

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.



**CHANGE OF DIRECTORS,
CHANGE OF CHAIRMAN OF THE BOARD OF DIRECTORS,
CHAIRMAN OF THE NOMINATION COMMITTEE OF THE COMPANY
AND MEMBER OF THE REMUNERATION COMMITTEE OF THE
COMPANY AND CHANGE OF AUTHORIZED REPRESENTATIVE**

The Board announces that Ms. Wu Zhenqin has resigned as a non-executive director of the Company, the chairman of the Board, the chairman of the nomination committee of the Company and the member of the remuneration committee of the Company, and has ceased to be an authorized representative of the Company under the Listing Rules, with effect from 18 March 2016.

Mr. Xu Yongjun has been appointed as a non-executive director of the Company, the chairman of the Board and the chairman of the nomination committee of the Company, Mr. Huang Junlong has been appointed as a non-executive director of the Company and the member of the remuneration committee of the Company, Mr. Yan Chengda has been appointed as a non-executive director of the Company and Mr. Wong King Yuen has been appointed as an executive director of the Company and an authorized representative of the Company under Rule 3.05 of the Listing Rules, all with effect from 18 March 2016.

The board of directors (the “**Board**”) of the Company announces that Ms. Wu Zhenqin (“**Ms. Wu**”) has resigned as a non-executive director of the Company, the chairman of the Board, the chairman of the nomination committee of the Company and the member of the remuneration committee of the Company, with effect from 18 March 2016. Accordingly, Ms. Wu has ceased to be an authorised representative of the Company pursuant to Rule 3.05 of The Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) with effect from the same date. The Board noted from Ms. Wu that the reason for her resignation was that she would like to devote more time on her personal engagement. Ms. Wu confirmed that there is no disagreement between her and the Board and there is no matter in relation to her resignation that should be brought to the attention of the shareholders of the Company. The Board would like to express its gratitude to Ms. Wu for her valuable contributions to the Company during her term of service.

The Board is also pleased to announce that

1. Mr. Xu Yongjun has been appointed by the Board as a non-executive director of the Company, the chairman of the Board and the chairman of the nomination committee of the Company with effect from 18 March 2016;
2. Mr. Huang Junlong has been appointed by the Board as a non-executive director of the Company and the member of the remuneration committee of the Company with effect from 18 March 2016;
3. Mr. Yan Chengda has been appointed by the Board as a non-executive director of the Company with effect from 18 March 2016; and
4. Mr. Wong King Yuen has been appointed by the Board as an executive director of the Company and an authorized representative of the Company under the Listing Rules with effect from 18 March 2016.

In accordance with Rule 13.51(2) of the Listing Rules, biographical details of Mr. Xu Yongjun, Mr. Huang Junlong, Mr. Yan Chengda and Mr. Wong King Yuen are set out in the appendix to this announcement.

On behalf of the Board
China Merchants Land Limited
Mr. Xu Yongjun
Chairman

Hong Kong, 18 March 2016

As at the date of this announcement, the Board comprises Mr. Xu Yongjun, Mr. Huang Junlong, Mr. 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.

APPENDIX

Mr. Xu Yongjun, aged 52, has been appointed as a non-executive director of the Company, the chairman of the Board and the chairman of the nomination committee of the Company on 18 March 2016.

Mr. Xu joined China Merchants Logistics Holdings Co., Ltd. since May 2001 and held various positions as chief marketing director, deputy general manager and executive deputy general manager and general manager until January 2016. On 30 December 2015, he was appointed as the director and general manager of China Merchants Shekou Industrial Zone Holdings Co., Ltd. (“CMSK”), a controlling shareholder of the Company.

Mr. Xu graduated from Fuyang Normal University in Anhui province in July 1984. Later he graduated from Applied Chemistry Department of Northwest Institute of Light Industry* (Currently rename as Shaanxi University of Science & Technology) with a master degree in Engineering in November 1987. Subsequently he finished the MBA course in Dalhousie University in Canada in December 2001.

The Company and Mr. Xu have not entered into any service contract which provides for a specified length of service. Mr. Xu will be subject to retirement by rotation at least once every three years.

Mr. Xu is entitled to an annual remuneration of HK\$40,000 as recommended by the remuneration committee of the Board and resolved by the Board.

