THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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)

DISCLOSEABLE AND CONNECTED TRANSACTION ACQUISITION OF EQUITY INTERESTS IN TARGET COMPANY AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

VEDA | CAPITAL
智 略 資 本

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Independent Board Committee to the Independent Shareholders is set out on pages 13 to 14 of this circular. A letter from Veda Capital, the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders, is set out on pages 15 to 34 of this circular.

A notice convening the EGM to be held at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong on 16 July 2026 at 10:30 a.m. is set out on pages 53 to 54 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy 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 EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

18 June 2026

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

"Acquisition"	the acquisition of 100% equity interests in the Target Company by Xi'an Mao On from Wuhan Gutian pursuant to the terms and conditions of the Equity Transfer Agreement
"Board"	the board of Directors
"CMG"	China Merchants Group Limited (招商局集團有限公司), a PRC enterprise regulated and directly managed by the State-owned Assets Supervision and Administration Commission of the State Council, being the immediate controlling shareholder of CMSK holding more than 58% of the total issued share capital of CMSK as at the Latest Practicable Date
"CMSK"	China Merchants Shekou Industrial Zone Holdings Company Limited (招商局蛇口工業區控股股份有限公司), a company established in the PRC with limited liability, whose shares are listed on the Shenzhen Stock Exchange (stock code: 001979 (A share)), being the intermediate controlling shareholder of the Company and indirectly holds approximately 74.35% of the total issued share capital of the Company as at the Latest Practicable Date
"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)
"Completion"	the completion of the Acquisition pursuant to the terms and conditions of the Equity Transfer Agreement
"Directors"	the directors of the Company
"EGM"	the extraordinary general meeting of the Company to be convened for the Independent Shareholders to consider and, if thought fit, approve the Equity Transfer Agreement and the transactions contemplated thereunder
"Equity Transfer Agreement"	the equity transfer agreement dated 6 March 2026 entered into between Wuhan Gutian and Xi'an Mao On in respect of the Acquisition

"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee of the Company established by all the independent non-executive Directors to advise the Independent Shareholders in respect of the Equity Transfer Agreement and the transactions contemplated thereunder
"Independent Financial Adviser" or "Veda Capital"	Veda Capital Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Equity Transfer Agreement and the transactions contemplated thereunder
"Independent Shareholder(s)"	Shareholder(s) who are not required to abstain from voting at the EGM to approve the Equity Transfer Agreement and the transactions contemplated thereunder
"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
"JLL"	Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer
"Latest Practicable Date"	16 June 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
"PRC"	the People's Republic of China (excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
"RMB"	Renminbi, the lawful currency of the PRC

"Share(s)"	the ordinary share(s) of HK$0.01 each in the issued share capital of the Company
"Shareholder(s)"	shareholders of the Company
"sq. m."	Square metre
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Success Well"	Success Well Investments Limited, a limited liability company incorporated in the British Virgin Islands and the controlling shareholder of the Company which directly owns an aggregate of 3,646,889,329 Shares, representing approximately 74.35% of the issued share capital of the Company as at the Latest Practicable Date
"Target Company"	Xi'an Zhaoxi Jinyue Real Estate Development Co., Ltd.* (西安招璽錦樾房地產開發有限公司), a company established in the PRC with limited liability on 18 July 2017 which is a direct wholly-owned subsidiary of Wuhan Gutian as at the Latest Practicable Date
"Wuhan Gutian"	Wuhan Merchants Real Estate Gutian Real Estate Co., Ltd.* (武漢招商地產古田置業有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of CMSK
"Xi'an Mao On"	Xi'an Mao On Property Development Company Limited* (西安茂安房地產有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
"%"	per cent.

* *Translated English names of Chinese entities for which no official English translation exists are unofficial translations for identification purpose only and should not be regarded as the official English translation of the Chinese names.*

In this circular, the terms "associate", "connected person", "connected transaction", "controlling shareholder", "subsidiary" and "substantial shareholder" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

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

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

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

Board of Directors:
Non-executive Directors:
ZHU Wenkai *(Chairman)*
YU Zhiliang
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 in Hong Kong:
8/F China Merchants Plaza
No. 303 Des Voeux Road Central
Hong Kong

18 June 2026

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION
ACQUISITION OF EQUITY INTERESTS IN TARGET COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 6 March 2026 in relation to, among other things, the Equity Transfer Agreement and the transactions contemplated thereunder.

The purpose of this circular is to provide you with, among other things, (i) further information on the Equity Transfer Agreement and the transactions contemplated thereunder; (ii) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders on the Equity Transfer Agreement and the transactions contemplated thereunder; (iii) the recommendation of the Independent Board Committee regarding the Equity Transfer Agreement and the transactions contemplated thereunder; (iv) equity valuation report prepared by JLL; (v) general information of the Company; and (vi) a notice for convening the EGM.

EQUITY TRANSFER AGREEMENT

On 6 March 2026, Xi'an Mao On (an indirect wholly-owned subsidiary of the Company) entered into the Equity Transfer Agreement with Wuhan Gutian, pursuant to which, among other things, Wuhan Gutian agreed to sell, and Xi'an Mao On agreed to acquire 100% equity interests in the Target Company at a consideration of RMB79,589,600.

The principal terms of the Equity Transfer Agreement are set out as follows:

Date

6 March 2026

Parties

(a) Wuhan Gutian, an indirect wholly-owned subsidiary of CMSK which is a controlling shareholder of the Company, as transferor; and

(b) Xi'an Mao On, an indirect wholly-owned subsidiary of the Company, as transferee.

Subject Matter

Pursuant to the Equity Transfer Agreement, Wuhan Gutian agreed to sell, and Xi'an Mao On agreed to acquire 100% equity interests in the Target Company. Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company.

Consideration

Pursuant to the Equity Transfer Agreement, the consideration for the Acquisition is RMB79,589,600, which shall be settled by Xi'an Mao On on or before the completion of the registration of transfer of 100% equity interests in the Target Company. The consideration for the Acquisition shall be funded by the Group's internal resources.

The consideration was determined based on the preliminary valuation of the Target Company prepared by an independent valuer.

Completion

Completion of the Acquisition shall take place upon the completion of change of registration with the competent authority for industry and commerce for the Acquisition.

INFORMATION OF THE PARTIES

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

Wuhan Gutian is a company established in the PRC with limited liability which is principally engaged in property development and investment holdings. Wuhan Gutian is an indirect wholly-owned subsidiary of CMSK, a company established in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (Stock code: 001979). CMSK's controlling shareholder is CMG, which holds more than 58% of the total issued share capital of CMSK and is a state-owned conglomerate regulated by the national State-Owned Assets Supervision and Administration Commission of the State Council.

Xi'an Mao On, a company established in the PRC with limited liability, is principally engaged in property development and investment holdings in the PRC.

INFORMATION OF THE TARGET COMPANY

The Target Company is a company established in the PRC with limited liability on 18 January 2017 which was principally engaged in property development. As at the Latest Practicable Date, the Target Company is an indirect wholly-owned subsidiary of CMSK.

Wuhan Gutian acquired 51% equity interests in the Target Company in July 2017 at the original acquisition cost of approximately RMB31.62 million, and acquired 49% equity interests in the Target Company in August 2023 at the original acquisition cost of approximately RMB51.56 million.

The table below sets forth a summary of certain financial information of the Target Company (prepared in accordance with the applicable financial reporting standards in the PRC) for the three years ended 31 December 2025.

	For the year ended 31 December 2023 *RMB'000 (audited)*	**For the year ended 31 December 2024** *RMB'000 (audited)*	**For the year ended 31 December 2025** *RMB'000 (audited)*
Net profit before taxation	277	1,092	1,578
Net profit after taxation	277	1,092	1,183

The audited net asset value of the Target Company as at 31 December 2025 was approximately RMB80.37 million.

FINANCIAL EFFECTS OF THE ACQUISITION

Upon Completion of the Acquisition, the Target Company will become a wholly-owned subsidiary of the Company. As a result, the financial results, assets and liabilities of the Target Company shall be consolidated into and reflected in the financial statements of the Group.

REASONS FOR AND BENEFITS OF THE ACQUISITION

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

When evaluating the Acquisition, the Company notes that the Target Company's intrinsic value may not be fully captured by its current consideration. Its financial structure contains certain potential resources not fully reflected in the financial statements. The consideration is on par with the Target Company's equity valuation as of 31 August 2025, reflects a discount of approximately 1% relative to the audited net asset value as of 31 December 2025, and a premium of approximately 2% over the equity valuation as of 31 January 2026. As at 31 December 2025, the Target Company had accounts receivables due from CMSK of RMB42.70 million under a group cash pooling arrangement. As at the Latest Practicable Date, all such outstanding amounts have been collected. The Company believes that with the effective utilisation of the Target Company's mature development qualifications, management systems and project reserve platform, such latent value will be progressively released, which is expected to enhance the overall value of the Group. The details are elaborated as follows:

CMG, as the ultimate holding company of the Company, is a Hong Kong-based central state-owned enterprise with deep deployments across transportation infrastructure, urban park services and integrated financial services, and has established a long-standing strategic partnership in Shaanxi Province.

