



中國海外發展有限公司

CHINA OVERSEAS LAND & INVESTMENT LTD.

(Incorporated in Hong Kong with limited liability)

(Stock Code: 688)

FORM OF PROXY FOR THE SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 12 JULY 2006 AND ANY ADJOURNMENT THEREOF

IN RELATION TO CSCEC GROUP ENGAGEMENT AGREEMENT AND THE CONTINUING CONNECTED TRANSACTION CONTEMPLATED THEREUNDER

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares (“Shares”) of HK\$0.10 each in the capital of China Overseas Land & Investment Ltd. (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³, or _____
of _____
or failing him/her _____ of _____ as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 11/F., Three Pacific Place, 1 Queen’s Road East, Hong Kong, on 12 July 2006 immediately following the conclusion of the extraordinary general meeting which is scheduled to be held at 3:00 p.m. in relation to the bonus issue of warrants (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting (the “Notice”) and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve, ratify and confirm the CSCEC Group Engagement Agreement (as defined in the Notice), the Cap (as defined in the Notice) and the continuing connected transaction contemplated thereunder		

Signature⁵ _____ Date _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the Company’s share registrar, Standard Registrars Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either 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 Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or the adjourned meeting (as the case may be) if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.