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 General Meeting — 20 July 2016)
(or at any adjournment thereof)

I/We (Note 2) ______________________________
of ______________________________
being the registered holder(s) of ______________________ ordinary shares 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 General Meeting of the Company to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 20 July 2016 at 10:00 a.m. and at any adjournment thereof and to vote for me/us in my/our name(s) in respect of the resolution 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 resolution as indicated by an "✓" in the box. 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)
To approve, ratify and confirm the Sale and Purchase Agreement (as defined in the circular of the Company dated 30 June 2016) and the transactions contemplated thereunder and authorise any one director of the Company to execute any other documents, instruments and agreements and to do any such acts or things deemed by him to be incidental to, ancillary to or in connnection with the matters contemplated in the Sale and Purchase Agreement, including the affixing of the common seal of the Company thereon. (Note 10)		

Dated: ______________________ 2016   Signature (Note 5) ______________________

Notes:

1. Please insert the number of ordinary 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 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 BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete the box 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(s) 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 Level 22, Hopewell Centre, 183 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 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 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. The full text of the resolution appears in the notice of General Meeting contained in the circular to the shareholders of the Company dated 30 June 2016.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data' in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**"), which includes your and your proxy's name and address.

Your and your proxy's Personal Data provided on this proxy form is supplied on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the General Meeting of the Company (the "**Purposes**"). Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.

Your and your proxy's Personal Data may be disclosed or transferred by the Company to its subsidiaries, share registrar, agent, contractor, or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Such Personal Data will be retained for such period as may be necessary to fulfill the Purposes.

By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data in accordance with the provisions of the PDPO. We have the right to charge a reasonable fee for processing any Personal Data access and/or correction request. Any request for access to and/or correction of your/your proxy's Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.