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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your shares in **China Overseas Land & Investment Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained in this circular misleading.

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**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)**

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
AND  
PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of the Annual General Meeting to be held on Friday, 27 May 2011 is set out on pages 19 to 23 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the Annual Report which has been despatched to the Shareholders together with this circular.

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy enclosed with the Annual Report in accordance with the instructions printed thereon and deposit the same with the Company's registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

13 April 2011

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. General Mandate to Repurchase Shares .....	4
3. General Mandate to Issue Shares .....	4
4. Annual General Meeting .....	5
5. Re-election of Directors .....	5
6. Voting by way of poll .....	5
7. General Information .....	5
8. Recommendations .....	5
<b>Appendix I — Explanatory Statement for the Repurchase Mandate</b> .....	6
<b>Appendix II — Biographical Details of Directors offering themselves for re-election</b> .	9
<b>Notice of Annual General Meeting</b> .....	19
<i>Accompanying document:</i>	
— <i>form of proxy</i>	

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on Friday, 27 May 2011 at Meeting Room S426-S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong, the notice of which is set out on pages 19 to 23 of this circular, or any adjournment thereof
“Annual Report”	the annual report of the Company for the year ended 31 December 2010
“Articles”	the articles of association of the Company
“associate”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	China Overseas Land & Investment Limited, a company incorporated in Hong Kong with limited liability, and the securities of which are listed on the Main Board of the Stock Exchange
“connected person”	has the same meaning as ascribed to it under the Listing Rules
“CSCEC”	China State Construction Engineering Corporation, a state-owned enterprise in the People’s Republic of China
“Directors”	the directors of the Company
“General Mandate”	a general mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the ordinary resolution in relation thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Latest Practicable Date”	8 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate to repurchase shares in the capital of the Company up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	the holders of the Shares
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 32 of the laws of Hong Kong) whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Kong Qingping (Chairman)  
Hao Jian Min (Vice Chairman and Chief Executive Officer)  
Xiao Xiao (Vice Chairman)  
Chen Bin  
Dong Daping  
Nip Yun Wing  
Luo Liang  
Lin Xiaofeng

*Registered Office:*

10/F., Three Pacific Place,  
1 Queen's Road East,  
Hong Kong

*Non-Executive Director:*

Wu Jianbin (Vice Chairman)

*Independent Non-Executive Directors:*

Li Kwok Po, David  
Lam Kwong Siu  
Wong Ying Ho, Kennedy  
Fan Hsu Lai Tai, Rita

13 April 2011

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
AND  
PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the notice of the Annual General Meeting and information regarding certain ordinary resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions.

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## LETTER FROM THE BOARD

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The resolutions include (i) granting to the Directors the Repurchase Mandate; (ii) granting to the Directors the General Mandate (a) to issue shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution; and (b) the extension of the aforesaid mandate by adding thereto the aggregate nominal amount of share capital repurchased pursuant to the Repurchase Mandate; and (iii) the re-election of Directors.

### GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution numbered 6 will be proposed to grant to the Directors the Repurchase Mandate. Under the Repurchase Mandate, the maximum number of shares that may be repurchased pursuant to the Repurchase Mandate will be such number of shares which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution. Based on the issued share capital of the Company comprising 8,172,519,077 Shares as at the Latest Practicable Date, subject to the passing of the relevant resolution, the Company will be allowed to repurchase a maximum of 817,251,907 Shares (which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date) on the assumption that there will be no change in the issued share capital prior to the Annual General Meeting. The Repurchase Mandate will lapse on the earliest of, the date of the next annual general meeting; the date by which the next annual general meeting of the Company is required to be held by law and/or the Articles; or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to Shareholders an explanatory statement which is set out in Appendix I of this circular.

### GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on Friday, 27 May 2011, the Directors were granted the General Mandate to exercise all powers of the Company to issue new shares of the Company. Such General Mandate will lapse at the conclusion of the Annual General Meeting, unless renewed at that meeting.

At the Annual General Meeting, the ordinary resolutions numbered 7 and 8 will be proposed to grant a general mandate to the Directors to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution and the extension of the aforesaid mandate by adding thereto the number of Shares repurchased pursuant to the Repurchase Mandate.

