

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in China Merchants Land Limited, you should at once hand this supplemental circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**SUPPLEMENTAL CIRCULAR
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 25 April 2023 and the notice of the AGM dated 25 April 2023.

A supplemental notice convening the AGM to be held as originally scheduled at 10:30 a.m. on Thursday, 25 May 2023 at SOHO 2, 6/F, IBIS HONG KONG CENTRAL & SHEUNG WAN HOTEL, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong is set out on pages 12 to 13 of this supplemental circular. The Second Proxy Form for use at the AGM is enclosed with this supplemental circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the Second Proxy Form shall be deemed to be revoked.

10 May 2023

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DEFINITIONS

In this supplemental circular, the following terms and expressions shall have the following respective meanings unless the context otherwise requires:

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| “AGM” | the annual general meeting of the Company to be convened at 10:30 a.m. on Thursday, 25 May 2023 at SOHO 2, 6/F, IBIS HONG KONG CENTRAL & SHEUNG WAN HOTEL, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong, or any adjournment thereof |
| “AGM Notice” | a notice convening the AGM of the Company dated 25 April 2023 as set out in Appendix III to the Circular |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “associate” | has the meaning ascribed to it in the Listing Rules |
| “Audit Committee” | the audit committee of the Company |
| “Board” | the board of Directors |
| “Circular” | the circular of the Company dated 25 April 2023 in respect of the matters to be considered at the AGM |
| “CMSK” | China Merchants Shekou Industrial Zone Holdings Co., Ltd. (招商局蛇口工業區控股股份有限公司), a company incorporated in the PRC with limited liability, with its shares listed on the Shenzhen Stock Exchange (Stock code: 001979). It is an intermediate controlling shareholder of the Company |
| “Company” | China Merchants Land Limited, an exempted 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) |
| “controlling shareholder” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | director(s) of the Company |
| “First Proxy Form” | the proxy form which was despatched to the Shareholders on 25 April 2023 together with the Circular |
| “Group” | the Company and its subsidiaries from time to time |

DEFINITIONS

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|------------------------------|---|
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | 5 May 2023, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time |
| “Nomination Committee” | the nomination committee of the Company |
| “PRC” | the People’s Republic of China which, for the purpose of this supplemental circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Second Proxy Form” | the proxy form which will be despatched to the Shareholders together with this supplemental circular |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) in the share capital of the Company, presently with par value of HK\$0.01 each, or with such other par value or with no par value as adopted by the Company from time to time |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “Supplemental AGM Notice” | a supplemental notice convening the AGM of the Company dated 10 May 2023 |
| “%” | per cent |

DEFINITIONS

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any reference in this supplemental circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules, the SFO or any modification thereof and used in this supplemental circular shall, where applicable, have the meaning assigned to it under the Listing Rules, the SFO or any modification thereof, as the case may be.

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

招商局置地有限公司

(Incorporated with limited liability in the Cayman Islands)

(Stock Code: 978)

Non-executive Directors:

XU Yongjun (*Chairman*)

HUANG Junlong

LI Yao

Executive Directors:

SO Shu Fai

WONG King Yuen

CHEN Yan

Independent Non-executive Directors:

WONG Wing Kuen, Albert

CHEN Yanping

SHI Xinping

Registered office:

P.O. Box 309,

Ugland House,

Grand Cayman,

KY1-1104,

Cayman Islands

Principal place of business:

Room 2603 to 2606, 26/F,

China Merchants Tower,

Shun Tak Centre,

Nos. 168-200 Connaught Road Central,

Hong Kong

10 May 2023

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

This supplemental circular should be read together with the Circular and the AGM Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to give you the Supplemental AGM Notice and provide you with further information regarding the resolutions to be proposed at the AGM for approving the re-election of retiring Directors and the appointment of an independent non-executive Director, to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 5 May 2023 in relation to, among other things, the resignation of Mr. Yu Zhiliang (“**Mr. Yu**”) as a non-executive Director and a member of the Audit Committee, and the appointment of Mr. Li Yao (“**Mr. Li**”) as a non-executive Director and a member of the Audit Committee.

