# **日KEX**香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Merchants Land Limited
Date Submitted	03/10/2018

## I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>978</u> Descrip	otion :	CHI MER	LAND
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	30,000,000,000	0.01	300,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	30,000,000,000	0.01	300,000,000.00
(2) Steple and a N/A Description	otion :N/A		
(2) Stock code : <u>N/A</u> Descrip		11/1	1
(2) Stock code : <u>N/A</u> Descrip	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	No. of ordinary	Par value (State	Authorised share capital
	No. of ordinary	Par value (State	Authorised share capital

#### 2. Preference Shares

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

#### 3. Other Classes of Shares

Stock code :	N/A	Description :	ption : N/A	
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of p	preceding r	nonth		
Increase/(decrease)			_	
Balance at close of t	he 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	No. of other classes
	(1)	(2)	shares	of shares
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	issuel)			
Particulars of share option scheme including AGM approval date		Movement duri	ng 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
(dd/mm/yyyy) and			0			thereto as at
class of shares						close of the
issuable		<b>F</b> 1		т I		month
	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
shares				<u> </u>		
(Note 1)						
2.						
( / / )						
shares						
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
		То	otal A. (Ordin		N/A	
				nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur	ing the month	from exercise o	f			
options (HK\$)	-			N/A		

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

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of Nominal value at nominal close of value preceding 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
	-				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date					
(if applicable) (dd/mm/yyyy)	( / / )				
<u>2.</u>	( / / )				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy) 3.	( / / )				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable)	( / / )				
Class of shares					
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Total	(Preferen	ry shares) ce shares) ther class)		

Convertibles (i.e. Convertible in	nto Shares of the I	ssuer 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 (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))	( / / )					
<u>2.</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.	_					
Stock code (if listed)						
Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)4.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )		Total C (Or <sup>1</sup> )	ow chores)	NI/A	
			Total C. (Ordin (Prefere	ence shares)	N/A 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)

than under Share Option Schemes)	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including AGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
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	4	
HK\$2.9875 per Share and no further issue of Shares, the Bonds	4	
will be convertible into approximately 752,873,974 new Shares. The Conversion Price of the Bonds at HK\$2.8800 per Share has	4	
been adjusted to HK\$2.70 per Share with effect form 12 May 2018		
pursuant to the terms and conditions of the Bonds. The Bonds		
entitle the holders of the Bonds to convert into 833,041,111 Shares		
after the said adjustment.	-	
Pursuant to the terms and conditions of the Bond, the Issuer has	-	
made early redemption (the "Early Redemption") of part of the		
outstanding Bonds at the principal amount of US\$269,800,000.00		
(together with interest due on the Put Option Date). The aforesaid	-	
redemption amounts were satisfied by internal resources of the		
Group and/or bank borrowings. Immediately after the Early		
Redemption, the outstanding Bonds in the principal amount will be		
US\$20,200,000, with the rights to convert into 58,025,622		
Conversion Shares (assuming at the prevailing conversion price of		
HK\$2.70 per Share).		
In accordance with the terms and conditions of the Bonds, the		
Issuer has redeemed all of the outstanding Bonds at the principal		
amount of US\$20,200,000 on 27 September 2018.		
(For more details, please refer to the announcements dated		
03/06/2015, 23/06/2015, 20/06/2017, 01/06/2018, 22/06/2018 and		
27/09/2018)		
AGM approval date : 23/04/2015		
Ordinary shares (Note 1)	N/A	Nil
2. <u>N/A</u>	4	
	4	
	4	
	4	
	1	
	1	
	]	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

	Type of Issue	Issued Share Capital				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
			Class of shares issuable				
1.	Rights issue	At price : State	(Note 1) Issue and allotment	( / /	)		
		At price - currency	date : (dd/mm/yyyy) EGM approval date:	( / /	)		
			(dd/mm/yyyy)	× ·	,	N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A

