

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Overseas Land & Investment Limited be held at Meeting Room 608, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 18th June, 2002 at 3:00 p.m. (or so soon thereafter as the extraordinary general meeting of China Overseas Land & Investment Limited convened at the same place and date at 2:30 p.m. shall have concluded or adjourned) for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31st December, 2001.
2. To declare a final dividend for the year ended 31st December, 2001 of HK2 cents per share.
3. To re-elect Directors.
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration.

By Order of the Board

Keith Cheung

Company Secretary

Hong Kong, 18th April, 2002

Notes:

- (a) A 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 Registrars, Standard Registrars Limited, 5th Floor, Wing On Centre, 111 Connaught Road Central, 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 will be closed from Thursday, 16th May, 2002 to Wednesday, 22nd May, 2002, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's registrars, Standard Registrars Limited at the address set out at (b) above no later than 4:00 p.m. on Wednesday, 15th May, 2002.