



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 (ANNUAL GENERAL MEETING – 25 JUNE 2025) (or any adjournment thereof)

I/We, being the registered holder(s) of ordinary shares (the “Shares”) of **CHINA OVERSEAS LAND & INVESTMENT LIMITED** (the “Company”), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, the chairman of the meeting ^(Note 1) to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held as a virtual meeting via the eVoting Portal on Wednesday, 25 June 2025 at 11:00 a.m. (or any adjournment thereof) (the “Meeting”) in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS . The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Registered Holding ^(Note 2)		Signature ^(Note 4)	
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS .)			
Full Name		No. of Shares ^(Note 3)	
Full Address			
Email Address			

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and adopt the audited financial statements, the report of Directors and the independent auditor's report for the year ended 31 December 2024.		
2.	To approve the declaration of a final dividend for the year ended 31 December 2024 of HK30 cents per Share.		
3.	(a) To re-elect Mr. Guo Guanghui as Director.		
	(b) To re-elect Mr. Zhuang Yong as Director.		
	(c) To re-elect Mr. Ma Yao as Director.		
	(d) To re-elect Mr. Li Man Bun, Brian David as Director.		
4.	To authorise the Board to fix the remuneration of the Directors.		
5.	To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix their remuneration.		
6.	To approve the granting to the Directors the general and unconditional mandate to buy back Shares not exceeding 10% of the number of Shares in issue. ^(Note 11)		
7.	To approve the granting to the Directors the general and unconditional mandate to allot, issue and deal with new Shares not exceeding 10% of the number of Shares. ^(Note 11)		
SPECIAL RESOLUTION			
8.	To adopt a new articles of association of the Company. ^(Note 11)		

Notes:

- If any proxy other than the chairman of the Meeting is preferred, please insert the full name, address and email address (for receiving the designated log-in username and password to attend and vote on your behalf via the eVoting Portal) of the proxy desired in the space provided. A holder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote via the eVoting Portal on his/her behalf. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the Meeting via the eVoting Portal to represent you.
- Please insert the number of Shares registered in the name of the holder(s).
- Please insert the number of Shares for this proxy. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in the name of the holder(s).
- 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 or other person duly authorised to sign the same.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK (✓) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY 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 (the “AGM Notice”).
- 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 certified copy of such power of attorney or authority, must be deposited at the Company's share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof. Forms of proxy sent electronically or by any other data transmission process will not be accepted.
- Completion and return of this form of proxy will not preclude you from attending and voting via the eVoting Portal at the Meeting or any adjourned meeting thereof if you so wish. If you attend and vote via the eVoting Portal at the Meeting or any adjourned meeting thereof, the instrument appointing a proxy shall be deemed to be revoked.
- For the avoidance of doubt, we do not accept any special instructions written on this form of proxy.
- In the case of joint holders of any Shares, only ONE PAIR of log-in username and password for the eVoting Portal will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such Shares as if he/she/it was solely entitled thereto.
- The AGM Notice is set out in the Company's circular dated 29 April 2025.
- Full text of the resolutions is set out in the AGM Notice which is sent to the shareholders of the Company together with this form of proxy.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is 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 Meeting or any adjourned meeting thereof (the “Purposes”). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company's registrar and transfer office, Tricor Investor Services Limited at the above address.