



華潤置地有限公司

China Resources Land Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1109)

FORM OF PROXY

FORM OF PROXY FOR USE BY SHAREHOLDERS OF CHINA RESOURCES LAND LIMITED (THE "COMPANY") AT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY ("MEETING") TO BE HELD AT SALON III AND IV, MEZZANINE FLOOR, GRAND HYATT HONG KONG, 1 HARBOUR ROAD, HONG KONG ON AUGUST 28, 2009 AT 11:00 A.M..

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.10 each in the capital
of the Company, hereby appoint ^(Note 3) the Chairman of the Meeting or _____
of _____
or failing him _____
of _____

to act as my/our proxy at the Meeting to be held at Salon III and IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on August 28, 2009 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution, with or without modifications, as set out in the notice convening the Meeting and at such Meeting (or any adjournment thereof) to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit ^(Note 4).

ORDINARY RESOLUTION	FOR	AGAINST
To consider and approve the conditional sale and purchase agreement dated July 31, 2009 entered into between Central New Investments Limited and the Company in relation to, among other matters, the Acquisition (as defined in the circular (the "Circular") of the Company to its shareholders dated August 12, 2009) and all the transactions contemplated pursuant to the Sale and Purchase Agreement ; and to authorise any one director of the Company or any other person authorised by the board of directors of the Company from time to time 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, all other transactions contemplated under or incidental to the Sale and Purchase Agreement and all other matters incidental thereto or in connection 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.		

Dated this _____ day of _____ 2009

Shareholder's Signature _____ ^(Note 4)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If a proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** . Failure to tick any box will entitle your proxy to cast his votes on the resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. In order to be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be delivered to Tricor Standard Limited, the Company's Hong Kong branch share registrar, 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.
8. The proxy needs not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.