



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 (THE “MEETING”) TO BE HELD AT 46TH FLOOR, CHINA RESOURCES BUILDING, 26 HARBOUR ROAD, WANCHAI, HONG KONG ON TUESDAY, 11 OCTOBER 2016 at 10 A.M..

I/We, ^(Note 4) _____,
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 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 11 October 2016 at 10 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
<p>1. THAT the conditional sale and purchase agreement (the “Acquisition Agreement”) dated 26 August 2016 entered into between Hugeluck Enterprises 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 15 September 2016) (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 Acquisition Agreement be and are hereby approved (including but not limited to the entering into the Deed of Indemnity (as defined in the Circular) upon Completion (as defined in the Circular) and the payment of RMB6,236 million (equivalent to approximately HK\$7,296 million)(the “Consideration”) in cash pursuant to the Acquisition Agreement); and any one director of the Company and/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 Acquisition Agreement and all other transactions contemplated under or incidental to the Acquisition Agreement and all other matters incidental thereto or in connection respectively therewith and to agree to the variation and waiver of any of the matters of an administrative nature and ancillary and relating thereto that are, in his/their opinion, appropriate, desirable or expedient in the context of the Acquisition and are in the best interests of the Company.</p>		

Dated this _____ day of _____, 2016

Shareholder's signature _____ ^(Note 5)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**.
- 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).
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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.
- 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.
- 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- The proxy needs not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.