Xi'an is one of the Group's core strategic cities. In recent years, the Group has consistently deepened its market presence in Xi'an. In September 2025, the Group acquired approximately 77 mu of residential and commercial land in this area and launched the "China Merchants Linyu Mandao" project. The project's inaugural sales in February 2026 achieved a complete sell-out of all 212 residential units on the first day, demonstrating the Group's project development expertise and market execution capabilities.

As an important step in the Group's strategic deployment in Xi'an, the Group is acquiring 100% equity interest in the Target Company at a consideration based on its net asset value. The Target Company has previously successfully developed and delivered a large-scale residential project in other cities, establishing solid market reputation for its delivery quality and execution standards. It possesses the necessary experience in real estate development, spanning land acquisition, construction, sales, and final delivery.

This proven experience is underpinned by its well-established development management system, standardised operating procedures and quality control processes — institutionalised capabilities that are replicable in Xi'an. The Target Company currently holds a Grade 2 real estate development qualification certificate issued by the competent authority of Wuhan, valid until the end of June 2027, and also obtained a local Grade 2 qualification certificate in Xi'an in May 2026, which is valid for three years. Under the regulatory framework of the Ministry of Housing and Urban-Rural Development's Order No. 54 (2022), obtaining a Grade 2 qualification requires a minimum team of qualified professionals and the establishment of a quality management system. The Target Company's possession of these valid Grade 2 qualifications demonstrates that it meets the above standards.

The Group's Xi'an team has consistently maintained a leading market position in Xi'an and has been ranked among the top within the Group for several consecutive years, with strong performance (having already achieved 50% of the annual sales target as of April 2026). The purpose of the Acquisition is to utilise an existing qualified entity to secure land efficiently, thereby reinforcing the Group's leading position in the valuable Xi'an market. Upon completion of the Acquisition, the Target Company will serve as a high-quality reserve vehicle for the Group's property development activities in Xi'an. Currently, the Group is following up on several key land parcels that have been designated as key projects, located in Lianhu District, Weiyang District, Chanba International Port Area and Qujiang District, with total gross floor areas ranging from 47,000 to 103,000 square metres. Leveraging the Group's established market presence, the Target Company will actively participate in land auctions in these core strategic areas in accordance with the official Xi'an land supply plan and the actual auction schedule. Upon successful land acquisition, the Group will promptly assign its existing excellent personnel to form a team with extensive development experience and commence development immediately, replicating the Group's previous successful "land acquisition with immediate commencement" development model.

Furthermore, the Target Company already holds a valid local Grade 2 qualification certificate in Xi'an, Shaanxi Province. Under the applicable regulations, a Grade 2 qualification certificate is valid for three years, which is renewable upon submission of an application within 30 days prior to its expiry, and the holders of such certificate are authorized to undertake real estate development and construction projects with a gross floor area of up to 250,000 square meters. Based on this local certificate, the Target Company will be able to legally engage in the key property development projects located in Xi'an as mentioned above, thereby positioning it as a qualified and readily available development vehicle for the Group's strategic land acquisitions in Xi'an.

The Acquisition will spare the Group the substantial time and costs otherwise required to identify a suitable alternative vehicle or to apply for comparable qualifications anew. It is intended to secure, in advance, a strategic reserve vehicle with proven development experience and complete operational credentials, helping the Group to commence development promptly upon securing future land parcels, thereby shortening the timeline from land acquisition to construction commencement and reducing overall development costs. Furthermore, the Acquisition will facilitate multi-dimensional synergies across management, engineering, and marketing functions through integrated coordination with the Group's existing and future projects in Xi'an.

Establishing a new real estate project company in Xi'an as a reserve vehicle would be subject to certain conditions, which may include annual investment plan filing, SASAC approval, company incorporation, qualification application, and state-owned assets title registration, as compared to utilising an existing entity having the requisite qualifications. In this connection, it is noted that under the policy direction of the State-owned Assets Supervision and Administration Commission (SASAC) on "compressing management layers and reducing the number of legal entities", making full use of mature existing entities within the same group that already possess the requisite qualifications is both a pragmatic approach aligned with SASAC's regulatory philosophy and an efficient way to revitalise intra-group resources. Therefore, the Acquisition provides the Group with a more flexible and efficient strategic tool — not due to any lack of capability on the Group's part, but rather to maximise operational efficiency and also to meet the SASAC's policy direction by utilising CMSK group's resources. In addition, as at the Latest Practicable Date, the Group's existing project companies in Xi'an have been deployed on their respective ongoing property development projects. In line with the prevailing industry practice, each project company typically holds and develops a single development project in order to facilitate effective project management, enable clear allocation of resources and allow for segregation of risks on a project-by-project basis. As such, there is no idle project company in Xi'an within the Group available to undertake any new development project. Through the Acquisition, the Group can lawfully and compliantly utilise this existing platform as a strategic reserve vehicle in Xi'an, representing both a positive response to regulatory requirements and an efficient use of affiliated group resources.

Through this transaction, the Group will effectively harness CMG's existing strategic resources and market foundations in Xi'an, further reinforcing its market standing and long-term competitive advantages.

Based on the comprehensive analysis above, the Board (excluding the independent non-executive Directors who will give their opinion based on the recommendations of the Independent Financial Adviser) considers that the Acquisition is simple in structure and represents a highly strategic and forward-looking investment. At a consideration based on net asset value with a 1% discount, the Group will obtain a strategic urban renewal platform located in a core area of Xi'an, saving preliminary project preparation time and thereby reducing both time and capital costs. The Target Company has a clean financial position (with the relevant receivables having been collected) and no complex contingent liabilities, making the risks manageable. Furthermore, introducing the Target Company's established track record and reputation into Xi'an and combining it with the Group's existing strengths will generate positive synergies, further reinforcing the Group's long-term competitive advantages in the Xi'an market. In summary, the Directors (excluding all the independent non-executive Directors who will give their opinion based on the recommendations from the Independent Financial Adviser) have confirmed that the terms of the Equity Transfer Agreement 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 the highest of all applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the Acquisition is more than 5% but less than 25%, the entering into of the Equity Transfer Agreement 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.

As at the Latest Practicable Date, Wuhan Gutian is an indirect wholly-owned subsidiary of CMSK, a controlling shareholder of the Company holding approximately 74.35% of the Company's issued share capital, and accordingly is an associate of CMSK and a connected person of the Company pursuant to Rule 14A.13(1) of the Listing Rules. Therefore, the entering into of the Equity Transfer Agreement and the transactions contemplated thereunder constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders as to whether the Equity Transfer Agreement and the transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and its Shareholders as a whole, and to advise the Independent Shareholders as to how to vote at the EGM.

Veda Capital has been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this respect.

GENERAL

As (i) Mr. ZHU Wenkai and Mr. YU Zhiliang, each a non-executive Director, hold senior management positions in CMSK and (ii) Mr. LI Yao, a non-executive Director, and Mr. WONG King Yuen and Ms. CHEN Yan, each an executive Director, hold positions in CMSK's associates, in order to avoid any actual or potential conflict of interest, each of them had abstained from voting at the relevant board meeting on the relevant resolution approving the Equity Transfer Agreement and the transactions contemplated thereunder.

The EGM will be convened for the purpose of considering and, if thought fit, approving, among other things, the Equity Transfer Agreement and the transactions contemplated thereunder where Success Well and its associates shall abstain from voting on the resolution approving the Equity Transfer Agreement and the transactions contemplated thereunder.

As at the Latest Practicable Date, based on the knowledge and information of the Directors having made all reasonable enquiries, Success Well and its associates together hold approximately 74.35% of the total issued share capital of the Company, and are required to abstain from voting on the relevant resolution approving the Equity Transfer Agreement and the transactions contemplated thereunder at the EGM.

Save as disclosed above, 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 the relevant resolution approving the Equity Transfer Agreement and the transactions contemplated thereunder at the EGM.

EGM

The voting at the EGM will be taken by a poll. The Company will make an announcement of the poll results in accordance with the relevant requirements under the Listing Rules as soon as possible.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, there is (i) no voting trust or other agreement or arrangement or understanding entered into by or binding upon any Shareholders; and (ii) no obligation or entitlement of any Shareholder as at the Latest Practicable Date, whereby it/he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of its/his Shares to a third party, either generally or on a case-by-case basis.

A notice for convening the EGM to be held at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong on 16 July 2026 at 10:30 a.m. is set out on pages 53 to 54 of this circular. A form of proxy for the EGM is enclosed with this circular. Such form of proxy 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 EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

In order to determine members who are entitled to attend the EGM, the register of members of the Company will be closed from Monday, 13 July 2026 to Thursday, 16 July 2026, both days inclusive, during which period no transfer of shares can be registered. The record date for determining the entitlement of Shareholders to attend and vote at the EGM will be Thursday, 16 July 2026. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 10 July 2026.

RECOMMENDATION

The Board (including the independent non-executive Directors whose views have been set out in this circular after taking into consideration the advice of the Independent Financial Adviser) is of the view that the Equity Transfer Agreement and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Company, on normal commercial terms, which are fair and reasonable and in the interest of the Company and the Shareholders as a whole. Accordingly, the Board (including the independent non-executive Directors) recommends the Independent Shareholders to vote in favour of the resolution for approving the Equity Transfer Agreement and the transactions contemplated thereunder.

ADDITIONAL INFORMATION

Your attention is also drawn to the letter from the Independent Board Committee, the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the additional information as set out in the appendices to this circular and the notice of the EGM.

