

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
PROPOSED APPOINTMENT OF AUDITOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 23 April 2024 and the notice of the AGM dated 23 April 2024.

A supplemental notice for the purpose of the Rescheduled AGM to be held at 3:30 p.m. on Friday, 28 June 2024 at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong is set out on pages 9 to 10 of this supplemental circular. The Second Proxy Form for use at the Rescheduled AGM is enclosed with this supplemental circular. Such Second Proxy Form is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://ir.cmland.hk>).

Whether or not you are able to attend the Rescheduled AGM in person, you are requested to complete the enclosed Second Proxy Form, which is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://ir.cmland.hk>), 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 Rescheduled 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 Rescheduled AGM or any adjourned meeting should you so wish and in such event, the Second Proxy Form shall be deemed to be revoked.

13 June 2024

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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:

“AGM”	the annual general meeting of the Company originally scheduled to be convened at 10:30 a.m. on Friday, 24 May 2024 at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong, or any adjournment thereof
“AGM Notice”	a notice convening the AGM of the Company dated 23 April 2024 as set out in Appendix III to the Circular
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Circular”	the circular of the Company dated 23 April 2024 in respect of the matters to be considered at the AGM
“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)
“Director(s)”	director(s) of the Company
“Final Dividend”	the proposed final dividend of HK\$0.012 (equivalent to approximately RMB0.011) per Share as recommended by the Board
“First Proxy Form”	the proxy form which was published on the websites of Hong Kong Exchanges and Clearing Limited and the Company on 23 April 2024 and was despatched to the Shareholders (upon request) on 23 April 2024 together with the Circular
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	11 June 2024, 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
“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
“Rescheduled AGM”	the annual general meeting of the Company postponed and rescheduled to be convened at 3:30 p.m. on Friday, 28 June 2024 at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong, or any adjournment thereof
“Second Proxy Form”	the proxy form which will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company and will be despatched to the Shareholders (upon request) 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

DEFINITIONS

“Supplemental AGM Notice” a supplemental notice for the purpose of the Rescheduled AGM of the Company dated 13 June 2024

“%” per cent

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:
JIANG Tiefeng (*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
IP Man Ki Ryan

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

13 June 2024

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR
PROPOSED APPOINTMENT OF AUDITOR
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.

Reference is made to the announcement of the Company dated 22 May 2024 in relation to, among other things, the postponement of the AGM. As the Company needed more time to prepare for the AGM, the AGM has been postponed and rescheduled and the Rescheduled AGM will be convened at 3:30 p.m. on Friday, 28 June 2024 at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to give you the Supplemental AGM Notice and provide you with information regarding the amendment of resolution relating to the proposed appointment of the auditor, to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the Rescheduled AGM.

2. PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcements of the Company dated 20 March 2024 and 11 June 2024 in relation to, among other things, the retirement of Messrs. Deloitte Touche Tohmatsu (“**DTT**”) as the auditor of the Company and the proposed appointment of KPMG as the new auditor of the Company (the “**Proposed Change of Auditor Announcements**”).

As disclosed in the Proposed Change of Auditor Announcements, (i) DTT will retire as the auditor of the Company at the conclusion of the Rescheduled AGM; (ii) the Company has received a written confirmation letter dated 20 March 2024 from DTT confirming that there are no circumstances connected with its retirement that need to be brought to the attention of the holders of securities of the Company; (iii) the Board has confirmed that there are no disagreements or unresolved matters between the Company and DTT and there are no other matters in connection with the proposed change of the auditor that need to be brought to the attention of the holders of securities of the Company; and (iv) with the recommendation of the Audit Committee, the Board has resolved to propose the appointment of KPMG as the auditor of the Company following the retirement of DTT, and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the Rescheduled AGM.

The Audit Committee has considered a number of factors when recommending KPMG as the auditor of the Company to the Board, including but not limited to (i) its experience in handling audit work for companies listed on the Stock Exchange, its industry knowledge and its familiarity with the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards; (ii) its resources allocation, quality and capability including but not limited to manpower, time and other resources allocation; (iii) its independence and objectivity; (iv) its audit fee; (v) its market reputation; (vi) the “Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors” issued by the Accounting and Financial Reporting Council (the “**AFRC**”) in December 2021; and (vii) the “Guidance Notes on Change of Auditors” published by the AFRC in September 2023.

Based on the above, the Audit Committee has considered that KPMG meets the regulatory requirements in terms of practice qualifications, professional competence, independence, and integrity, etc. The Board and the Audit Committee are of the view that the appointment of KPMG as the auditor of the Company is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, the Board proposes to seek the approval of the Shareholders at the Rescheduled AGM in relation to the proposed appointment of KPMG as the new auditor of the Company and the appointment of KPMG as the new auditor of the Company shall come into effect upon approval of the Shareholders at the Rescheduled AGM.

In this regard, the ordinary resolution under item numbered 3 stated in the AGM Notice will be amended and proposed at the Rescheduled AGM to consider and approve the appointment of KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company. Please refer to the Supplemental AGM Notice for details of the amended resolution under item numbered 3 to be proposed at the Rescheduled AGM.