As set out in the Circular, Mr. Yu shall retire by rotation at the AGM, and being eligible, shall offer himself for re-election at the AGM. Since Mr. Yu have resigned as a non-executive Director with effect from 5 May 2023, he will not offer himself for re-election at the AGM. The proposed resolution regarding the re-election of Mr. Yu as a non-executive Director as set out in the AGM Notice will not be submitted to the AGM for Shareholders’ approval.

In accordance with Article 99 of the Articles of Association, Mr. Li, who was appointed as a non-executive Director by the Board to fill a casual vacancy resulting from the resignation of Mr. Yu, shall hold office until the first annual general meeting of the Company after his appointment and, being eligible, has offered himself for re-election at the AGM.

Biographical details of Mr. Li are set out as follows:

Mr. LI Yao, aged 36, is currently the Deputy General Manager of the Overseas Development Division of China Merchants Shekou Industrial Zone Holdings Co., Ltd. He joined China Merchants Holdings (International) Company Limited* in 2012 and has since served as the Engineer and Assistant Department Manager of the Engineering Department and Administration Department of China Merchants Colombo International Container Terminals Ltd.*, the Manager of the Administration Department of China Merchants Holdings (International) Company Limited*, the Manager of the Overseas Business Department of China Merchants Holdings (International) Company Limited*, the Permanent Representative of China Merchants Group Representative Office in Djibouti, the Manager of Overseas Department and International Cooperation Department of China Merchants Group Headquarters, Deputy Director of Executive Office of China Merchants Group Headquarters.

Mr. Li graduated from Tianjin University with a bachelor’s degree in engineering management and English in July 2009 and later graduated from Tianjin University with a master’s degree in management in engineering management in January 2012.

The Company and Mr. Li will not enter into any service contract which provides for a specified length of service, but his term of appointment will be subject to retirement by rotation at the annual general meetings of the Company in accordance with the Articles of Association of the Company.

* For identification purpose only

LETTER FROM THE BOARD

Mr. Li shall be entitled to an annual remuneration of HK\$40,000 in his capacity as a non-executive Director, which has been determined by the board after considering the recommendation of the remuneration committee of the Company, with reference to his experience and responsibilities, the Company's performance and remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) does not have any relationship with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not hold any other positions in the Company or any of its subsidiaries; and (iv) has no interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Mr. Li that need to be disclosed according to Rules 13.51(2)(h) to (v) of the Listing Rules or to be brought to the attention of the Shareholders.

In this regard, an ordinary resolution will be proposed at the AGM to consider and approve the re-election of Mr. Li as a non-executive Director.

According to Article 116 of the Articles of Association, in addition to Dr. WONG Wing Kuen, Albert and Dr. SHI Xinping, Ms. CHEN Yanping shall also retire by rotation at the AGM, and all being eligible, shall offer herself for re-election at the AGM.

Biographical details of Ms. CHEN Yanping are set out as follows:

Ms. CHEN Yanping, aged 64, joined the Company as an independent non-executive Director on 2 June 2012 and she is also the chairlady of the remuneration committee of the Company and a member of the Nomination Committee. Ms. CHEN had attended a "China Management Training Program" in University of California, Los Angeles from November 2003 to November 2004. Ms. CHEN received a Bachelor's Degree and a Master's Degree in urban planning profession from the Faculty of Architecture of Tongji University in January 1982 and November 1984, respectively. Ms. CHEN was qualified as a senior engineer in December 1993 and subsequently qualified as a registered planner of the PRC in October 2000.

Ms. CHEN had been an independent director of China Merchants Property Development Co., Ltd. from October 2007 to November 2011. Ms. CHEN is the chairlady of the remuneration committee and a member of the nomination committee of the Company. Ms. CHEN is a professor of Architecture and Urban Planning School in Shenzhen University from December 2000.

LETTER FROM THE BOARD

Ms. CHEN has not entered into any service contract with the Company which provides for a specified length of service, but her term of appointment is subject to retirement by rotation at the annual general meetings of the Company in accordance with the Articles of Association of the Company. Ms. CHEN is entitled to an annual remuneration of HK\$135,000 which has been determined by reference to her experience and responsibilities, the Company's performance and remuneration policy and the prevailing market conditions.

