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

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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 978)

DISCLOSEABLE TRANSACTION
FORMATION OF THE JOINT VENTURES AND AWARD OF THE TENDER FOR THE ACQUISITION AND DEVELOPMENT OF THE SITES IN HONG KONG

The Board is pleased to announce that on 24 August 2026, the Tender was successfully awarded by the Government of HKSAR to JVC1 pursuant to a tender offer submitted by JVC1 at the Land Premium of HK$1,030 million on 3 July 2026.

JVCs are single purpose vehicles established among the Group, China Overseas, CR Land (Overseas), CTG Investment, JD and Sino Land, in the shareholding proportion of 17%, 17%, 17%, 15%, 17% and 17%, respectively, for the purposes of submitting the Tender and following the successful award of the Tender to acquire and develop the Sites in accordance with the particulars and Conditions of Sales specified in the Tender.

The capital commitment of each JV Partner in JVCs was determined after arm's length negotiation among the JV Partners with reference to, among other factors, the Land Premium, the development costs of the Sites, and the JV Partners' respective shareholding interests in JVCs. The Land Premium was determined by the JV Partners taking into account various factors including the development prospects and potential of the Sites and the overall prospect of the property market in Hong Kong. The aggregate capital commitment of the JV Partners is expected to be approx. HK$16.8 billion. The Group is expected to contribute approx. HK$2.856 billion, representing its 17% equity interest in JVCs.

LISTING RULES IMPLICATIONS

As all applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of each of subscription of share capital in JVCs and capital contributions to the Initial Deposit, on a standalone basis or in aggregate, are less than 5%, each of subscription of share capital in JVCs and capital contributions to the Initial Deposit (on a standalone basis or when aggregated) did not constitute a discloseable transaction of the Company under the Listing Rules.

As the consideration ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Group's estimated total capital commitment in JVCs for the acquisition and development of the Sites produces an anomalous result, the Company has applied to the Stock Exchange and the Stock Exchange has agreed to exercise its discretion under Rule 14.20 of the Listing Rules to adopt an alternative size test. After adopting the alternative size test, as one or more of the applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the Group's estimated total capital commitment in JVCs for the acquisition and development of the Sites (including the capital contributions to the share capital of JVCs and the Initial Deposit) is more than 5% but less than 25%, the formation of JVCs and the transactions contemplated thereunder constitute a discloseable transaction of the Company under the Listing Rules and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

TENDER AWARD FOR THE ACQUISITION AND DEVELOPMENT OF THE SITES THROUGH JVC1

The Board is pleased to announce that, on 24 August 2026, the Tender was successfully awarded by the Government of HKSAR to JVC1 pursuant to a tender offer submitted by JVC1 at the Land Premium of HK$1,030 million on 3 July 2026.

JVCs are single purpose vehicles established among the Group, China Overseas, CR Land (Overseas), CTG Investment, JD and Sino Land, in the shareholding proportion of 17%, 17%, 17%, 15%, 17% and 17%, respectively, for the purposes of submitting the Tender and following the successful award of the Tender to acquire and develop the Sites in accordance with the particulars and Conditions of Sale specified in the Tender.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of China Overseas, CR Land (Overseas), CTG Investment, JD and Sino Land, their respective ultimate beneficial owner(s) and the Government of HKSAR are Independent Third Parties.

FORMATION OF THE JOINT VENTURES

JVC1 is set up to submit the Tender and, following the successful award of the Tender, to acquire and develop the Sites pursuant to the particulars and Conditions of Sale specified in the Tender. JVC1 has a total share capital of HK$100, of which HK$17 was subscribed by the Group, representing 17% equity interest in JVC1.

JVC2 is set up to provide the Performance Guarantee to the Government of HKSAR in respect of JVC1's obligations relating to HSK 19 in accordance with the requirements under the Tender, following the successful award of the Tender to JVC1. JVC2 has a total share capital of HK$100, of which HK$17 was subscribed by the Group, representing 17% equity interest in JVC2.

The financial results of JVC1 and JVC2 are expected to be recorded in the financial statements of the Group as associates respectively using the equity method of accounting.

