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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Resources Land Limited (the “Company”) will 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. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

AS ORDINARY RESOLUTION

1. **“THAT:**

- (a) the conditional sale and purchase agreement (the “Sale and Purchase Agreement”) dated July 31, 2009 entered into between Central New Investments Limited (the “Vendor”) and the Company (the “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 12, 2009) (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 in all respects and all the transactions contemplated pursuant to the Sale and Purchase Agreement be and are hereby approved, confirmed and ratified in all respects; and
- (b) 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, 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.”

By order of the Board
China Resources Land Limited
WANG Yin
Chairman

Hong Kong, August 12, 2009

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy needs not be a member of the Company.
2. In order to be valid, a form of proxy, together with any 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 deposited at Tricor Standard Limited, the branch share registrar of the Company, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

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. Jiang Wei, Mr. Yan Biao, Mr. Liu Yan Jie, Mr. Li Fuzuo, Mr. Du Wenmin and Mr. Ding Jiemin and the Independent Non-Executive Directors are Mr. Wang Shi, Mr. Ho Hin Ngai, Bosco, Mr. Andrew Y. Yan and Mr. Wan Kam To, Peter.