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)

Number of shares to which this proxy form relates[Note 1]	

Proxy Form
(for Annual General Meeting — 27 May 2011)
(or at any adjournment thereof)

I/We [(Note 2)] ____________________

of ____________________

being the registered holder(s) of HK$0.10 each in the capital of **CHINA OVERSEAS LAND & INVESTMENT LIMITED 中國海外發展有限公司** (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**

or [(Note 3)] ____________________

of ____________________

as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Meeting Room S426-S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Friday, 27 May 2011 at 3:00 p.m. and at any adjournment thereof and to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "√" in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

	ORDINARY RESOLUTIONS	FOR[(Note 4)]	AGAINST[(Note 4)]
1.	To receive and adopt the Audited Financial Statements and the Reports of the Directors and the Independent Auditor's Report for the year ended 31 December 2010.		
2.	To approve the declaration of a final dividend for the year ended 31 December 2010 of HK17 cents per share.		
3.	(a) To re-elect Mr. Hao Jian Min as Director.		
	(b) To re-elect Mr. Wu Jianbin as Director.		
	(c) To re-elect Mr. Chen Bin as Director.		
	(d) To re-elect Dr. the Hon. David Li Kwok-po as Director.		
	(e) To re-elect Dr. Fan Hsu Lai Tai, Rita as Director.		
4.	To authorise the Board to fix the remuneration of the Directors.		
5.	To approve the re-appointment of Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix their remuneration.		
6.	To approve the granting to the Directors the general and unconditional mandate to repurchase shares in the capital of the Company up to 10% of the issued share capital of the Company.		
7.	To approve the granting to the Directors the general and unconditional mandate to allot, issue and deal with new shares not exceeding 20% of the issued share capital of the Company.		
8.	To approve the extension of the authority granted to the Directors by Resolution 7 above by adding the number of shares repurchased pursuant to the authority granted to the Directors by Resolution 6 above.		

Dated: ____________________ 2011 Signature [(Note 5)] ____________________

Notes:

1. Please insert the number of shares of HK$0.10 each 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 of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR", IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his 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 or attorney duly authorised.
6. 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 was solely entitled thereto, but if more than one of such joint holders be present at any 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.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
8. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. The proxy need not be a member of the Company.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.
10. Biographical details of directors offering themselves for re-election were set out in the circular in relation to general mandates to repurchase and issue shares and proposals for re-election of directors which has been sent to the members together with the 2010 Annual Report.