Based on the issued share capital of the Company comprising 8,172,519,077 Shares as at the Latest Practicable Date, subject to the passing of the relevant resolution, the Company will be allowed to issue a maximum of 1,634,503,815 Shares (which represents 20% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date) on the assumption that there will be no change in the issued share capital prior to the Annual General Meeting.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 19 to 23 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the General Mandate and the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with Article 105(A) and Article 96 of the Company's Articles of Association, Mr. Hao Jian Min, Mr. Wu Jianbin, Mr. Chen Bin, Dr. the Hon. David Li Kwok-po and Dr. Fan Hsu Lai Tai, Rita shall retire at the forthcoming Annual General Meeting and being eligible will offer themselves for re-election. The biographical details of the abovementioned directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### VOTING BY WAY OF POLL

For good corporate governance practices and to comply with Rule 13.39 of the Listing Rules, I would demand a poll in accordance with Article 75(i) of the Articles of Association of the Company for all the resolutions set out in the Notice of Annual General Meeting.

### GENERAL INFORMATION

A form of proxy for the Annual General Meeting is enclosed with the Annual Report accompanying this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's registrar at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time appointed for holding the Annual General Meeting. The completion of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

### RECOMMENDATIONS

The Directors believe that the proposed General Mandate and the Repurchase Mandate under ordinary resolutions numbered 6, 7 and 8 are in the best interests of the Company and its shareholders and accordingly recommend you to vote in favour of the relevant resolutions to be proposed at the forthcoming Annual General Meeting.

Yours faithfully,  
for and on behalf of the Board  
**China Overseas Land & Investment Limited**  
**Kong Qingping**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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This Appendix serves as an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules and also as a memorandum of the terms of a proposed repurchase of shares required by section 49BA(3)(b) of the Companies Ordinance, to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions.

### **LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

#### **(a) Shareholders' approval**

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

#### **(b) Source of funds**

Repurchases of shares must be funded entirely from the company's available cashflow or working capital facilities and will be made out of funds legally available for such purpose (such as distributable profits of the Company or the proceeds of a fresh issue of Shares) in accordance with the Company's memorandum and articles of association and the laws of Hong Kong.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,172,519,077 Shares. Subject to the passing of the relevant resolution, the Company will be allowed to repurchase a maximum of 817,251,907 Shares (which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date) on the assumption that there will be no change in the issued share capital prior to the Annual General Meeting.

### **REASONS FOR REPURCHASES**

The Directors believe that it is in the best interest of the Company and its shareholders to have general authority from Shareholders to enable the Directors to exercise the Company's powers to repurchase Shares of the Company on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

### **FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities and will be made out of funds legally available for such purpose (such as distributable profits of the Company or the proceeds of a fresh issue of Shares) in accordance with its memorandum and articles of association and the laws of Hong Kong.

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## **APPENDIX I      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report for the year ended 31 December 2010) in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

### **DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of the knowledge of the Directors, having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or any of its subsidiaries in the event that the Repurchase Mandate is approved by the shareholders.

No connected person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company or he/she has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Company is authorised to exercise the Repurchase Mandate.

### **UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Hong Kong.

### **EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. In certain circumstances, a shareholder or a group of shareholders acting in concert could as a result of such increase obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, China Overseas Holdings Limited ("COHL") beneficially owned 4,336,657,308 Shares of the Company, in aggregate representing approximately 53.06% of the total issued share capital of the Company. COHL is ultimately beneficially owned by CSCEC which is a state-owned enterprise established in the People's Republic of China.

In the event that the Directors exercised in full the power to repurchase the Shares, the shareholding of COHL (assume the Shares beneficially owned by COHL be remained at 4,336,657,308 Shares) would be increased to approximately 58.96% of the then issued share capital of the Company. Thus, the exercise in full of the Repurchase Mandate by the Directors would not cause COHL to make a mandatory offer under Rule 26 under the Takeovers Code.

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**APPENDIX I      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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Assuming that there is no further issue of shares in the Company between the Latest Practicable Date and date of repurchase, the exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in a requirement of COHL to make a general offer under the Takeovers Code or the number of Shares in the hands of public falls below the prescribed minimum percentage of 25%.

**SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares of the Company were traded on the Stock Exchange during each of the previous 12 months and the period from 1 April 2011 upto the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2010</b>		
April	18.48	14.46
May	15.88	13.50
June	16.70	14.20
July	17.10	14.38
August	17.90	15.78
September	17.88	16.10
October	17.70	15.80
November	17.18	14.80
December	15.66	14.06
<b>2011</b>		
January	15.66	14.36
February	14.90	12.64
March	16.06	12.82
April (upto the Latest Practicable Date)	16.82	15.76

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**APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING  
THEMSELVES FOR RE-ELECTION**

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The following are the particulars of the 5 Directors proposed to be re-elected at the Annual General Meeting.

**Mr. HAO Jian Min**

*Vice Chairman & Chief Executive Officer,*

*Executive Director,*

*Member of the Remuneration Committee*

Aged 46, graduated from Shenyang Institute of Construction Engineering and is a Master of Harbin Institute of Technology and MBA of Fordham University in USA. Mr. Hao joined China State Construction Engineering Corporation in 1987 and joined the Group in 1989. He was appointed Director of a subsidiary of the Company in 2002 and certain others subsequently. Mr. Hao was appointed Executive Director of the Company in September 2005 and Vice Chairman of the Company in November 2006. In June 2007, he was appointed as Chief Executive Officer of the Company. Mr. Hao was the Chairman of the Remuneration Committee of the Company from 22 March 2007 to 1 February 2009 and is now a member of the Remuneration Committee. He is currently the Executive Director, Vice Chairman and Chief Executive Officer of the Company. He is also a director of certain subsidiaries of the Company and a director of China Overseas Holdings Limited and certain of its subsidiaries. He has about 24 years' experience in construction and property business. Mr. Hao was appointed Chairman and Non-Executive Director of \*\*China Overseas Grand Oceans Group Limited (formerly known as Shell Electric Mfg. (Holdings) Company Limited) in February 2010.

The interests of Mr. Hao, in the issued share capital of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance), as at the Latest Practicable Date are set out below:-

	No. of Shares	No. of options	Total	% of the issued share capital
The Company	5,353,172	0	5,353,172	0.066%
China State Construction Engineering Corporation Limited ( <i>note</i> )	0	N/A	0	0.000%
China State Construction International Holdings Limited ( <i>note</i> )	1,428,150	921,910	2,350,060	0.079%
China Overseas Grand Oceans Group Limited ( <i>note</i> )	2,200,000	N/A	2,200,000	0.230%

*Note: Associated corporations of the Company (within the meaning of Part XV of the Securities and Futures Ordinance)*

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## APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

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There is currently no service contract signed between the Company and Mr. Hao for services as director. However, he has entered into employment contract with the Company. Mr. Hao's current remuneration package entails total fixed annual remuneration of HK\$3,674,000 and discretionary bonuses pegged to performance. Such emoluments are determined by reference to job responsibilities, the prevailing market conditions and the Company's operating performance and profitability.

Mr. Hao was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company which provides that at each annual general meeting one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The retiring directors shall be eligible for re-election.

Save as disclosed above, Mr. Hao **does not** (1) have any relationship with any directors, senior management or substantial or controlling shareholder of the Company, (2) have any interest in shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), (3) hold any directorship in listed public company in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

*\*\* company listed on The Stock Exchange of Hong Kong Limited*

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**APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING  
THEMSELVES FOR RE-ELECTION**

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**Mr. WU Jianbin**

*Vice Chairman,*

*Non-Executive Director*

Aged 48, graduated from Shanxi University of Finance and Economics (now known as School of Management, Xi'an Jiaotong University) and is a MBA and DBA graduate from the Macau University of Science and Technology. Mr. Wu joined China State Construction Engineering Corporation in 1984 and was seconded to the Group in 1987. He was appointed Director and Financial Controller of China Overseas Holdings Limited in 2001 and appointed Executive Director and Financial Controller of the Company in 2002. He resigned as Financial Controller of the Company and was re-designated as Non-Executive Director and Vice Chairman of the Company in 2009. He is currently a Non-Executive Director and Vice Chairman of the Company. He is also a director of certain subsidiaries of the Company and a director of China Overseas Holdings Limited and certain of its subsidiaries. Mr. Wu has about 27 years' management experience in corporate finance, accounting and investment.