A total amount of HK$50 million (the "**Initial Deposit**") has been paid as the full deposit for the bid to the Government of HKSAR upon submission of the Tender, in which the Group contributed HK$8.5 million reflecting its 17% equity interest in JVCs. Upon acceptance of the Tender by the Government of HKSAR, the Initial Deposit will be applied in part payment of the Land Premium and the contribution provided by each of the JV Partners in the Initial Deposit will be regarded as shareholders' loans advanced to JVCs in proportion to the JV Partners' respective shareholdings in JVCs.

Upon acceptance of the Tender by the Government of HKSAR, the JV Partners agreed to make additional commitments with reference to the Land Premium, the development costs of the Sites, the Bank Bond and the Performance Guarantee; and the JV Partners will use their best endeavours to ensure the execution of separate joint venture agreements in respect of JVC1 and JVC2 within 12 months from the date of the Acceptance Letter for the award of the Tender or such other date as the JV Partners may agree, and such joint venture agreements shall be substantially based on the commercial rationale agreed among the JV Partners as set out in the following:

1. Funding

The capital commitment of each JV Partner in JVCs was determined after arm's length negotiation among the JV Partners with reference to, among other factors, the Land Premium, the development costs of the Sites, the Bank Bond, the Performance Guarantee, and the JV Partners' respective shareholding interests in JVCs. The Land Premium will be settled in the following manner:

(a) the Initial Deposit of HK$50 million has been paid by JVC1 and applied in part payment of the Land Premium;

(b) 10% of the Land Premium less the Initial Deposit, being HK$53 million shall be paid on or before 2 September 2026; and

(c) the remaining balance of the Land Premium, being HK$927 million, shall be paid within twenty-eight (28) calendar days of the date of the Acceptance Letter.

The Land Premium was determined by the JV Partners taking into account various factors including the development prospects and potential of the Sites and the overall prospect of the property market in Hong Kong. The aggregate capital commitment of the JV Partners is expected to be approx. HK$16.8 billion. The Group is expected to contribute approx. HK$2.856 billion, representing its 17% equity interest in JVCs.

The funding requirement, in accordance with the payment obligations of the Land Premium to the Government of HKSAR and the construction schedule of the Sites, shall be met as far as practicable by external loans from banks or financial institutions to JVCs and on terms to be agreed by all the JV Partners, and to the extent any funding requirements cannot be met by external loans, they shall be met by shareholders' loans to be provided by the JV Partners on pro-rata basis in proportion to their respective shareholdings in JVCs, with the interest rate determined by reference to the market rate at the relevant time. If banks or financial institutions providing the external loans require any guarantees or securities from the JV Partners, the JV Partners shall provide the same on a several and pro rata basis in proportion to their respective shareholdings in JVCs.

The Group's commitment to the above funding requirements will be supported by internal resources and/or corporate banking facilities of the Group as it considers appropriate.

2. Profit Sharing

Any profit or loss derived from the development of the Sites will ultimately be distributed or shared among the JV Partners on a pro rata basis in proportion to their respective shareholdings in JVCs.

3. Guarantees

In respect of HSK 19, following the successful award of the Tender, JVC1 shall execute the Service Deed and submit the Bank Bond to the Government of HKSAR. Each JV Partner undertakes to contribute to the Bank Bond and/ or provide such guarantee or indemnity to the bank as may be required for the issuance of the Bank Bond, on a several basis in proportion to the respective JV Partner's shareholding in JVC1. JVC2, as guarantor, will provide the Performance Guarantee to the Government of HKSAR in respect of JVC1's obligations relating to HSK 19 in accordance with the requirements under the Tender, following the successful award of the Tender to JVC1. Each JV Partner undertakes to make all relevant arrangements to fulfil such requirements, including provision of shareholders' loans, guarantees or capital injections to JVC2 on a pro rata basis in proportion to its respective shareholding in JVC2.

4. Board representation

The board of directors of each of JVCs shall consist of 12 directors. Each JV Partner shall be entitled to appoint 2 directors.

DEVELOPMENT OF THE SITES

The Sites comprise three residential/ commercial sites at HSK 18, HSK 20 and HSK 21 and one E&TP site in HSK 19. The total site area of the Sites is approx. 36,202 sqm, and the permissible total gross floor area of the Sites for construction is approx. 220,000 sqm.

