, Nanjing Zhaoshang will become a wholly-owned subsidiary of the Company and the Group will continue to finance the Nanjing G74 Land Project from its internal resources. The Board considers that the Nanjing G74 Land Project has made a good progress on the development and sales currently. The termination of the Nanjing G74 Land Cooperation Agreement will not have any material adverse impact on the business of Nanjing Zhaoshang and the Nanjing G74 Land Project and on the business and prospects of the Group as a whole.

This announcement is made pursuant to Rule 14.36 of the Listing Rules.

By order of the Board of Directors of
China Merchants Land Limited
Ms. Wu Zhenqin
Chairman

Hong Kong, 13 November 2015

As at the date of this announcement, the Board comprises Dr. So Shu Fai, Mr. Xian Yaoqiang and Mr. Yu Zhiliang as Executive Directors; Ms. Wu Zhenqin and Ms. Liu Ning as Non-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