The interests of Mr. Wu, in the issued share capital of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance), as at the Latest Practicable Date are set out below:-

	<b>No. of Shares</b>	<b>No. of options</b>	<b>Total</b>	<b>% of the issued share capital</b>
The Company	2,619,372	0	2,619,372	0.032%
China State Construction Engineering Corporation Limited (note)	0	N/A	0	0.000%
China State Construction International Holdings Limited (note)	4,228,150	921,910	5,150,060	0.172%
China Overseas Grand Oceans Group Limited (note)	0	N/A	0	0.000%

*Note: Associated corporations of the Company (within the meaning of Part XV of the Securities and Futures Ordinance)*

There is currently no service contract signed between the Company and Mr. Wu for services as director. The existing director's emoluments of Mr. Wu are HK\$550,000 per annum. Such emoluments are determined by reference to his duties and responsibilities with the Company, the Company's standard for emoluments and the prevailing market conditions.

Mr. Wu was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company which provides that at each annual general meeting one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The retiring directors shall be eligible for re-election.

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**APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING  
THEMSELVES FOR RE-ELECTION**

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Save as disclosed above, Mr. Wu **does not** (1) have any relationship with any directors, senior management or substantial or controlling shareholder of the Company, (2) have any interest in shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), (3) hold any directorship in listed public company in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

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**APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING  
THEMSELVES FOR RE-ELECTION**

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**Mr. CHEN Bin**  
*Executive Director*

Aged 41, BEng. (Southeast University), MBA (Kellogg-HKUST), Senior Engineer. He joined China State Construction Engineering Corporation in 1993. Mr. Chen was seconded to the Group in 1997 and appointed a director of a subsidiary of the Company in 2001. Mr. Chen has been appointed Executive Director of the Company in November 2006 and has been appointed the Vice President of the Company in August 2009. He is currently the Executive Director and Vice President of the Company. He is also a director of certain subsidiaries of the Company and a director of China Overseas Holdings Limited. He has about 18 years' management experience in construction business and personnel administration. Mr. Chen was appointed Executive Director and Chief Executive Officer of \*\*China Overseas Grand Oceans Group Limited (formerly known as Shell Electric Mfg. (Holdings) Company Limited) in February 2010.

The interests of Mr. Chen, in the issued share capital of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance), as at the Latest Practicable Date are set out below:-

	No. of Shares	No. of options	Total	% of the issued share capital
The Company	1,371,971	0	1,371,971	0.017%
China State Construction Engineering Corporation Limited (note)	0	N/A	0	0.000%
China State Construction International Holdings Limited (note)	2,069,863	632,167	2,702,030	0.090%
China Overseas Grand Oceans Group Limited (note)	0	N/A	0	0.000%

*Note: Associated corporations of the Company (within the meaning of Part XV of the Securities and Futures Ordinance)*

There is currently no service contract signed between the Company and Mr. Chen for services as director. However, he has entered into employment contract with the Company. Mr. Chen's current remuneration package entails total fixed annual remuneration of HK\$2,160,000 and discretionary bonuses pegged to performance. Such emoluments are determined by reference to job responsibilities, the prevailing market conditions and the Company's operating performance and profitability.

Mr. Chen was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company which provides that at each annual general meeting one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The retiring directors shall be eligible for re-election.

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**APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING  
THEMSELVES FOR RE-ELECTION**

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Save as disclosed above, Mr. Chen **does not** (1) have any relationship with any directors, senior management or substantial or controlling shareholder of the Company, (2) have any interest in shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), (3) hold any directorship in listed public company in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

*\*\* company listed on The Stock Exchange of Hong Kong Limited*

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**APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING  
THEMSELVES FOR RE-ELECTION**

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**Dr. the Hon. David LI Kwok-po**

*Independent Non-Executive Director,  
Chairman of the Audit Committee,  
Member of the Remuneration Committee,  
Member of the Nomination Committee*

*GBM, GBS, OBE, MA Cantab. (Economics & Law), Hon. DSc. (Imperial), Hon. DBA (Napier), Hon. D.Hum.Litt. (Trinity, USA), Hon. DSocSc (Lingnan), Hon. LLD (Hong Kong), Hon. LLD (Warwick), Hon. LLD (Cantab), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, FCIArb, JP, Officier de L'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Officier de la Légion d'Honneur*