Yours faithfully,
On behalf of the Board
China Merchants Land Limited
ZHU Wenkai
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)

18 June 2026

To the Independent Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION
ACQUISITION OF EQUITY INTERESTS IN TARGET COMPANY

We refer to the circular dated 18 June 2026 (the "**Circular**") issued by the Company to its Shareholders of which this letter forms part. Terms defined in the Circular shall have the same meanings herein unless the context otherwise requires.

We have been appointed as the Independent Board Committee to consider and to advise the Independent Shareholders on the terms of the Equity Transfer Agreement and the transactions contemplated thereunder as set out in the Circular as to the fairness and reasonableness and to recommend whether or not the Independent Shareholders should approve the Equity Transfer Agreement and the transactions contemplated thereunder as set out in the Circular. Veda Capital Limited has been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this regard. Details of the independent advice of the Independent Financial Adviser, together with the principal factors and reasons the Independent Financial Adviser has taken into consideration, are set out in pages 15 to 34 of the Circular.

We wish to draw your attention to the Letter from the Board and the Letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders which contains its advice to us in respect of the Equity Transfer Agreement and the transactions contemplated thereunder. Your attention is also drawn to the additional information set out in the appendices to the Circular.

Having considered the terms of the Equity Transfer Agreement and the transactions contemplated thereunder, the advice and recommendation of the Independent Financial Adviser and the relevant information contained in the Letter from the Board, we are of the view that the Equity Transfer Agreement and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Company, on normal commercial terms, which are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolution at the EGM so as to approve the Equity Transfer Agreement and the transactions contemplated thereunder.

Yours faithfully,
The Independent Board Committee of
China Merchants Land Limited

Dr. WONG Wing Kuen, Albert
Independent non-executive Director

Ms. CHEN Yanping
Independent non-executive Director

Dr. SHI Xinping
Independent non-executive Director

Mr. IP Man Ki Ryan
Independent non-executive Director

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18 June 2026

To the Independent Board Committee and the Independent Shareholders of China Merchants Land Limited

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION ACQUISITION OF EQUITY INTERESTS IN TARGET COMPANY

INTRODUCTION

We refer to our appointment as the independent financial adviser (the "**Independent Financial Adviser**") to advise the Independent Board Committee and the Independent Shareholders as to whether the Equity Transfer Agreement and the transactions contemplated thereunder, details of which are set out in the letter from the Board (the "**Board Letter**") contained in the circular of the Company to the Shareholders dated 18 June 2026 (the "**Circular**") and of which this letter forms part, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

On 6 March 2026, Xi'an Mao On (an indirect wholly-owned subsidiary of the Company) entered into the Equity Transfer Agreement with Wuhan Gutian, pursuant to which, among other things, Wuhan Gutian agreed to sell, and Xi'an Mao On agreed to acquire 100% equity interests in the Target Company at a consideration of RMB79,589,600. Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company.

As the highest of all applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the Acquisition is more than 5% but less than 25%, the entering into of the Equity Transfer Agreement 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. Moreover, as at the Latest Practicable Date, Wuhan Gutian is an indirect wholly-owned subsidiary of CMSK, a controlling Shareholder holding approximately 74.35% of the Company's issued share capital, and accordingly is an associate of CMSK and a connected person of the Company pursuant to Rule 14A.13(1) of the Listing Rules. Therefore, the entering into of the Equity Transfer Agreement and the transactions contemplated thereunder constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee, comprising all the independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the Equity Transfer Agreement and the transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders as to how to vote at the EGM. We, Veda Capital Limited, have been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this respect.

OUR INDEPENDENCE

As at the Latest Practicable Date, we do not have any relationships or interests with the Company or any other parties that could reasonably be regarded as relevant to our independence. Save for this appointment as the Independent Financial Adviser as well as the appointment as the independent financial adviser in relation to the property management master agreement dated 20 December 2024 and the transactions contemplated thereunder, there was no other engagement between us and the Group in the past two years that could reasonably be regarded as relevant to our independence. Apart from normal professional fees paid or payable to us in connection with this transaction, no other arrangement exists whereby we had received or would receive any fees or benefits from the Company or any parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider ourselves independent in accordance with Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied upon the accuracy of the information and representations contained in the Circular and information provided to us by the Directors and the management of the Company (collectively, the "**Management**"). We have assumed that all statements, information and representations made or referred to in the Circular and all information and representations which have been provided by the Management, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the Latest Practicable Date. The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no omission of other facts that would make any statements in the Circular misleading. The Shareholders will be notified of material changes as soon as possible, if any, to the information and representations provided and made to us after the Latest Practicable Date and up to and including the date of the EGM.

As the Independent Financial Adviser, we take no responsibility for the contents of any part of the Circular, save and except for this letter. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any omission of any material facts that would render the information provided and the representations made to us untrue, inaccurate or misleading. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. In rendering our opinion in the Circular, we have also researched, analyzed and relied on (i) the Circular; (ii) published information of the Group, including but not limited to, the annual report of the Company for the financial year ended 31 December 2024 and the interim report of the Company for the six months ended 30 June 2025; (iii) information provided by the Management; (iv) market information obtained from the website of the Stock Exchange; and (v) information provided by the Valuer, including but not limited to, the Valuation Report.

In light of the above, we consider that we have performed all reasonable steps as required under Rule 13.80 of the Listing Rules (including the notes thereto) to formulate our opinion and recommendation. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Management.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendations to the Independent Board Committee and the Independent Shareholders, we have taken into consideration the following principal factors and reasons. Our conclusions are based on results of all analysis taken as a whole.

1. Information of the Group

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

The Group has newly acquired land bank in the first half of 2025 with a total permissible area of 350,300 sq.m. The Group's portfolio of property development projects consisted of 44 projects as at 30 June 2025 in Guangzhou, Foshan, Chongqing, Xi'an, Nanjing and Jurong with a primary focus on the development of residential properties, as well as residential and commercial complex properties, products types including apartments, villas, offices and retail shops, etc.

Financial summary of the Group

Set out below is a summary of the consolidated financial information of the Group (i) for the years ended 31 December 2023 and 2024 as extracted from the Company's published annual report for the year ended 31 December 2024; and (ii) for the six months ended 30 June 2025 as extracted from the Company's published interim report for the six months ended 30 June 2025 (the "**Interim Report 2025**"):

	Years ended 31 December		**Six months ended 30 June**	
	2023	**2024**	**2024**	**2025**
	RMB' 000	*RMB' 000*	*RMB' 000*	*RMB' 000*
Revenue	28,800,845	20,661,233	5,244,150	4,899,155
Properties development	*28,785,874*	*20,643,811*	*5,234,836*	*4,891,585*
Asset management	*14,971*	*17,422*	*9,314*	*7,570*
Gross profit	3,870,543	985,420	198,635	245,562
Profit/(Loss) attributable to owners of the Company	133,414	(1,850,755)	(327,653)	(230,929)

As illustrated above, the Group's revenue was primarily generated from its property development business.

For the years ended 31 December 2023 vs 2024

The Group's revenue for the year ended 31 December 2024 amounted to approximately RMB20,661 million, representing a decrease of approximately 28.3% compared to approximately RMB28,801 million for the year ended 31 December 2023. As advised by the Company, this notable decline in revenue was primarily attributable to a significant reduction in the scale of real estate development projects, coupled with lower property deliveries during the period.

Furthermore, the Group recorded a substantial turnaround in its financial performance, swinging from a profit attributable to owners of the Company of approximately RMB133 million for the year ended 31 December 2023 to a loss attributable to owners to the Company of approximately RMB1,851 million for the year ended 31 December 2024. As advised by the Company, this adverse shift was primarily driven by the combination of operational and non-cash factors during a downturn of the real estate industry in the PRC as described below,

(i) a material contraction in the scale of real estate development projects carried forward, which directly reduced revenue and gross profit margin;

(ii) lower average selling prices for delivered projects, higher cost pressures from carried-forward developments and an increased provision for write-downs on properties for sale; and

(iii) exacerbated non-operating and impairment-related losses, including substantial impairment losses on goodwill and interests in joint ventures, increased allowance of expected credit losses as credit risks heighten and a reversal in the share of results from associates and joint ventures as a result of unfavorable property market environment during the period.

For the six months ended 30 June 2024 vs 2025

The Group's revenue for the six months ended 30 June 2025 amounted to approximately RMB4,899 million, representing a decrease of approximately 6.6% compared to approximately RMB5,244 million for the six months ended 30 June 2024. As advised by the Company, this decline in revenue was primarily attributable to a reduction in the total gross floor area (GFA) completed and delivered during the period, reflecting smaller project scales amid subdued market demand. Despite the revenue contraction, the Group achieved improvements in operational efficiency, as evidenced by an approximately 23.6% increase in gross profit to approximately RMB246 million for the six months ended 30 June 2025, expanding gross profit margin to approximately 5.0% as compared to approximately RMB199 million for the six months ended 30 June 2024, with gross profit margin of approximately 3.8%.

