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CHINA MERCHANTS LAND LIMITED

招商局置地有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 978)

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

The Company, as borrower, has entered into a Facility Agreement with a bank pursuant to which the bank shall make available to the Company a term loan facility in the principal amount of up to HK\$4,000,000,000 (multiple withdrawals available).

The Facility Agreement has imposed certain covenants relating to specific performances of the Company's controlling shareholders.

This announcement is made by China Merchants Land Limited (the "**Company**") pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board (the "**Board**") of directors (the "**Directors**") of the Company announces that the Company (as the borrower) has entered into a facility agreement (the "**Facility Agreement**") with a bank (as the lender) in relation to a sustainability-linked term loan facility of up to HK\$4,000,000,000 (the "**Loan Facility**") (multiple withdrawals available). The term of the Loan Facility is 36 months from the date of the Facility Agreement. This demonstrates the Company's commitment as a responsible enterprise in areas including the reduction of greenhouse gas emissions and energy consumption, and its proactive approach to environmental, social and governance issues.

REQUIREMENTS RELATING TO CONTROLLING SHAREHOLDERS

Pursuant to the Facility Agreement, it shall be an event of default if any of the following events occur:

- i. China Merchants Shekou Industrial Zone Holdings Co., Ltd. (“**CMSK**”) ceases to beneficially own (directly or indirectly) at least 50.1% of the issued share capital of or ceases to control (directly or indirectly) the Company; or
- ii. China Merchants Group Limited (“**CMG**”) ceases to beneficially own (directly or indirectly) at least 50.1% of the equity interests of or ceases to control (directly or indirectly) CMSK; or
- iii. the State-owned Assets Supervision and Administration Commission of the State Council of the People’s Republic of China (the “**PRC**”) or the Central People’s Government of the PRC ceases to beneficially owned (directly or indirectly) at least the majority of the equity interests of or cease to control CMG.

If an event of default under the Facility Agreement occurs, among other things, the Loan Facility shall immediately cease to be available for further utilisation and/or the bank may declare that all or part of the loans under the Loan Facility and all interest accrued and all other sums payable under the Facility Agreement shall become immediately due and payable.

As at the date of this announcement, CMSK indirectly owns 74.35% of the issued share capital of the Company, and CMG directly or indirectly owns over 58% of the issued share capital of CMSK, and CMG is owned and controlled by the State Council of the PRC.

By Order of the Board
China Merchants Land Limited
JIANG Tiefeng
Chairman

Hong Kong, 2 February 2024

As at the date of this announcement, the Board comprises Mr. JIANG Tiefeng, Mr. HUANG Junlong and Mr. LI Yao as non-executive Directors; Dr. SO Shu Fai, Mr. WONG King Yuen and Ms. CHEN Yan as executive Directors and Dr. WONG Wing Kuen, Albert, Ms. CHEN Yanping, Dr. SHI Xinping and Mr. IP Man Ki, Ryan as independent non-executive Directors.