Aged 72, joined the board of directors as an independent non-executive director of the Company on 30 July 1992 and has served the Company for almost 19 years. Dr. Li is also the Chairman of the Audit Committee and a Member of both the Remuneration Committee and the Nomination Committee of the Company. He is the Chairman and Chief Executive of The Bank of East Asia, Limited and he is also a director of many other companies including: AFFIN Holdings Berhad (listed on Bursa Malaysia Securities Berhad), \*\*COSCO Pacific Limited, Criteria CaixaCorp, S.A. (listed on the stock exchange of Madrid, Barcelona, Bilbao and Valencia), \*\*Guangdong Investment Limited, \*\*The Hong Kong and China Gas Company Limited, \*\*The Hongkong and Shanghai Hotels, Limited, Hong Kong Interbank Clearing Limited, The Hong Kong Mortgage Corporation Limited, \*\*PCCW Limited, \*\*San Miguel Brewery Hong Kong Limited, \*\*SCMP Group Ltd. and \*\*Vitasoy International Holdings Limited. He serves on the Crédit Agricole S.A. International Advisory Board and the Federal Reserve Bank of New York's International Advisory Committee. He is a Member of the Legislative Council of Hong Kong. He is the Chairman of The Chinese Banks' Association, Limited and the Hong Kong Management Association. He is also a member of the Banking Advisory Committee and the Council of the Treasury Markets Association. He was a director of \*\*China Merchants China Direct Investments Limited.

The interests of Dr. Li, in the issued share capital of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance), as at the Latest Practicable Date are set out below:-

	No. of Shares	No. of options	Total	% of the issued share capital
The Company	10,000,000	0	10,000,000	0.122%
China State Construction Engineering Corporation Limited ( <i>note</i> )	0	N/A	0	0.000%
China State Construction International Holdings Limited ( <i>note</i> )	100,000	0	100,000	0.003%
China Overseas Grand Oceans Group Limited ( <i>note</i> )	0	N/A	0	0.000%

*Note: Associated corporations of the Company (within the meaning of Part XV of the Securities and Futures Ordinance)*

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**APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING  
THEMSELVES FOR RE-ELECTION**

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There is currently no service contract signed between the Company and Dr. Li for services as director. Dr. Li's director's emoluments for the year ended 31 December 2010 were HK\$360,000 per annum. Such emoluments are determined by reference to his duties and responsibilities with the Company, the Company's standard for emoluments and the prevailing market conditions.

Dr. Li was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company which provides that at each annual general meeting one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The retiring directors shall be eligible for re-election.

Save as disclosed above, Dr. Li **does not** (1) have any relationship with any directors, senior management or substantial or controlling shareholder of the Company, (2) have any interest in shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), (3) hold any directorship in listed public company in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

*\*\* companies listed on The Stock Exchange of Hong Kong Limited*

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## APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

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**Dr. FAN HSU Lai Tai, Rita**

*Independent Non-Executive Director,  
Chairman of the Nomination Committee,  
Member of the Audit Committee,  
Member of the Remuneration Committee*

*GBM, GBS, JP*

Aged 65, joined the board as an independent non-executive director of the Company on 2 February 2009. Dr. Fan is also the Chairman of the Nomination Committee and a Member of the Audit Committee and the Remuneration Committee of the Company. She is one of Hong Kong's best-known public figures and has an outstanding track record of service to the community. Dr. Fan was appointed to the Legislative Council from 1983 to 1992 and was a Member of the Executive Council from 1989 to 1992. She became the President of the Provisional Legislative Council in 1997, and has since been re-elected as the President of the First, Second and Third Legislative Council. Her term of office ended on 30 September 2008. Dr. Fan has served as President of the legislature of the Hong Kong Special Administrative Region (“**HKSAR**”) for 11 years.

In the lead-up to Hong Kong's reunification with China, Dr. Fan played a valuable role as a Member of the Preliminary Working Committee for the Preparatory Committee for the HKSAR from 1993 to 1995 and of the Preparatory Committee for the HKSAR from 1995 to 1997. She was elected as a Hong Kong Deputy to both the Ninth and Tenth sessions of the National People's Congress (“**NPC**”) between 1998 and 2007, and is now a Member of the Standing Committee of the Eleventh session of the NPC. Dr. Fan is also the first female steward of The Hong Kong Jockey Club.