The Group's loss attributable to owners of the Company narrowed notably to approximately RMB231 million for the six months ended 30 June 2025, representing an improvement of approximately 29.5% compared to the loss attributable to owners to the Company of approximately RMB328 million for the six months ended 30 June 2024. As advised by the Company, the reduction in the loss during the period was primarily driven by (i) the recognition of a substantial and non-recurring gain on acquisition of a subsidiary amounting to approximately RMB460 million resulted from the reclassification according to accounting standards; and (ii) the decrease in finance costs to approximately RMB270 million for the six months ended 30 June 2025 from approximately RMB399 million for the six months ended 30 June 2024.

Financial positions of the Group

	As at 31 December		As at 30 June
	2023	**2024**	**2025**
	RMB' 000	*RMB' 000*	*RMB' 000*
Total assets	**132,670,547**	**124,744,030**	**135,971,433**
Current assets	92,855,900	87,145,623	96,662,189
Non-current assets	39,814,647	37,598,407	39,309,244
Total liabilities	**97,545,558**	**91,650,022**	**102,164,211**
Current liabilities	70,271,837	59,607,005	69,897,953
Non-current liabilities	27,273,721	32,043,017	32,266,258
Net current assets	**22,584,063**	**27,538,618**	**26,764,236**
Net assets attributable to owners of the Company	**9,912,250**	**8,021,863**	**7,748,905**

As illustrated above, the Group's total assets as at 30 June 2025 improved to approximately RMB135,971 million, reflecting an increase of approximately 9.0% from approximately RMB124,744 million as at 31 December 2024. This growth was primarily driven by strategic asset expansion initiatives, including the consolidation of newly reclassified subsidiaries, ongoing progress in property development projects, selective land bank additions, and an uplift in cash and bank balances.

The Group's total assets as at 30 June 2025 comprised:

– approximately RMB96,662 million of current assets, accounting for about 71.1% of total assets, that mainly include (i) properties for sale of approximately RMB68,396 million; and (ii) cash and bank balances of approximately RMB14,523 million which was bolstered by positive net cash inflows from operating activities and increased by approximately 14% from RMB12,734 million as at 31 December 2024; and

– approximately RMB39,309 million of non-current assets, accounting for about 28.9% of the total assets, that mainly include (i) other receivables of approximately RMB21,585 million primarily including long-term amounts due from non-controlling interests of approximately RMB14,629 million as well as associates and joint ventures with a total amount of approximately RMB6,956 million; and (ii) interests in associates and joint ventures of approximately RMB13,585 million.

The Group's total liabilities as at 30 June 2025 increased to approximately RMB102,164 million, reflecting an increase of approximately 11.5% from approximately RMB91,650 million as at 31 December 2024. This rise was primarily driven by higher contract liabilities, increased trade and other payables and a modest net addition to borrowings, partially offset by repayments of certain short-term facilities.

The Group's total liabilities as at 30 June 2025 comprised:

– approximately RMB69,898 million of current liabilities, accounting for about 68.4% total liabilities, that mainly include (i) contract liabilities of approximately RMB32,257 million; (ii) trade and other payables of approximately RMB31,976 million; and (iii) bank and borrowings of approximately RMB2,563 million; and

– approximately RMB32,266 million of non-current liabilities, accounting for about 31.6% of total liabilities, mainly include (i) bank and other borrowings of approximately RMB18,192 million; and (ii) loans from an intermediate holding company with an amount of approximately RMB11,241 million.

We further noted from the Interim Report 2025 that the Group has recorded an improved net gearing ratio (i.e. total interest-bearing debt minus bank balances and cash to equity ratio (including non-controlling interests) of approximately 55% as at 30 June 2025, from approximately 67% as at 31 December 2024.

Overall, the Group's moderate increase in total liabilities, when viewed alongside the growth in total assets, has contributed to a stable financial position, as it maintained a net asset attributable to owners of the Company amounted to approximately RMB7,749 million as at 30 June 2025 as compared to that of approximately RMB8,022 million as at 31 December 2024.

2. Information of the parties of the Equity Transfer Agreement

Xi'an Mao On (as the transferee)

Xi'an Mao On is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company. It is principally engaged in property development and investment holdings in the PRC.

Wuhan Gutian (as the transferor)

Wuhan Gutian is a company established in the PRC with limited liability and principally engaged in property development and investment holdings. It is an indirect wholly-owned subsidiary of CMSK, a company established in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (Stock code: 001979). CMSK's controlling shareholder is CMG, which holds more than 58% of the total issued share capital of CMSK and is a state-owned conglomerate regulated by the national State-Owned Assets Supervision and Administration Commission of the State Council.

The Target Company

The Target Company is a company established in the PRC with limited liability on 18 January 2017 which was principally engaged in property development. As at the Latest Practicable Date, the Target Company is an indirect wholly-owned subsidiary of CMSK.

As mentioned in the Board Letter, Wuhan Gutian acquired 51% equity interests in the Target Company in July 2017 at the original acquisition cost of approximately RMB31.62 million, and acquired 49% equity interests in the Target Company in August 2023 at the original acquisition cost of approximately RMB51.56 million. Accordingly, the total acquisition cost of Wuhan Gutian was approximately RMB83.17 million.

The table below sets forth a summary of certain financial information of the Target Company, as provided by the Company (prepared in accordance with the applicable financial reporting standards in the PRC), for the three years ended 31 December 2025:

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the year ended 31 December 2025**
	RMB'000	*RMB'000*	*RMB'000*
	(audited)	*(audited)*	*(audited)*
Net profit before taxation	277	1,092	1,578
Net profit after taxation	277	1,092	1,183

The audited net asset value of the Target Company as at 31 December 2025 was approximately RMB80.37 million.

As advised by the Company, the Target Company currently has no property developments in progress. After the Target Company completed the sale of its sole property development project in 2024, it ceased its operational activities and currently holds primarily financial assets and intercompany balances. The Target Company recorded a net profit after taxation of approximately RMB1.2 million for the year ended 31 December 2025, which was mainly attributable to the reversal of finance costs previously recognized in relation to a factoring financing arrangement from its historical project. Based on our discussion with the Company, the primary intention of the Acquisition (further elaborated in the section below) is to enable the Group to capitalize the Target Company's resources that in turn, may facilitate the development of the Group and enhance its value.

3. Reasons for and benefits of the Equity Transfer Agreement

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

As advised by the Company, in recent years the Group has been deepening its market presence in Xi'an, being one of its core strategic cities in the PRC. The Group's Xi'an team has consistently maintained a leading market position and has been ranked among the top performing teams within the Group for several consecutive years. In September 2025, the Group acquired approximately 77 mu of residential and commercial land in Xi'an and launched the "China Merchants Linyu Mandao" project. The project achieved a complete sell-out on the first day of its launch in February 2026, demonstrating the Group's strong project development expertise and execution capabilities in the local market.

The Group considers it is an important step in strengthening its strategic presence in Xi'an in proposing to acquire 100% equity interest in the Target Company at a consideration based on its net asset value. The Target Company has a proven track record in real estate development, having successfully developed and delivered sizeable residential projects in other cities. It possesses substantial experience across the full project cycle, including land acquisition, construction management, sales, and delivery. Through the Acquisition, the Group intends to leverage the Target Company's established development capabilities, management systems, and market reputation to further expand its development in Xi'an.

The Target Company currently holds a Grade 2 real estate development qualification certificate issued by the competent authority of Wuhan, valid until the end of June 2027, and has also obtained a Grade 2 qualification certificate in Xi'an in May 2026 (the "**Grade 2 Certificate**"), valid for three years. These qualifications, granted under the Ministry of Housing and Urban-Rural Development's Order No. 54 (2022), demonstrate that the Target Company maintains the required team of qualified professionals and quality management systems. The Company believes that the Acquisition will enable the Group to utilize the Target Company's mature qualifications, management platform, and project execution experience to enhance its overall competitiveness and long-term value in the Xi'an market.

The primary purpose of the Acquisition is to utilise an existing qualified entity to secure land parcels more efficiently, thereby reinforcing the Group's leading position in the Xi'an. Upon completion of the Acquisition, the Target Company will serve as a high-quality reserve platform and reserve vehicle for the Group's future property development activities in the region.

Against this background, the Group is currently pursuing a number of land parcels (the "**Projects**") located in Lianhu District, Weiyang District, Chanba International Port Area and Qujiang District, with total gross floor areas ranging from 47,000 to 103,000 square meters. Leveraging the Target Company's qualifications and the Group's established market presence, the Group plans to actively participate in future land auctions in these core areas in accordance with the official Xi'an land supply schedule. According to the report titled "2025 Work Summary and 2026 Work Plan of the Weiyang Branch of the Xi'an Municipal Bureau of Natural Resources and Planning" (西安市自然資源和規劃局未央分局2025年工作總結及2026年工作計劃) published on 2 February 2026 (www.weiyang.gov.cn), the local authority highlighted its 2025 milestones – including the formulation of territorial spatial planning, land supply optimization and the revitalization of idle land – and outlined its commitment to advancing these areas in 2026. Centering on the strategic objective of "building a first-class district of Xi'an National Central City" in Weiyang, the report states that the key focus areas for 2026 include, among other matters, (i) accelerating the transition of preliminary and reserve projects into active construction phases; (ii) ensuring that land reserves, land supply and related administrative tasks are executed and completed on schedule; and (iii) strengthening the implementation of the land reserve plan while efficiently managing the inventory and supply of land designated within the plan. Upon successful land acquisition, the Group will promptly assign experienced personnel to form dedicated project teams and commence development, replicating its proven successful development model.

