



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/07/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Merchants Land LimitedDate Submitted 05/08/2015**I. Movements in Authorised Share Capital****1. Ordinary Shares**

(1) Stock code : <u>978</u> Description : <u>CHI MER LAND</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

## 2. Preference Shares

Stock code :	N/A	Description :	N/A		
		No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
Balance at close of preceding month		_____	_____	_____	
Increase/(decrease)		_____		_____	
Balance at close of the month		_____	_____	_____	

### 3. Other Classes of Shares

Stock code :	N/A	Description :	N/A		
		No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

Total authorised share capital at the end of the month ( HK\$) : 300,000,000.00

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	4,905,257,860	N/A	N/A	N/A
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	4,905,257,860	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including AGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
( / / )						
shares						
(Note 1)						
2.						
( / / )						
shares						
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
Total A. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (HK\$)	N/A					

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(   /   /   ) Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) (dd/mm/yyyy) _____ (   /   /   )						
2.						
(   /   /   ) Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) (dd/mm/yyyy) _____ (   /   /   )						
3.						
(   /   /   ) Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) (dd/mm/yyyy) _____ (   /   /   )						
4.						
(   /   /   ) Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) (dd/mm/yyyy) _____ (   /   /   )						
Total B.    (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A						

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total C. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than under Share Option Schemes)

Full particulars including AGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. On 2 June 2015, the Company as guarantor, Cosmos Boom Investment Limited (the “Issuer”) and BofA Merrill Lynch, CCB International Capital Limited, China Merchants Securities (HK) and DBS Bank Ltd (the “Joint Lead Managers”) have entered into a Subscription Agreement, under which the Joint Lead Managers have agreed severally but not jointly to subscribe and pay for, or to procure subscribers to subscribe and pay for, the Bonds to be issued by the Issuer and guaranteed by the Company in a principal amount of U.S.\$290,000,000 on the terms and subject to the conditions set out therein. The Bonds are convertible into Shares in the circumstances set out in the Conditions at an initial Conversion Price of HK\$2.9875 per Share (subject to adjustments). Assuming full conversion of the Bonds at the initial Conversion Price of HK\$2.9875 per Share and no further issue of Shares, the Bonds will be convertible into approximately 752,873,974 new Shares. (For more details, please refer to the announcements dated 03/06/2015 and 23/06/2015)</p> <p>AGM approval date : 23/04/2015</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>	N/A	752,873,974
<p>2. N/A</p> <p> </p> <p> </p> <p> </p> <p> </p> <p> </p> <p> </p> <p> </p> <p> </p> <p> </p> <p style="text-align: right;">(   /   /   )</p> <p style="text-align: right;">shares (<i>Note 1</i>)</p>		
<p style="text-align: right;">Total D. (Ordinary shares)</p> <p style="text-align: right;">(Preference shares)</p> <p style="text-align: right;">(Other class)</p>	<p>N/A</p> <p>N/A</p> <p>N/A</p>	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				<u>N/A</u>	<u>N/A</u>
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				<u>N/A</u>	<u>N/A</u>
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				<u>N/A</u>	<u>N/A</u>
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				<u>N/A</u>	<u>N/A</u>

## For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	N/A N/A
6.	Repurchase of shares		Class of shares repurchased <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	N/A N/A
7.	Redemption of shares		Class of shares redeemed <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	N/A N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	N/A N/A



For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
9. Capital reorganisation	Class of shares issuable _____ (Note 1)					
	Issue and allotment date : (dd/mm/yyyy)			( / / )		
	EGM approval date: (dd/mm/yyyy)			( / / )		
				<u>N/A</u>	<u>N/A</u>	
10. Other (Please specify)	At price : State currency _____	Class of shares issuable _____ (Note 1)				
		Issue and allotment date : (dd/mm/yyyy)			( / / )	
		EGM approval date: (dd/mm/yyyy)			( / / )	
					<u>N/A</u>	<u>N/A</u>
Total E.				(Ordinary shares)	<u>N/A</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>N/A</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

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Submitted by: Chan Wing Yan

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*