Information of the Sites

Location	:	HSK 18, HSK 19, HSK 20 and HSK 21, Hung Shui Kiu/Ha Tsuen New Development Area, New Territories, Hong Kong		
Site area	:	HSK 18	:	approx. 13,201 sqm
		HSK 19	:	approx. 10,190 sqm
		HSK 20	:	approx. 5,054 sqm
		HSK 21	:	approx. 7,757 sqm

Gross floor area and permitted use	:	HSK 18	:	not exceeding (a) 79,206 sqm for private residential use; and (b) 6,600.5 sqm for non-industrial use (excluding private residential, godown, hotel and petrol filling station)
		HSK 19	:	not exceeding 50,950 sqm for non-residential use (excluding hotel and petrol filling station, offensive trade, use and storage of any dangerous goods) – E&TP site
		HSK 20	:	not exceeding (a) 30,324 sqm for private residential use; and (b) 2,527 sqm for non-industrial use (excluding private residential, godown, hotel and petrol filling station)
		HSK 21	:	not exceeding (a) 46,542 sqm for private residential use; and (b) 3,878.5 sqm for non-industrial use (excluding private residential, godown, hotel and petrol filling station)

It is expected that, upon completion of the development of HSK 18, HSK 20 and HSK 21, they will provide a total of approx. 156,072 sqm of residential gross floor area, together with approx. 13,006 sqm of commercial gross floor area. The E&TP site at HSK 19, with a proposed total gross floor area of not less than 30,570 sqm, is intended for modern logistics and technology office/laboratory uses and is expected to be developed into a world-class smart modern logistics centre anchored by a company within JD group.

INFORMATION OF THE PARTIES

China Overseas

The principal activities of China Overseas and its subsidiaries include property development, commercial property operations and other businesses.

CR Land (Overseas)

CR Land (Overseas) is an investment holding company and the principal activities of its subsidiaries are development, sales and lease of properties, together with property investments and management.

CTG Investment

Driven by its core business of property development and dual growth engines of operational and service sectors, CTG Investment and its subsidiaries are principally engaged in three primary business areas across the PRC: real estate development, cultural and tourism operations, and the provision of premium property management services.

JD

The principal activities of JD is the provision of online retail services, online retail sales and investment holding.

Sino Land

Sino Land is an investment holding company and its principal business includes property development and investment, investment in securities, financing, hotel and building management and services.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of China Overseas, CR Land (Overseas), CTG Investment, JD and Sino Land, their respective ultimate beneficial owner(s) and the Government of HKSAR are Independent Third Parties.

REASONS FOR THE ACQUISITION AND DEVELOPMENT OF THE SITES THROUGH THE FORMATION OF JVCS

The Group is principally engaged in the development, sale, lease, investment and management of properties and assets management.

The Sites will be developed into a composite development comprising residential, non-residential and E&TP portions. It is expected that the development will enhance the property portfolio of the Group.

The Directors (including all the independent non-executive Directors) have confirmed that the formation of the joint ventures and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better which have been arrived at after arm's length negotiations and in the ordinary and usual course of business of the Group, and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As all applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of each of subscription of share capital in JVCs and capital contributions to the Initial Deposit, on a standalone basis or in aggregate, are less than 5%, each of subscription of share capital in JVCs and capital contributions to the Initial Deposit (on a standalone basis or when aggregated) did not constitute a discloseable transaction of the Company under the Listing Rules.

As the consideration ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Group's estimated total capital commitment in JVCs for the acquisition and development of the Sites produces an anomalous result, the Company has applied to the Stock Exchange and the Stock Exchange has agreed to exercise its discretion under Rule 14.20 of the Listing Rules to adopt an alternative size test. After adopting the alternative size test, as one or more of the applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the Group's estimated total capital commitment in JVCs for the acquisition and development of the Sites (including the capital contributions to the share capital of JVCs and the Initial Deposit) is more than 5% but less than 25%, the formation of JVCs and the transactions contemplated thereunder constitute a discloseable transaction of the Company under the Listing Rules and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

"Acceptance Letter"	the letter of acceptance dated 24 August 2026 issued by the Lands Department of the Government of HKSAR to JVC1 confirming the acceptance of the Tender submitted by JVC1
"approx."	approximately
"Bank Bond"	the bank bond in substantially the form set out in Annex V to the Tender Notice, in connection with JVC1's obligations under the Service Deed up to a maximum aggregate amount of HK$10,000,000
"Board"	the board of Directors