We were also given to understand that the Grade 2 Certificate enables the Target Company to undertake real estate development and construction projects with a gross floor area of up to 250,000 square meters, positioning it as a qualified and readily available development platform in the Xi'an market. From the website of the Department of Housing and Urban-Rural Development of Shaanxi Province (www.js.shaanxi.gov.cn), we identify and confirm that the Target Company holds the Grade 2 Certificate, its status is effective and with the certificate number: Shaan Fang Jian [2026] No. 8647. According to the Company, the Grade 2 certificate is valid for three years, expiring in May 2029, and is renewable upon submission of an application within 30 days prior to its expiry. Based on the Group's past operational experience, the projected development timeline for the new real estate projects is estimated to be approximately 2 to 3 years. Given that the Target Company is principally engaged in property development, it is fully expected to sustain its ongoing operations and will apply for the renewal of the Grade 2 Certificate as and when required. Drawing upon the Group's extensive experience in the development, sale, lease, investment, and management of properties – including its own track record of successfully securing and maintaining similar qualification certificates with its subsidiaries – the Board considers the renewal of the Grade 2

Certificate to be a routine administrative process with no material impediment. Considering that the projected 2-to-3-year development cycle for new projects matches the remaining validity period of the Grade 2 Certificate, and that the subsequent renewal process is expected to proceed seamlessly without any material setbacks – fully backed by the Group's proven track record in successfully securing and maintaining similar property qualifications – we believe that the Acquisition aligns with the Group's expansion strategy.

In light of the above, the Board is of the view that the Acquisition will enable the Group to shorten the timeline for land acquisition in Xi'an and allow it to commence development promptly upon securing future land parcels in a more cost-effective manner. The Acquisition is also expected to create synergies across management, engineering, and marketing functions through better integration and coordination with the Group's existing and future projects in the region. Accordingly, the Company considers the entering into of the Equity Transfer Agreement and the transactions contemplated thereunder to be in the interests of the Company and the Shareholders as a whole.

With reference to the section headed "Financial information of the Group" in this letter, the consideration of the Acquisition, which represents approximately 0.6% of the Group's cash balance as at 30 June 2025 of approximately RMB14,523 million, will be funded internally without increasing its gearing. This low-risk deployment of cash supports the Group's liquidity resilience while avoiding dilution from equity issuance.

The Company has highlighted that the Acquisition will strengthen its presence in the PRC and further consolidate its development in Xi'an. As noted above, the Target Company holds a valid Grade 2 Certificate, and the Acquisition supports the Group's core business strategy of expanding its property development footprint in the PRC and its presence in Xi'an, that contributed approximately 27% of the Group's revenue for the year ended 31 December 2024. This supports the Group's strategy of focusing on high-quality developments in first- and second-tier cities, as outlined in the Interim Report 2025.

We also noted from the Board Letter that establishing a new real estate project company would involve a lengthy and uncertain approval process, as well as, including but not limited to, SASAC approval, state-owned assets title registration and annual investment plan filing. In contrast, utilizing an existing qualified entity such as the Target Company will be significantly more efficient. This approach is in line with the SASAC's policy direction, with an emphasis on "Compressing management layers and reducing the number of legal entities", which encourages central state-owned enterprises to, among other things, make full use of mature intra-group platforms that already possess the requisite qualifications that seeks to enhance operational efficiency, reduce management redundancy, and optimize resource allocation by making better use of existing qualified entities rather than establishing new ones. Furthermore, given that the Company has not yet secured specific real-estate and construction projects, the internal approval process of the Group for establishing a new project company would likely require extended time and involve a degree of uncertainty. The Acquisition therefore enables the Group to be well-prepared to participate in upcoming land auctions and commence development promptly upon successful bidding. This timely readiness is particularly important as the Group is expecting to pursue several key land parcels in core districts of Xi'an, which are expected to become available in 2026.

On the other hand, the Acquisition also copes well amid the PRC's property market stabilization efforts, including policy relaxations (i.e. reduced home-buying restrictions and demand stimulation measures introduced in late 2024 and early 2025). Considering that the property market in the PRC has been experiencing a downturn, the Acquisition allows the Company to acquire assets at a potentially undervalued price, positioning the Company for upside as market conditions improve while strengthening the Group's competitive position particularly in Xi'an. The Acquisition therefore strengthens the Group's property investment portfolio and reserves its momentum for future development.

We noted that the PRC government has introduced a series of targeted supportive measures in recent years, including the followings,

– relaxation or removal of home purchase restrictions;

– reductions in mortgage rates and down-payment ratios;

– extension of loan tenors for qualified "white list" projects;

– encouragement for local governments to purchase unsold housing inventory for use as affordable or rental housing;

– abolition of the "Three Red Lines" policy that had previously restricted developer borrowing; and

– support for real estate investment trusts and urban renewal initiatives.

In our view, these policy measures are primarily aimed at stabilizing the market and easing liquidity constraints, thereby laying a foundation for, and strengthening the recovery in the real estate sector in the PRC. Although we consider that the industry is still in a transitional phase, it appears that the government is supporting a recovery and given the long investment cycle of property development, the gradual recovery trajectory is considered reasonable. This transition aligns well with the aim of the Company, to acquire the Target Company at a reasonable cost and to prepare for further expansion in Xi'an and generate value for the Shareholders in the long term.

In light of the above, we consider that the Acquisition is a strategic fit that offer operational synergies and strategic expansion in a core market and aligns with the Group's long-term objective of sustainable development and value creation for all Shareholders. By capitalizing on the Target Company's resources, the Company may shorten the time and reduce the uncertainty in commencing its development plan in Xi'an, and that the Acquisition paves way for sustainable growth for the Group. Accordingly, we are of the view that the entering into of the Equity Transfer Agreement and the transactions contemplated thereunder are in the interests of the Shareholders and the Company as a whole.

4. Principal terms of the Equity Transfer Agreement

Date: 6 March 2026

Parties: (i) Wuhan Gutian, as the transferor; and

(ii) Xi'an Mao On, as the transferee

Subject Matter

Pursuant to the Equity Transfer Agreement, Wuhan Gutian agreed to sell, and Xi'an Mao On agreed to acquire 100% equity interests in the Target Company. Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company. As a result, the financial results, assets and liabilities of the Target Company shall be consolidated into and reflected in the financial statements of the Group.

Consideration

The consideration for the Acquisition is RMB79,589,600, which shall be settled by Xi'an Mao On on or before the completion of the registration of transfer of 100% equity interests in the Target Company. The consideration for the Acquisition shall be funded by the Group's internal resources.

5. Our assessment on the Valuation

The Company engaged JLL (the "**Valuer**") an independent valuer to express an independent opinion of the market value of the 100% equity interests in the Target Company as at 31 January 2026 (the "**Valuation**"), details of which set out in the Appendix I to the Circular.

Scope of work and qualifications of the Valuer

In assessing the expertise and independence of the Valuer, we have (i) reviewed the engagement letter entered into between the Company and the Valuer; and (ii) conducted interviews with the Valuer to discuss, among other things, its experience in valuing companies/properties in the PRC and its relationship with the Group and the Wuhan Gutian. Based on the foregoing, we understand that the Valuer is an established appraisal firm with extensive experience in undertaking valuations and has completed various projects in the real estate sector in the PRC. Moreover, having reviewed the terms of its engagement (including the scope of work), we also consider that the scope of work is appropriate for the purpose of the Valuation.

The Valuation was led by Mr. Simon M.K. Chan ("**Mr. Chan**"), executive director of the Valuer. He oversees the business valuation services of the Valuer and has over 20 years of accounting, auditing, corporate advisory and valuation experience.

Mr. Chan is a fellow of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia, a fellow of the Royal Institution of Chartered Surveyors (FRICS) and a current member of its North Asia Valuation Practice Group. He is also an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He has substantial experience in conducting valuations for listed and pre-listed companies in a wide range of industries, including the property sector, in the PRC, Hong Kong, Singapore and the United States.

Valuation methodologies

We are advised by the Valuer that it has considered three principal valuation methodologies – namely the market approach, income approach and cost approach – in assessing the equity interests in the Target Company.

The Valuer adopted the cost approach after determining that both the market approach and income approach were not applicable. As set out in the Valuation Report, as at the Valuation Date, (i) the Target Company had no property development projects in progress; (ii) it was not engaged in any operational activities; and (iii) its assets consisted primarily of financial assets and intercompany balances. Under the cost approach, the Valuer applied the summation method, whereby the fair value of each identifiable asset is added and the fair value of each identifiable liability is deducted as at the Valuation Date to arrive at the Valuation.

Having considered that (i) the Target Company is essentially a dormant investment holding entity whose value is largely derived from its underlying net assets rather than its earning capacity; (ii) the income approach was inapplicable due to the lack of a reliable track record that could support meaningful future cash flow projections; and (iii) the market approach was less relevant given the absence of active business operations, which made meaningful comparison with industry peers difficult, we concur with the Valuer that the adoption of the cost approach for the Valuation is regarded as the most relevant and reliable valuation methodology in the circumstances and therefore is fair and reasonable.