3. SUPPLEMENTAL AGM NOTICE, CLOSURE OF REGISTER OF MEMBERS AND SECOND PROXY FORM

Since the ordinary resolution under item numbered 3 stated in the AGM Notice and the First Proxy Form will be amended, a supplemental notice for the purpose of the Rescheduled AGM and the Second Proxy Form are enclosed herewith to include such amended resolution.

As disclosed in the announcement of the Company dated 22 May 2024, for determining members who are entitled to attend the Rescheduled AGM, the closure period of the register of members of the Company remained unchanged; and for the purpose of determining the entitlements of proposed Final Dividend, the register of members of the Company will be closed from Wednesday, 10 July 2024 to Friday, 12 July 2024, during which period no transfer of shares will be registered. In order to be eligible to receive the proposed Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 9 July 2024.

As such, the proposed Final Dividend, which is subject to, among other things, the consideration of the Shareholders at the Rescheduled AGM and was originally expected to be paid on or about 30 June 2024, is expected to be paid between 13 July 2024 and 31 July 2024.

Please refer to the AGM Notice dated 23 April 2024 for details of other resolutions to be proposed at the Rescheduled AGM, closure of register of members for determining members who are entitled to attend the Rescheduled AGM, eligibility for attending the Rescheduled AGM, registration procedures for attending the Rescheduled AGM and other relevant matters.

LETTER FROM THE BOARD

The Second Proxy Form for use at the Rescheduled AGM is enclosed with this supplemental circular. Whether or not you are able to attend the Rescheduled AGM in person, you are requested to complete the enclosed Second Proxy Form, which is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://ir.cmland.hk>), 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 Rescheduled 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 Rescheduled AGM or any adjourned meeting should you so wish and in such event, the Second Proxy Form shall be deemed to be revoked.

Shareholders who have appointed or intend to appoint proxies to attend the Rescheduled 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 Rescheduled 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 Rescheduled AGM (including, if properly put, the resolution as set out in the Supplemental AGM Notice) 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 Rescheduled 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.**

LETTER FROM THE BOARD

- (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 the Rescheduled AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of the Rescheduled 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 the Rescheduled 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 Rescheduled AGM or any adjourned meeting thereof and voting in person should they so wish.

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 Rescheduled AGM.

4. RECOMMENDATION

The Board considers that the resolution set out in the Supplemental AGM Notice is 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 resolution set out in the Supplemental AGM Notice.

5. 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
JIANG Tiefeng
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 23 April 2024 (the “**Original Circular**”); (ii) the notice of the annual general meeting of the Company dated 23 April 2024 (the “**Original Notice**”); and (iii) the supplemental circular of the Company dated 13 June 2024 (the “**Supplemental Circular**”). Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Original Circular and/or the Supplemental Circular.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the annual general meeting of the Company will be rescheduled to be convened at 3:30 p.m. on Friday, 28 June 2024 at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong (the “**Rescheduled AGM**”), and due to the matters as set out in the Supplemental Circular, the resolution under item numbered 3 stated in the Original Notice should be deleted in its entirety and replaced by the following new resolution under item numbered 3:

- “3. To appoint KPMG as the auditor of the Company in place of the retiring auditor, Messrs. Deloitte Touche Tohmatsu, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the auditor’s remuneration.”

Details of the other proposed resolutions to be considered at the Rescheduled AGM were stated in the Original Notice. Apart from the amendment stated above and unless otherwise specified in this supplemental notice, all the information contained in the Original Notice remains to have full force and effect.

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

HONG KONG, 13 June 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

As at the date of this supplemental notice, the board of directors of the Company 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.

Notes:

1. **A second form of proxy (the "Second Proxy Form") containing the amended resolution under item numbered 3 has been enclosed with the Supplemental Circular. Please refer to the section headed "SUPPLEMENTAL AGM NOTICE, CLOSURE OF REGISTER OF MEMBERS AND SECOND PROXY FORM" on pages 6 to 7 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.**
2. Whether or not you are able to attend the Rescheduled AGM in person, you are requested to complete the enclosed Second Proxy Form, which is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://ir.cmland.hk>), 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 Rescheduled AGM or any adjournment thereof.
3. Completion and return of the proxy form which was published on the websites of Hong Kong Exchanges and Clearing Limited and the Company on 23 April 2024 and was despatched to the Shareholders (upon request) on 23 April 2024 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 Rescheduled 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.
4. As disclosed in the announcement of the Company dated 22 May 2024, for determining members who are entitled to attend the Rescheduled AGM, the closure period of the register of members of the Company remained unchanged; and for the purpose of determining the entitlements of proposed final dividend, the register of members of the Company will be closed from Wednesday, 10 July 2024 to Friday, 12 July 2024, during which period no transfer of shares will be registered. In order to be eligible to receive the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 9 July 2024.
5. Save for the above amended resolution, 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 Rescheduled AGM, closure of register of members for determining members who are entitled to attend the Rescheduled AGM, eligibility for attending the Rescheduled AGM, registration procedures for attending the Rescheduled AGM and other relevant matters.
6. All times and dates referred to in this supplemental notice refer to Hong Kong times and dates.