Ms. CHEN has confirmed that she meets the independence guidelines set out in Rule 3.13 of the Listing Rules. As Ms. CHEN is not involved in the daily management of the Company, nor is she in any relationships or circumstance which would interfere with the exercise of her independent judgement, the Board and the Nomination Committee discussed and considered at their respective meetings convened that Ms. CHEN has satisfied the requirements of independence guidelines set out in Rule 3.13 of the Listing Rules, her long service on the Board would not affect her integrity in exercising impartial and independent judgement on Board matters and her rich experience and professional knowledge can continue to bring valuable contribution to the Board and the growth of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. CHEN (i) does not have any relationship with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not hold any other positions in the Company or any of its subsidiaries; and (iv) has no interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Ms. CHEN that need to be disclosed according to Rules 13.51(2)(h) to (v) of the Listing Rules or to be brought to the attention of the Shareholders.

In this regard, an ordinary resolution will be proposed at the AGM to consider and approve the re-election of Ms. CHEN Yanping as an independent non-executive Director.

3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 5 May 2023, in relation to, among other things, the proposed appointment of independent non-executive Director.

Pursuant to Code Provision B.2.4(b) of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting.

LETTER FROM THE BOARD

Dr. Wong Wing Kuen, Albert, Ms. Chen Yanping and Dr. Shi Xinping were appointed as independent non-executive Directors on 2 June 2012. As each of their tenure reached nine years, the Company will appoint an additional independent non-executive Director at the AGM. In consideration of the recommendation and approval of the Nomination Committee, Mr. Ip Man Ki Ryan (“**Mr. Ip**”) will be proposed at the AGM to be appointed as an additional independent non-executive Director with effect from the conclusion of the AGM.

In recommending Mr. Ip to stand for election as an independent non-executive Director, the Nomination Committee has considered his professional qualifications, skills, knowledge, experience and the diversity aspects and is of the view that his appointment will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and will contribute to the diversity of the Board appropriate to the requirements of the Company’s business. The Nomination Committee has also assessed the independence of Mr. Ip as an independent non-executive Director and was satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

Biographical details of Mr. Ip are set out as follows:

Mr. IP Man Ki Ryan, aged 33, joined Our Hong Kong Foundation in January 2017 and is now the Foundation’s Vice President and Co Head of Research. He worked as an economist at Hong Kong Monetary Authority from May 2016 to December 2016 and a real estate analyst at Jones Lang LaSalle from July 2014 to April 2016.

Mr. Ip participates in various public offices. He is a member of the Hong Kong Government’s Land and Development Advisory Committee and Advisory Committee on the Northern Metropolis, Executive Committee member of the China Real Estate Chamber of Commerce Hong Kong and International Chapter, International Advisory Committee member of the Research Institute for Land and Space at the Hong Kong Polytechnic University, and board member of the Hong Kong PropTech Association. Mr. Ip is also an Interview Assessor for Chartered qualification of the Royal Institution of Chartered Surveyors, a member of the Housing Committee of the Urban Land Institute and a member of the Land and Housing Supply Working Group of Hong Kong General Chamber of Commerce.

He obtained a bachelor’s degree in economics from The Chinese University of Hong Kong in July 2012 and a Master of Science degree in Economics from the London School of Economics and Political Science in July 2013. Mr. Ip is a Chartered Surveyor (MRICS) and a Chartered Financial Analyst (CFA).

The Company and Mr. Ip will not enter into any service contract which provides for a specified length of service, but his term of appointment will commence from the date of approval by the Shareholders at the AGM subject to retirement by rotation at the annual general meetings of the Company in accordance with the Articles of Association of the Company.

LETTER FROM THE BOARD

Mr. Ip shall be entitled to an annual remuneration of HK\$135,000 in his capacity as an independent non-executive Director, which has been determined by the board after considering the recommendation of the remuneration committee of the Company, with reference to his experience and responsibilities, the Company's performance and remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ip (i) does not have any relationship with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not hold any other positions in the Company or any of its subsidiaries; and (iv) has no interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Ip has confirmed that he has met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there are no other matters in connection with the appointment of Mr. Ip that need to be disclosed according to Rules 13.51(2)(h) to (v) of the Listing Rules or to be brought to the attention of the Shareholders.