Accordingly, having regard to (i) the appropriateness of the Valuer's scope of work for the engagement; (ii) the Valuer's competence and independence from the Company and the Vendor for the preparation of the Valuation; and (iii) the fairness and reasonableness of the valuation methodology adopted, we consider that the Valuation provides a reasonable and appropriate reference for us to assess the fairness and reasonableness of the Consideration.

The Valuation Analysis

We have discussed with the Valuer the basis of the major assumptions adopted and the limiting conditions applied in preparing the Valuation. In our review, we did not identify any major assumptions or limiting conditions that appear to be unusual, unreasonable, or inappropriate in the circumstances of the Target Company and the Valuation. We consider such assumptions are consistent with normal market practice, and the limiting conditions are standard in nature that will not materially affect the reliability of the Valuation conclusion. A list of the major assumptions and limiting conditions is set out in the report in Appendix I to the Circular.

We note from the section headed "Book Values and Market Values" in Appendix I to the Circular regarding the Valuation that the Valuer's concluded market value of the Target Company as at its valuation date is approximately RMB77.9 million, which is only marginally lower than its book value of approximately RMB80.4 million. The difference arises mainly from the fair value adjustments to other receivables and other current assets as discussed below.

Other receivables

These relate to excess repair costs due from contractors on historical projects of the Target Company. As at 31 December 2025, the carrying amount is RMB2.98 million. As advised by the Company, these contractors did not settle the expenses arising from rectifying defects, faults or incomplete work in the completed works (which would generally be borne by the contractors themselves) in respect of the Target Company's projects. Following the expiry of such defects liability period, the contractors have not reached agreement with the Company on relevant repayment arrangements, and the Target Company intends to pursue recovery through litigation. Accordingly, the Valuer adopted a default risk method with a 100% probability of default reflecting the fact that a default has technically occurred as the relevant contractors have officially refused to make payment. As the dispute regarding these excess expenses is currently heading to court – where recovery may ultimately be achieved through court-mandated settlements or judicial enforcement – the Valuer concurrently applied a recovery rate of 35.70%, which was based on the historical average ultimate recovery rate for senior unsecured bonds in the "Construction and Building" industry, as published in Moody's Annual Default Study 2025. In this regard, we have reviewed (i) correspondence with the contractors by the Target Company; and (ii) the relevant extract from the Moody's report provided by the Valuer. In light of the high uncertainty surrounding these receivables and the planned litigation, we consider the adjustment made by the Valuer on these receivables to be reasonable in the circumstances.

Other current assets

These mainly comprise prepaid income tax and prepaid value-added tax of the Target Company in the total amount of approximately RMB42.82 million as at 31 December 2025 which are non-cash items whose recoverability is subject to the Target Company's future taxable profits and sales. Based on the information provided by the Company, we have reviewed the Group's recent property development projects in Xi'an area covering the period from 2024 to 2026. These projects demonstrate the operation scale and proven track record of the Group's property development business, evidencing its ability to generate substantial taxable profit base (i.e. gross profits before considering any deductions or allowances) greater than RMB40 million. Additionally, we have reviewed the future development plan of the Target Company provided by the Company. Under the plan, the Target Company is targeting four residential development projects, each with a scale (in term of gross floor area) comparable to the Group's past projects, and is expected to undertake at least one such project. Taking into account the development plan of the Target Company and the scale of the Group's existing projects, we are of the view that the combined project pipeline will be fully capable of generating sufficient taxable profits to fully utilize the RMB42.82 million.

Based on our discussion with the Valuer, given that these tax-related assets cannot be directly converted into cash, the Valuer has adjusted their carrying amounts downward to reflect their actual realizable net present value. As at 31 December 2025, the Target Company had outstanding accounts receivables due from CMSK of RMB42.70 million under a group cash pooling arrangement and all such outstanding amounts have been successfully collected as at the Latest Practicable Date. The repatriation of these funds, together with the corresponding interest income and other corporate income generated therefrom, provides a readily available taxable income stream to utilize the prepaid taxes. Taking into account this secure realization pathway, an expected utilization timeline by the end of 2026, a time to maturity of 0.92 years is adopted and the Valuer discounted these amounts using the China sovereign bond yield of 1.26% which was derived with reference to maturity periods of 6 months and 12 months. The choice of sovereign bond yield is reasonable given that prepaid taxes represent statutory receivables from the PRC tax authorities, thereby carrying a negligible credit risk equivalent to sovereign debt. We have discussed the basis of recoverability with the Valuer and reviewed (i) the written confirmation from the Target Company to the Valuer confirming that both prepaid taxes remain valid and can be utilized for the financial year of 2026; and (ii) Bloomberg data supporting the discount rate. Having considered the short expected utilization period and the low credit risk nature of prepaid taxes, we consider the Valuer's treatment of these prepaid taxes at their discounted carrying amounts to be reasonable in the circumstances.

Other liabilities

In respect of the other liabilities of the Target Company, the Valuer adopted their book values as fair values without any adjustments. We consider this treatment reasonable because these liabilities of the Target Company primarily consist of short-term obligations and non-interest-bearing balances, for which the carrying amounts generally approximate their fair values. In our process of reviewing the nature and composition of these liabilities, we have not identified any items that would require significant fair value adjustments.

Conclusion

In our opinion, the limited fair value adjustments made by the Valuer are consistent with the nature of the Target Company as a dormant investment holding entity whose value is largely derived from its underlying net assets, which are already carried at or close to their recoverable amounts.

Having regard to the foregoing review and analysis, including (i) our assessment of the Valuer's expertise and independence; (ii) our review of the terms of engagement and the appropriateness of the scope of work performed; and (iii) our examination of the valuation methodology, key assumptions, fair value adjustments and supporting evidence adopted by the Valuer, we consider the Valuation to be fair and reasonable so far as the Independent Shareholders are concerned.

We are of the view that the Consideration, which is broadly in line with the Valuation, is fair and reasonable and in the interest of the Company and Shareholders as a whole.

6. Financial effects of the Acquisition

Net Assets, Liquidity and Working Capital of the Group

Effect on net assets

The consideration for the Acquisition is equal to the net asset value of the Target Company. As such, the Acquisition is not expected to have a material impact on the net asset value of the Group.

Effect on liquidity and working capital

According to the financial information of the Target Company, the vast majority of its assets are current assets. Upon Completion, such current assets will be consolidated into the Group. Although the Acquisition involves cash payment, given the scale of current assets held by the Target Company, we consider that the Acquisition will not have a material impact on the overall liquidity of the Group.

The consideration for the Acquisition will be settled in cash, which involves the utilisation of part of the Group's working capital. However, given that the Group holds ample bank balances and cash, the proportion of funds utilised for the Acquisition is relatively low in comparison, and is not expected to place significant pressure on the Group's day-to-day working capital.

The above analysis is for illustrative purposes only and do not purport to represent how the financial positions of the Group will be upon Completion.

RECOMMENDATION

Having taken into consideration the principal factors and reasons as stated above in this letter, we are of the opinion that although the transactions contemplated under the Equity Transfer Agreement are not in the ordinary and usual course of business of the Group, the terms of the Equity Transfer Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and are also in the interests of the Company and the Independent Shareholders as a whole.

Accordingly, we recommend that the Independent Shareholders, as well as the Independent Board Committee in making its recommendation to the Independent Shareholders, vote in favor of the relevant resolution to approve the Equity Transfer Agreement and the transactions contemplated thereunder to be proposed at the EGM.

Yours Faithfully,
For and on behalf of
Veda Capital Limited
Julisa Fong
Managing Director

Ms. Julisa Fong is a licensed person registered with the SFC and a responsible officer of Veda Capital Limited which is licensed under the SFO to carry out type 6 (advising on corporate finance) regulated activity and has over 29 years of experience in corporate finance industry.

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Company Licence No.: C-030171

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公司牌照號碼：C-030171

17 June 2026

The Board of Directors
China Merchants Land Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Dear Madams and Sirs,

In accordance with the instructions from China Merchants Land Limited (the "**Company**" or the "**Client**"), Jones Lang LaSalle Corporate Appraisal and Advisory Limited has undertaken a valuation exercise which requires us to express an independent opinion of the market value of 100% equity interests in Xi'an Zhaoxi Jinyue Real Estate Development Co., Ltd. (the "**Target Company**") as at 31 January 2026 (the "**Valuation Date**"). The report that follows is dated 17 June 2026 (the "**Report Date**").

The purpose of this valuation is for the Client's internal reference.

Our valuation was carried out on a market value basis. Market value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

BACKGROUND OF THE TARGET COMPANY

The Target Company is a company established in the PRC with limited liability on 18 January 2017 which is principally engaged in property development. As at the Valuation Date, the Target Company does not have any property developments in progress. Its sole property development project was fully sold in 2024. The Target Company currently conducts no operational activities and holds only financial assets and intercompany balances.

As at the Valuation Date, the Target Company is an indirect wholly-owned subsidiary of China Merchants Shekou Industrial Zone Holdings Company Limited ("**CMSK**"). An indirect wholly-owned subsidiary of CMSK acquired 51% equity interests in the Target Company in July 2017 at the original acquisition cost of approximately RMB 31.62 million, and acquired 49% equity interests in the Target Company in August 2023 at the original acquisition cost of approximately RMB 51.56 million.

