



# 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 for use at the Annual General Meeting to be held on Wednesday, 25 May 2005 and at any adjournment thereof

I/We (Note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) (Note 2) of \_\_\_\_\_ shares of HK\$0.10 each in the capital of

CHINA OVERSEAS LAND & INVESTMENT LTD. 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 Granville Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 25 May 2005 at 3:30 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 (Note 4).

	RESOLUTIONS	FOR	AGAINST
1.	To approve the adoption of the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2004.		
2.	To approve the re-election of the following Directors:		
	(i) Mr. YAO Peifu		
	(ii) Mr. CUI Duosheng		
	(iii) Mr. XIAO Xiao		
	(iv) Mr. WANG Man Kwan, Paul		
	(v) Mr. JIN Xinzong		
	(vi) Mr. CHEUNG Shiu Kit		
3.	To approve the declaration of a final dividend for the year ended 31 December 2004 of HK4 cents per share.		
4.	To approve the re-appointment of Deloitte Touche Tohmatsu as the Auditors and to authorise the Directors to fix their remuneration.		
5.	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.		
6.	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.		
7.	To approve the extension of the authority granted to the Directors by Resolution 6 above by adding the number of shares repurchased pursuant to the authority granted to the Directors by Resolution 5 above.		

Dated: \_\_\_\_\_ 2005

Signature (Note 5) \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). 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).
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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.
- 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.
- 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 registrars, Standard Registrars Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- 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.
- Information with regard to the 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 2004 Annual Report.