"Company"	China Merchants Land Limited, a 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)
"China Overseas"	China Overseas Land & Investment Limited (中國海外發展有限公司), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 688)
"Conditions of Sale"	the agreement and conditions of sale of the Sites as set out in the tender documents in relation to the Tender
"CR Land (Overseas)"	China Resources Land (Overseas) Limited(華潤置地(海外)有限公司), a wholly owned subsidiary of China Resources Land Limited (華潤置地有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1109)
"CTG Investment"	CTG Investment Management Corporation Limited (中國旅遊集團投資運營有限公司), a wholly owned subsidiary of China Tourism Group Corporation Limited (中國旅遊集團有限公司), a company incorporated in the PRC, which is directly wholly owned by the State-owned Assets Supervision and Administration Commission of the State Council
"Director(s)"	the director(s) of the Company
"E&TP"	Enterprise and Technology Park
"Government of HKSAR"	the Government of the Hong Kong Special Administrative Region of the PRC
"Group"	The Company and its subsidiaries
"Independent Third Party(ies)"	an independent third party not connected with the Company and its subsidiaries, their respective directors, chief executives and substantial shareholders and any of their associates within the meaning of the Listing Rules

"JD"	JD.com International Limited, a wholly owned subsidiary of JD.com, Inc. (京東集團股份有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock codes: 9618 (HKD counter) and 89618 (RMB counter))
"JV Partners"	the shareholders of JVC1, being the Group, China Overseas, CR Land (Overseas), CTG Investment, JD and Sino Land (each being a "**JV Partner**")
"JVC1"	HSK New Development Limited (洪水橋新發展有限公司) (BRN: 80687492), a company with limited liability incorporated in Hong Kong which is held as to 17% by the Group, 17% by China Overseas, 17% by CR Land (Overseas), 15% by CTG Investment, 17% by JD and 17% by Sino Land, being the joint venture company formed for the acquisition and development of the Sites and the tenderer of the Tender
"JVC2"	HSK Project Limited (洪水橋項目有限公司) (BRN: 80687997), a company with limited liability incorporated in Hong Kong which is held as to 17% by the Group, 17% by China Overseas, 17% by CR Land (Overseas), 15% by CTG Investment, 17% by JD and 17% by Sino Land, being the joint venture company formed for the provision of the Performance Guarantee in respect of HSK 19 to the Government of HKSAR
"JVCs"	JVC1 and JVC2
"Land Premium"	the land premium of HK$1,030 million, being the consideration for the acquisition of the Sites under the terms of the Conditions of Sale
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

"Performance Guarantee"	the performance guarantee in substantially the form set out in Annex IV to the Tender Notice, whereby JVC2 agrees to guarantee due and prompt performance under the Service Deed by JVC1
"PRC"	the People's Republic of China (excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan)
"RMB"	Renminbi, the lawful currency of the PRC
"Service Deed"	the Service Deed in the form appearing in Annex III to the Tender Notice, incorporating JVC1's proposals submitted and considered appropriate by the Government of HKSAR
"Share(s)"	The ordinary share(s) of HK$0.01 each in the issued share capital of the Company
"Shareholder(s)"	Shareholder(s) of the Company
"Sino Land"	Sino Land Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 83) and a subsidiary of TST Properties
"Sites"	Hung Shui Kiu Town Lot No. 18 at Area 27B ("**HSK 18**"), Hung Shui Kiu Town Lot No. 19 at Area 44B ("**HSK 19**"), Hung Shui Kiu Town Lot No. 20 at Area 34B ("**HSK 20**") and Hung Shui Kiu Town Lot No. 21 at Area 34E ("**HSK 21**"), Hung Shui Kiu/Ha Tsuen New Development Area, Yuen Long, New Territories
"sqm"	square meter
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	has the meaning ascribed to it in the Listing Rules
"Tender"	the public tender invitation launched by the Government of HKSAR for the acquisition and development of the Sites

"Tender Notice"	the tender notice issued by the Government of HKSAR inviting tenders for the grant of, among others, the Sites
"TST Properties"	Tsim Sha Tsui Properties Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 247)
"%"	per cent

By Order of the Board of
China Merchants Land Limited
ZHU Wenkai
Chairman

Hong Kong, 24 August 2026

As at the date of this announcement, the Board comprises Mr. ZHU Wenkai, Mr. YU Zhiliang 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.