The table below sets forth a summary of certain financial information of the Target Company (prepared in accordance with the applicable financial reporting standards in the PRC) for the years ended 31 December 2023, 2024, and 2025:

	For the year ended 31 December 2023 *RMB'000* (audited)	**For the year ended 31 December 2024** *RMB'000* (audited)	**For the year ended 31 December 2025** *RMB'000* (audited)
Revenue	17,253	1,034	Nil
Net profit before taxation	277	1,092	1,578
Net profit after taxation	277	1,092	1,183

For the year ended 31 December 2025, the Target Company's net profit after taxation of RMB 1,183 thousand primarily reflects the reversal of finance costs associated with a factoring financing arrangement from a historical project.

The audited net assets value of the Target Company as at 31 December 2025 was approximately RMB 80.37 million, as set out as below:

As at 31 December 2025	*RMB*
Total assets	**90,037,608**
Cash and Cash Equivalents	1,493,782
Prepayments	29,348
Account Receivables due by CMSK	42,704,511
Other Receivables	2,984,959
Other Current Assets	42,822,061
Fixed Assets	2,947
Total Liabilities	**9,669,197**
Accounts Payables	9,602,870
Contract Liabilities	37,190
Other Payables	5,790
Other Current Liabilities	23,347
Net Assets Value	**80,368,410**

Note:

* The sum of figures may not add up to total due to rounding.

SOURCES OF INFORMATION

In conducting our valuation of the 100% equity interests in the Target Company, we have reviewed information from several sources, including, but not limited to:

- Background of the Target Company and relevant corporate information;
- Financial information of the Target Company;
- Business licenses of the Target Company;
- Other operation and market information in relation to the Target Company' business.

We have held discussions with the management of the Target Company, and conducted market research from public sources to assess the reasonableness and fairness of information provided. We assumed such information reliable and legitimate; and we have relied to a considerable extent on the information provided by the Target Company to arrive at our opinion of value.

BASIS OF OPINION

We have conducted our valuation with reference to the International Valuation Standards issued by International Valuation Standards Council ("**IVSC**"). The valuation procedures employed include a review of legal status and economic condition of the Target Company and an assessment of key assumptions, estimates, and representations made by the proprietor or the operator of the Target Company. All matters we consider essential to the proper understanding of the valuation are disclosed in this valuation report.

The following factors form an integral part of our basis of opinion:

- The economic outlook in general;
- The nature of business and history of the operation concerned;
- The financial condition of the Target Company; and
- Assessment of the liquidity of the subject business.

We planned and performed our valuation so as to obtain all the information and explanations that we considered necessary in order to provide us with sufficient evidence to express our opinion on the Target Company.

VALUATION METHODOLOGY

To arrive at our assessed value, we have considered three generally accepted approaches, namely market approach, cost approach and income approach.

Market Approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparative. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for few or no assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets. Furthermore, this approach relies exclusively on the efficient market hypothesis.

Income Approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the project than an amount equal to the present worth of anticipated future benefits (income) from the same of a substantially similar project with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

Cost Approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

As at the Valuation Date, the Target Company does not have any property developments in progress. Its sole property development project was fully sold in 2024. The Target Company currently conducts no operational activities and holds only financial assets and intercompany balances. As such, both the market approach and the income approach are not applicable.

We have therefore adopted the summation method under the cost approach for the valuation of the Target Company. The summation method is typically adopted for a valuation subject when its value is primarily a factor of the value of the valuation subject's holding assets and liabilities. Each identifiable asset and liability of the Target Company is valued with the appropriate valuation approach, and our opinion of value is derived by adding component assets and deducting component liabilities. In this report, we have considered the type of assets and liabilities and their conditions when arriving at the market value.

Accounts Receivables due by CMSK

The Accounts Receivables due by CMSK represent funds managed under a group cash pooling arrangement. As at 31 December 2025, the carrying amount is RMB42.70 million. The debtor is CMSK, the intermediate holding company of the Target Company. No interest is charged, there are no fixed repayment terms, and no collateral has been provided by CMSK. If the Target Company has future funding needs, it may request CMSK to settle the amount at any time. On 30 April 2026, the Target Company fully collected the outstanding amounts of RMB42.70 million.

The default risk method is adopted in our assessment of the Accounts Receivables due by CMSK. Under the default risk method, we would estimate the probability that debtors or borrowers will be unable to make the required payments on their debt obligation, and the expected recovery rate upon default, to arrive at the market value of the subject using the following formula:

Market Value = Carrying Amount x (1 – PD x (1 – RR))

Which：

PD：Probability of default, the likelihood of a counterparty default during a particular time period.

RR：Recovery rate, the percentage of carrying amount expected to be recovered after a counterparty defaults.

As sourced from Bloomberg L.P., CMSK's 1-year default risk rating is "IG8" and its 1-year default probability as of the Valuation Date is 0.12%. According to "Moody's Annual Default Study 2025" published by Moody's Investors Service, the corresponding historical average recovery rate applicable to CMSK is 38.40% based on its default risk rating.

Under the default risk method, the market value of the Accounts Receivable due by CMSK and the adopted inputs are shown as follows:

Subject	**Figure**	**Remarks**
Carrying amount (RMB)	42,704,511	Extracted from the audited report of the Target Company as at 31 December 2025
Probability of default (%)	0.12	CMSK's 1-year default probability, as sourced from Bloomberg L.P.
Recovery rate (%)	38.40	The historical average recovery rate applicable to the "IG8" default risk rating, as extracted from "Moody's Annual Default Study 2025"published by Moody's Investors Service
Market Value (RMB)	**42,671,753**	**Calculated***

Note: The market value of the Accounts Receivables due by CMSK of RMB 42,671,753 is calculated using the aforementioned default risk method formula: RMB 42,704,511 × (1 − 0.12% × (1 − 38.40%)).

Other Receivables

The Other Receivables represent excess repair costs incurred on a historical project of the Target Company in Wuhan that exceeded the original contractors' retention deposits. As at 31 December 2025, the carrying amount is RMB2.98 million. The debtors are several independent third-party construction contractors with no relationship to the Client or the original shareholders of the Target Company. No interest is charged, there are no fixed repayment terms, and no collateral has been provided by the contractors. As of the Valuation Date, the contractors have indicated no intention to repay, and the Target Company plans to pursue recovery through measures including litigation.

The default risk method is also adopted in our assessment of the Other Receivables. Under the default risk method, as the contractors have indicated no intention to repay, a default probability of 100% is adopted. As confirmed by the Target Company, the receivables are unsecured and the debtors of the Other Receivables are several contractors whose detailed financial information was not available as of the Valuation Date. As such, the historical average recovery rate of 35.70% for senior unsecured bonds in the "Construction and Building" industry, as extracted from "Moody's Annual Default Study 2025" published by Moody's Investors Service is adopted.

Under the default risk method, the market value of the Other Receivables and the adopted inputs are shown as follows:

Subject	Figure	Remarks
Carrying amount (RMB)	2,984,959	Extracted from the audited report of the Target Company as at 31 December 2025
Probability of default (%)	100.00	As the contractors have indicated no intention to repay
Recovery rate (%)	35.70	The historical average recovery rate for senior unsecured bonds in the “Construction and Building” industry, as extracted from “Moody’s Annual Default Study 2025” published by Moody’s Investors Service
Market Value (RMB)	**1,065,630**	**Calculated***

Note: The market value of the Other Receivables of RMB 1,065,630 is calculated using the aforementioned default risk method formula: RMB 2,984,959 × (1 – 100.00% × (1 – 35.70%)).

Other Current Assets

As at 31 December 2025, Other Current Assets of the Target Company comprise prepaid income tax (RMB 18,058,226) and prepaid value-added tax (RMB 24,763,835).

With respect to prepaid income tax, the Target Company has confirmed that tax losses from prior years may be carried forward for up to five years from the year of recognition, and all such losses remain within their allowable carryforward period as at the Valuation Date. With respect to prepaid value-added tax, the Target Company has confirmed that the input tax credits remain valid as at the Valuation Date.

As at the Valuation Date, The Target Company conducts no operational activities. Although it is currently dormant, the Target Company states that, pursuant to Article 18 of the Enterprise Income Tax Law and the relevant provisions of the State Administration of Taxation on cross-regional consolidated tax filing, historical prepaid taxes of the same legal entity may be offset against future taxable income or refunded upon application. The Client has formulated a preliminary development plan and expects to acquire land in Xi'an in the fourth quarter of 2026. Accordingly, these prepaid taxes will be realized by the end of 2026 either through utilization against taxable income arising from the planned development activities or through a refund application, subject to actual circumstances.

The market values of the prepaid income tax and prepaid value-added tax are calculated by the discounted cash flow method under the income approach, using the following formula:

Market Value = Carrying Amount / $(1 + R)^T$

Which:

R：Discount rate, the annualized rate used to discount a future cash flow to its present value, reflecting the time value of money.

T：Time to maturity, the number of years until the cash flow is expected to be received or realized.

As the Client expects these prepaid taxes to be realized by the end of 2026, a time to maturity of 0.92 years is adopted. Given that these prepaid tax balances are denominated in RMB and are recoverable from PRC government agencies, their carrying amounts have been discounted at the China sovereign bond yield of 1.26% for the corresponding maturity, as sourced from Bloomberg L.P.