In this regard, an ordinary resolution will be proposed at the AGM to consider and approve the proposed appointment of Mr. Ip as an independent non-executive Director.

4. SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM

Since the AGM Notice and the First Proxy Form despatched together with the Circular do not contain the proposed resolutions in relation to the re-election of Mr. Li as a non-executive Director and the proposed appointment of Mr. Ip as an independent non-executive Director as set out in this supplemental circular, a supplemental notice convening the AGM and the Second Proxy Form are enclosed herewith to include such proposed resolutions.

Please refer to the AGM Notice dated 25 April 2023 for details of other resolutions to be proposed at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.

The Second Proxy Form for use at the AGM is enclosed with this supplemental circular. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the Second Proxy Form shall be deemed to be revoked.

LETTER FROM THE BOARD

Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form.

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the AGM (including, if properly put, resolutions for the re-election of Mr. LI Yao as a non-executive Director, the re-election of Ms. CHEN Yanping as an independent non-executive Director and the appointment of Mr. IP Man Ki Ryan as an independent non-executive Director respectively as set out in this supplemental circular) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) **If the Second Proxy Form is lodged with the Company's branch share registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
- (iii) **If the Second Proxy Form is lodged with the Company's branch share registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on any of the resolutions to be proposed at the AGM.

5. RECOMMENDATION

The Board considers that the resolutions set out in the Supplemental AGM Notice are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions set out in the Supplemental AGM Notice.

6. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this supplemental circular misleading in any material aspects.

Yours faithfully,
By Order of the Board
China Merchants Land Limited
XU Yongjun
Chairman

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

招商局置地有限公司

(Incorporated with limited liability in the Cayman Islands)

(Stock Code: 978)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the (i) the circular of China Merchants Land Limited (the “**Company**”) dated 25 April 2023 (the “**Original Circular**”); and (ii) the notice of the annual general meeting (the “**AGM**”) of the Company dated 25 April 2023 (the “**Original Notice**”) to convene the AGM to be held at 10:30 a.m. on Thursday, 25 May 2023 at SOHO 2, 6/F, IBIS HONG KONG CENTRAL & SHEUNG WAN HOTEL, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong.

Details of the proposed resolutions to be considered at the AGM were stated in the Original Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Original Circular. Apart from the amendments stated below, all the information contained in the Original Notice remains to have full force and effect.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 10 May 2023 (the “**Supplemental Circular**”), the resolutions under item numbered 2 stated in the Original Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2:

- “2. (a) To re-elect Mr. LI Yao as a non-executive Director.
- (b) To re-elect Ms. CHEN Yan as an executive Director.
- (c) To re-elect Dr. WONG Wing Kuen, Albert as an independent non-executive Director.
- (d) To re-elect Dr. SHI Xinping as an independent non-executive Director.
- (e) To re-elect Ms. CHEN Yanping as an independent non-executive Director.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (f) To appoint Mr. IP Man Ki Ryan as an independent non-executive Director.
- (g) To authorise the board of Directors (the “**Board**”) of the Company to fix the Directors’ remuneration.”

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

Hong Kong, 10 May 2023

As at the date of this supplemental notice, the board of directors of the Company comprises Mr. XU Yongjun, 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 and Dr. SHI Xinping as independent non-executive Directors.

Notes:

1. **A second form of proxy (the “Second Proxy Form”) containing the new resolutions under item numbered 2 has been enclosed with the Supplemental Circular. Please refer to the section headed “SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM” on pages 9 to 10 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.**
2. Save for the above supplemental resolutions, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice for details of the other ordinary resolutions and special resolutions to be considered at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.
3. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
4. Completion and return of the proxy form which was despatched to the Shareholders on 25 April 2023 together with the Original Circular (the “**First Proxy Form**”) and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the First Proxy Form and/or the Second Proxy Form shall be deemed to be revoked.
5. All times and dates referred to in this supplemental notice refer to Hong Kong times and dates.