$\begin{array}{c cccc} Class of shares issuable & \_\_\_\\ (Note 1) & \\ S. Scrip dividend & At price : State currency & \_\_ GM approval date: (/ / ) & \\ (d/mm/yyyy) & EGM approval date: (/ / ) & \\ (d/mm/yyyy) & \_\_ MA &$		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       Issue and allotment date : (dd/mm/yyyy)       ( / / ) ( / / )         EGM approval date: ( / / )       N/A       N/A         6. Repurchase of shares       Class of shares repurchased (Note 1)								
$\begin{array}{c c c c c c c c c c c c c c c c c c c $	5.	Scrip dividend		Issue and allotment	( / /	)		
N/A       N/A         N/A       N/A         N/A       N/A         N/A       N/A         Class       of         shares       Cancellation date :         (1/1/2)       (1/1/2)         EGM approval date:       (1/1/2)         (1/1/2)       N/A         N/A       N/A         N/A       N/A         Shares       Class         Class       of         shares       N/A         N/A       <			currency	EGM approval date:	( / /	)		
6. Repurchase of shares       repurchase (Note 1)         6. Repurchase of shares       Cancellation date : $(//)$ ) $(dd/mm/yyyy)$ EGM approval date: $(//)$ ) $(dd/mm/yyyy)$ F. Redemption of shares         7. Redemption of shares         7. Redemption of shares         8. Consideration issue At price : State currency         Class of shares issuable (Note 1)         8. Consideration issue At price : State (uffective)         1         1         1         1         2         2         2         2         3         4         4         4         4         4         5         5         5         5         6         6         7         7         8         7         8         6         7         7         7         8         7         8         7         8         9         9         9				(dd/mm/yyyy)			N/A	N/A
6. Repurchase of shares       Cancellation date : ( / / ) (dd/mm/yyyy)         EGM approval date: ( / / ) (dd/mm/yyyy)       N/A N/A         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       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 ( / / ) (dd/mm/yyyy)         8. Consideration issue At price : State ( // ) ( dd/mm/yyyy)       Issue and allotment ( / / ) ( dd/mm/yyyy)         8. Consideration issue At price : Mate ( // ) ( dd/mm/yyyy)       Issue and allotment ( / / ) ( dd/mm/yyyy)								
Redemption of shares       N/A       N/A         Redemption of shares       Class of shares       Image: Class of shares         Redemption date : $(//)$ $(//)$	6.			Cancellation date :	( / /	)		
7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Redemption date : $(//)$ (dd/mm/yyyy)       EGM approval date: $(//)$ (dd/mm/yyyy)       N/A         8. Consideration issue At price : State currency       Class of shares issuable (// )         Issue and allotment (// )         (dd/mm/yyyy)         EGM approval date: (// )         (// )         8. Consideration issue At price : State (urrency)         EGM approval date: (// )         (dd/mm/yyyy)				EGM approval date:	( / /	)	27/4	
7. Redemption of shares       Redemption date : $(///)$ 7. Redemption of shares       Redemption date : $(///)$ (dd/mm/yyyy)       EGM approval date: $(///)$ (dd/mm/yyyy)       N/A       N/A         8. Consideration issue At price :       State currency       Issue and allotment (///) $(///)$ 8. Consideration issue At price :       State currency       Issue and allotment (///) $(///)$ 8. Consideration issue At price :       State currency       Issue and allotment (///) $(///)$ EGM approval date: $(///)$ Issue and allotment (///) $(///)$							N/A	N/A
shares $(dd/mm/yyyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) N/A N/A N/A N/A State (Note 1) 8. Consideration issue At price : State currency Issue and allotment (//) EGM approval date: $(//)$ EGM approval date: $(//)$								
8. Consideration issue At price : $\frac{\text{State}}{\text{currency}}$ EGM approval date: $(//)$ EGM approval date: $(//)$ (//) EGM approval date: $(//)$ (//) EGM approval date: $(//)$ (//)	7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
8. Consideration issue At price : State currency —       Class of shares issuable				EGM approval date: (dd/mm/yyyy)	( / /	)	27/4	21/4
8. Consideration issue At price : State currency — Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / )							<u>N/A</u>	<u>N/A</u>
8. Consideration issue At price : State currency — Issue and allotment date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)								
EGM approval date: ( / / ) (dd/mm/yyyy)	8.	Consideration issue		Issue and allotment	( / /	)		
<u> </u>				EGM approval date:	( / /	)		
							N/A	N/A

	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
9.	Capital reorganisation		Class of shares issuab ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	ole ( / / ) ( / / )	N/A	N/A
10.	Other (Please specify)	At price : State	Class of shares issuab (Note 1) — Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	ole ( / / ) ( / / )	N/A	N/A
			Total E. (	(Ordinary share Preference share (Other clas	s) N/A	-

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

## Remarks (if any):

Submitted by:Tsui Kin Fung				
Title: Company Secretary				
(Director, Secretary or other duly authorised officer)				

*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.