Under the discounted cash flow method, the market value of the Other Current Assets and the adopted inputs are shown as follows:

Subject	**Figure**	**Remarks**
Carrying amount (RMB)	42,822,061	Extracted from the audited report of the Target Company as at 31 December 2025
Time to maturity (year)	0.92	The period from the Valuation Date to the expected tax realization date of 31 December 2026
Discount rate (%)	1.26	The 0.92-year China sovereign bond yield as sourced from Bloomberg, L.P.
Market Value (RMB)	**42,335,053**	**Calculated***

Note: The market value of the Other Current Assets of RMB 42,335,053 is calculated using the aforementioned discounted cash flow method formula: 42,822,061 / $(1 + 1.26\%)^{0.92}$

Other Assets and Liabilities

For the other assets and liabilities of the Target Company, the book values stated in the audited financial statements as at 31 December 2025 are adopted as their market values without any adjustments.

MAJOR ASSUMPTIONS

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated in order to provide a more accurate and reasonable basis for arriving at our assessed value.

The following key assumptions in determining the market value of the equity interest have been made:

- No material adverse changes will occur in the prevailing political, legal, technological, fiscal, or economic environment that would negatively impact the Subject's business.

- The operating licenses and incorporation documents provided to us are valid, complete, and reliable.

- All operational and contractual terms set forth in relevant agreements will be duly honoured.

- The Target Company complies with all applicable laws, statutes, ordinances, and regulations, and all required licenses and permits are valid and renewable upon expiry.

- There are no hidden or undisclosed conditions affecting the valued assets that could materially impair their value.

Note: We assume no responsibility for changes in market conditions or other external factors occurring after the Valuation Date.

VALUATION ANALYSIS

Book Values and Market Values

The table below summarizes the book values and market values of the assets and liabilities of the Target Company as at the Valuation Date.

As at 31 January 2026	**Book Value** *(RMB)*	**Market Value** *(RMB)*
Total assets	**90,037,608**	**87,598,512**
Cash and Cash Equivalents	1,493,782	1,493,782
Prepayments	29,348	29,348
Accounts Receivables due by CMSK	42,704,511	42,671,753
Other Receivables	2,984,959	1,065,630
Other Current Assets	42,822,061	42,335,053
Fixed Assets	2,947	2,947
Total Liabilities	**9,669,197**	**9,669,197**
Accounts Payables	9,602,870	9,602,870
Contract Liabilities	37,190	37,190
Other Payables	5,790	5,790
Other Current Liabilities	23,347	23,347
Net Assets Value	**80,368,410**	**77,929,315**

Note:

1) The financial data of the Target Company is extracted from its audited report as at 31 December 2025.

2) The sum of figures may not add up to total due to rounding.

VALUATION COMMENT

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and other relevant factors are considered by us to be reasonable, they are inherent subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Company, and Jones Lang LaSalle Corporate Appraisal and Advisory Limited.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target Company over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

We are instructed to provide our opinion of value as per the valuation date only. It is based on economic, market and other conditions as they exist on, and information made available to us as at the valuation date and we assume no obligation to update or otherwise revise these materials for events in the time since then. Readers are reminded that we do not intend to provide an opinion of value as at any date after the Valuation Date in this Report.

This report is issued subject to our Limiting Conditions as attached.

CONCLUSION OF VALUE

Based on the results of our investigations and analysis, we are of the opinion that the market value of 100% equity interests of Target Company is RMB 77,929,000 as at the Valuation Date.

Yours faithfully,
For and on behalf of
Jones Lang LaSalle Corporate Appraisal and Advisory Limited
Simon M.K. Chan
Executive Director

Note: Mr. Simon M.K. Chan is a fellow of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS) where he now serves on their North Asia Valuation Practice Group. He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

LIMITING CONDITIONS

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/ Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/ Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.

2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.

3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.

4. The board of directors and the management of Client/ Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.

5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.

6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.

7. The use of and/or the validity of the Report is subject to the terms of the Agreement and the full settlement of the fees and all the expenses.

8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.

9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/ Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.

10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.

11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the Agreement as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.

12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.

13. The Client/ Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.

14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.

15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/ Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.

16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/ Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.

17. The board of directors, management, staff, and representatives of the Client/ Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/ Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose 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 circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, there had been no material adverse change in the financial or trading position of the Company since 31 December 2025, the date to which the latest published audited financial statements of the Company were made up.

3. DISCLOSURE OF INTERESTS

Interests and Short Positions of the Directors and Chief Executive in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at the Latest Practicable Date, the interests and short positions of each Director and chief executive of the Company in the shares or underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he was deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in Shares

Name of Director	Nature of interest	Number of Shares held	Approximate percentage (%) in the issued share capital of the Company
SO Shu Fai	Interest of controlled corporations *(Note)*	32,054,066 (L)	0.65%

Note: These shares are directly held by Skill China Limited ("**Skill China**") which is owned as to 90% by Dr. SO Shu Fai, an executive Director of the Company, and 10% by Mr. SO Man Cho, the son of Dr. SO Shu Fai. Hence, by virtue of Part XV of the SFO, Dr. SO Shu Fai is deemed to be interested in the shares directly held by Skill China. Skill China is a company incorporated in the British Virgin Islands with limited liability.

Long positions in underlying Shares of associated corporation

Name of Director	Nature of interest	Number of underlying Shares involved *(Note)*	Approximately percentage (%) in the associated corporation
ZHU Wenkai	Beneficial owner	207,027[1]	0.00%
YU Zhiliang	Beneficial owner	11,653[1]	0.00%

Notes:

1. These are interests in associated corporation, CMSK, an indirect controlling shareholder of the Company.

Save as disclosed above, none of the Directors or chief executive of the Company had any interest or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

4. DIRECTORS' EMPLOYMENT WITH SUBSTANTIAL SHAREHOLDER

As at the Latest Practicable Date, each of the following Directors is a director or employee in the following companies, each of which has an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

a. Mr. ZHU Wenkai, a non-executive Director, is a director, the chairman of the board of directors and the secretary of the Party Committee of CMSK;

b. Mr. YU Zhiliang, a non-executive Director, is the chief financial officer and board secretary of CMSK;

c. Mr. LI Yao, a non-executive Director, is the general manager of the overseas development division of CMSK;

d. Mr. WONG King Yuen, an executive Director, is the director and general manager of China Merchants Properties Development Limited and China Merchants Property Agency Limited, wholly-owned subsidiaries of CMSK; and

e. Ms. CHEN Yan, an executive Director, is the chief financial officer of Shenzhen China Merchants Construction Management Co., Ltd.* (深圳招商建設管理有限公司), a subsidiary of CMSK.

5. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, there is no contract or arrangement entered into by a related party subsisting in which a Director is materially interested and significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors has, directly or indirectly, any interest in any assets which have been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2025 (being the date to which the latest published audited accounts of the Company were made up).

6. INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or controlling shareholders (as defined in the Listing Rules) and their respective close associates was interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the Group's businesses.

7. SERVICES CONTRACTS

As at the Latest Practicable Date, none of the Directors had a service contract with any member of the Group which was not determinable by the Company within one year without payment of compensation, other than statutory compensation.

8. EXPERTS' QUALIFICATION AND CONSENT

The following sets out the qualifications of the experts who have been named in this circular:

Name	Qualifications
Veda Capital	a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO
JLL	an independent valuer

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its report and references to its name, in the form and context in which they respectively appear.

As at the Latest Practicable Date, each of the above experts:

(a) did not have any shareholding, either directly or indirectly, in any member of the Group;

(b) did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and

(c) did not have any interest, either directly or indirectly, in any assets which have been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2025 (the date to which the latest published audited accounts of the Company were made up).

The letter and recommendation given by Veda Capital and the valuation report from JLL are given as at the date of this circular for incorporation herein.

9. DOCUMENTS ON DISPLAY

A copy of the Equity Transfer Agreement will be published on the website of the Stock Exchange (http://www.hkexnews.hk) and the website of the Company (http://ir.cmland.hk) for a period of 14 days from the date of this circular (both days inclusive).

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting ("**EGM**") of China Merchants Land Limited (the "**Company**") will be held at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong on 16 July 2026 at 10:30 a.m. for the purposes of considering and, if thought fit, passing with or without amendment, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. "**THAT**:

   (a) the equity transfer agreement entered into between Wuhan Merchants Real Estate Gutian Real Estate Co., Ltd.* and Xi'an Mao On Property Development Company Limited* (the "**Equity Transfer Agreement**"), and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and

   (b) any director(s) of the Company be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the Equity Transfer Agreement and transactions contemplated thereunder; and/or (ii) any amendment, variation or modification of the Equity Transfer Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit."

* *Unofficial English translation denotes for identification purposes only*

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

Hong Kong, 18 June 2026

Principal place of business:
8/F China Merchants Plaza
No. 303 Des Voeux Road Central
Hong Kong

Registered office:
P.O. Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

As at the date of this notice, 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.

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.

3. Shareholders intending to attend the EGM are encouraged to vote by filling in and submitting the form of proxy, which were dispatched to Shareholders and can otherwise be downloaded from the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://ir.cmland.hk). To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

5. In order to determine members who are entitled to attend the EGM, the register of members of the Company will be closed from Monday, 13 July 2026 to Thursday, 16 July 2026, both days inclusive, during which period no transfer of shares can be registered. The record date for determining the entitlement of Shareholders to attend and vote at the EGM will be Thursday, 16 July 2026. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 10 July 2026.

6. All the resolution at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.