Save as disclosed above, Mr. Xu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (ii) has not held any directorship in other listed companies in the past three years or any major position within the Company or any of its subsidiaries; and (iii) does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Huang Junlong, aged 50, has been appointed as a non-executive director of the Company and the member of the remuneration committee of the Company on 18 March 2016.

Mr. Huang is currently the chief financial officer of CMSK. He joined China Merchants Shekou Industrial Zone as deputy supervisor of the finance department in 1988 and held various positions as deputy in charge of finance department of China Merchants Group, chief financial officer of China Merchants Logistics Group Co., Ltd., chief financial officer of China Merchants Port Service Co., Ltd, chief financial officer of Shenzhen China Merchants Petrochemical Co., Ltd.* and deputy general manager of finance department of China Merchants Shekou Industrial Zone.

In July 1988, Mr. Huang graduated from the finance and accounting profession in management faculty of Changsha Institute of Communications with bachelor degree and later he graduated from China Europe International Business School with master of business administration in September 2008.

The Company and Mr. Huang have not entered into any service contract which provides for a specified length of service. Mr. Huang will be subject to retirement by rotation at least once every three years.

Mr. Huang is entitled to an annual remuneration of HK\$40,000 as recommended by the remuneration committee of the Board and resolved by the Board.

Save as disclosed above, Mr. Huang (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (ii) has not held any directorship in other listed companies in the past three years or any major position within the Company or any of its subsidiaries; and (iii) does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Yan Chengda, aged 57, has been appointed as a non-executive director of the Company on 18 March 2016.

Mr. Yan has been engaged in property development business in China and overseas developed countries as well as the management for overseas listed companies for many years. He is currently the deputy general manager of CMSK. He joined China Merchants Group in 1997 and held various positions as deputy general manager of China Merchants Properties Holdings Company Limited and executive director of China Merchants Holdings (Pacific) Limited, shares of which are listed on Singapore Stock Exchange.

Before joining China Merchants Group, Mr. Yan served as vice president of China State Construction Engineering (Florida Company of United States of America) and president assistant of China Construction International Corporation.

Mr. Yan graduated from the Department of Civil Engineering in Dalian University of Technology with bachelor degree in January 1982 and obtained master degree there in December 1984. Later he graduated from Department of Water Conservancy in Tsinghua University in June 1989 and was awarded a doctoral degree. He was awarded senior engineer qualification in May 1993 and became the member of American Society of Civil Engineers.

The Company and Mr. Yan have not entered into any service contract which provides for a specified length of service. Mr. Yan will be subject to retirement by rotation at least once every three years.

Mr. Yan is entitled to an annual remuneration of HK\$40,000 as recommended by the remuneration committee of the Board and resolved by the Board.

Save as disclosed above, Mr. Yan (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (ii) has not held any directorship in other listed companies in the past three years or any major position within the Company or any of its subsidiaries; and (iii) does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Wong King Yuen, aged 48, has been appointed as an executive director of the Company on 18 March 2016.

Mr. Wong has over 20 years' experience in real estate industry. He served as assistant property manager in property agency department in China Merchants Properties Development Limited from February 1995 and subsequently he was promoted as deputy manager, manager, deputy general manager and the current position of director and general manager. From January 1999, he also acted as general manager assistant in China Merchants Property Agency Limited and later he was promoted to the position of deputy general manager and the current position of director and general manager. From September 2001 to December 2002, he also served as director and general manager in China Merchants Property Management (Hong Kong) Limited.

Mr. Wong graduated from Hong Kong Baptist University with a bachelor's degree of Business Administration (Honours) majoring in finance in November 1990. Later he obtained a master degree of science in real estate from the University of Hong Kong in December 2006. In 1999, he obtained estate agents license (individual) from Hong Kong Estate Agents Authority. In 2010, he was awarded the membership of Hong Kong Institute of Real Estate Administrators.

The Company and Mr. Wong have not entered into any service contract which provides for a specified length of service. Mr. Wong will be subject to retirement by rotation at least once every three years.

Mr. Wong is entitled to an annual remuneration of HK\$40,000 as recommended by the remuneration committee of the Board and resolved by the Board.

Save as disclosed above, Mr. Wong (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (ii) has not held any directorship in other listed companies in the past three years or any major position within the Company or any of its subsidiaries; and (iii) does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Each of the above newly appointed directors has confirmed that, save as disclosed above, there is no matter in relation to himself which needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor is there any matter which needs to be brought to the attention of the shareholders of the Company.

* *Unofficial English Translation denotes for identification purposes only*