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華潤置地有限公司
China Resources Land Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1109)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Resources Land Limited (the “Company”) will be held at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, September 19, 2011 at 10 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

AS ORDINARY RESOLUTION

1. **“THAT** the conditional sale and purchase agreement (the **“Sale and Purchase Agreement”**) dated August 19, 2011 entered into between Central New Investments Limited (the **“Vendor”**) and the Company as purchaser (a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purposes of identification) in relation to, among other matters, the Acquisition (as defined in the circular (the **“Circular”**) of the Company to its shareholders dated August 30, 2011) (a copy of the Circular is produced to the meeting marked “B” and signed by the chairman of the meeting for the purposes of identification) be and is hereby approved, confirmed and ratified, and **THAT** all the transactions contemplated under the Sale and Purchase Agreement be and are hereby approved (including but not limited to the allotment and issue to the Vendor (or as it may direct) of 437,983,343 ordinary shares of HK\$0.10 each in the share capital of the Company at the issue price of HK\$12.7756 each credited as fully paid up and ranking pari passu with the existing issued shares of the Company (**“Consideration Shares”**) pursuant to the Sale and Purchase Agreement); and any one director of the Company or any other person authorised by the board of directors of the Company from time to time be and are hereby authorised to sign, execute, perfect and deliver and where required, affix the common seal of the Company to, all such documents, instruments and deeds, and do all such actions which are in his opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Sale and Purchase Agreement and all other transactions contemplated under or incidental to the Sale and Purchase Agreement and all other matters incidental thereto

or inconnection respectively therewith and to agree to the variation and waiver of any of the matters relating thereto that are, in his opinion, appropriate, desirable or expedient in the context of the Acquisition and are in the best interests of the Company.”

By order of the Board

WANG Yin

Chairman

Hong Kong, August 30, 2011

Principal place of business in Hong Kong:

46th Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarised copy of such power of attorney or authority, must be lodged at the office of the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share 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 in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this announcement, the executive Directors are Mr. Wang Yin (Chairman) and Mr. Wu Xiangdong (Managing Director), the non-executive Directors are Mr. Yan Biao, Mr. Du Wenmin, Mr. Ding Jiemin, Mr. Wei Bin, Mr. Shi Shanbo and Dr. Zhang Haipeng, and the independent non-executive Directors are Mr. Wang Shi, Mr. Andrew Y. Yan, Mr. Ho Hin Ngai, Bosco, Mr. Wan Kam To, Peter and Mr. Frederick Ma Si Hang.