Outside the political arena, she is the Patron of the Hong Kong Kidney Foundation, the Hong Kong Transplant Sports Association and the Whole Person Education Foundation. She was Chairman of the Board of Education from 1986 to 1989 and Chairman of the Education Commission from 1990 to 1992.

After graduating from St. Stephen's Girls' College, Dr. Fan studied at the University of Hong Kong, and was awarded a Bachelor degree in Science, and later on, received a Master degree in Social Science. She also received the Honorary Doctorate in Social Science from the University of Hong Kong, the City University of Hong Kong and the Hong Kong Polytechnic University respectively, and an Honorary Doctorate in Law from the China University of Political Science and Law of the People's Republic of China. Her record of public service has been acknowledged by the HKSAR Government through the award of the Gold Bauhinia Star in 1998 and Hong Kong's top award, the Grand Bauhinia Medal, in 2007.

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## APPENDIX II                      BIOGRAPHICAL DETAILS OF DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

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She is also an Independent Non-Executive Director, a Member of the Audit Committee, the Nomination Committee and the Chairman of the Remuneration Committee of \*\*COSCO Pacific Limited; and an Independent Non-Executive Director, a Member of the Nomination Committee and the Chairman of the Remuneration Committee of \*\*China Shenhua Energy Company Limited.

As at the Latest Practicable Date, Dr. Fan does not have any interest in shares neither in the Company nor China State Construction Engineering Corporation Limited, China State Construction International Holdings Limited and China Overseas Grand Oceans Group Limited, associated corporations of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

There is currently no service contract signed between the Company and Dr. Fan for services as director. Dr. Fan's director's emoluments for the year ended 31 December 2010 were HK\$360,000 per annum. Such emoluments are determined by reference to her duties and responsibilities with the Company, the Company's standard for emoluments and the prevailing market conditions.

Dr. Fan was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company which provides that at each annual general meeting one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The retiring directors shall be eligible for re-election.

Save as disclosed above, Dr. Fan **does not** (1) have any relationship with any directors, senior management or substantial or controlling shareholder of the Company, (2) have any interest in shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), (3) hold any directorship in listed public company in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

*\*\* companies listed on The Stock Exchange of Hong Kong Limited*

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## NOTICE OF ANNUAL GENERAL MEETING

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# 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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of China Overseas Land & Investment Limited (the “**Company**”) 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. for the following purposes:

### **As Ordinary Business**

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; and
  - (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 re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### As Special Business

To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which may be purchased by the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company and/or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to Section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval given in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to
  - (i) a Rights Issue (as defined below), or
  - (ii) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares of the Company;
  - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of shares or rights to acquire shares of the Company; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company from time to time,

shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution),

and the said approval given under this Resolution in paragraph (a) above shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company and/or the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

8. “**THAT** conditional upon the passing of the Resolution nos. 6 and 7 set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the Directors of the Company pursuant to the Resolution no. 7 as set out in the notice convening the meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the Resolution no. 6 as set out in the notice convening the meeting of which this Resolution forms part, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By Order of the Board  
**Keith Cheung**  
*Company Secretary*

Hong Kong, 13 April 2011

**Notes:**

- (a) Any member entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- (b) To be valid, a 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 this Meeting or adjourned meeting (as the case may be).
- (c) The register of members of the Company will be closed from Thursday, 26 May 2011 to Friday, 27 May 2011, both days inclusive, during which period no transfers of shares will be registered. In order to qualify for the proposed final dividend, and to attend and vote at the Meeting, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates should be lodged with the Company’s registrar, Tricor Standard Limited, at the address set out at (b) above, for registration not later than 4:30 p.m. on Wednesday, 25 May 2011.
- (d) The biographical details of directors offering themselves for re-election as mentioned in Resolution no. 3 were set out in Appendix II to the circular (“Circular”) to be sent to the members together with the 2010 Annual Report.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) With respect to the Resolution set out in Resolution no. 6 of the notice, approval is being sought from members for a general mandate to be given to the Directors to repurchase shares of the Company. An explanatory statement containing the information with respect to this Resolution were set out in Appendix I to the Circular mentioned in (d) above.
  
- (f) With respect to the Resolution set out in Resolution nos. 7 and 8 of the notice, approval is being sought from members for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
  
- (g) Completion and return of the 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.