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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)

**Poll Results of
 the Annual General Meeting held on 14 June 2019**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by the shareholders of the Company by way of poll at the AGM held on 14 June 2019.

The board of directors (the “**Board**”) of China Overseas Land & Investment Limited (the “**Company**”) is pleased to announce that all the resolutions as set out in the notice of annual general meeting (the “**AGM**”) dated 24 April 2019 (the “**AGM Notice**”) were duly passed by shareholders of the Company by way of poll as demanded by the Chairman at the AGM held on 14 June 2019, and the results are as follows:-

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
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 2018.	10,077,653,424 (99.99%)	82,000 (0.01%)	10,077,735,424 (100%)

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
2.	To approve the declaration of a final dividend for the year ended 31 December 2018 of HK50 cents per Share.	10,079,745,848 (100%)	0 (0.00%)	10,079,745,848 (100%)
3.	(a) To re-elect Mr. Yan Jianguo as Director.	9,772,887,148 (97.70%)	229,895,150 (2.30%)	10,002,782,298 (100%)
	(b) To re-elect Mr. Luo Liang as Director.	9,997,579,673 (99.18%)	82,164,357 (0.82%)	10,079,744,030 (100%)
	(c) To re-elect Mr. Guo Guanghui as Director.	9,997,579,673 (99.18%)	82,164,357 (0.82%)	10,079,744,030 (100%)
	(d) To re-elect Mr. Chang Ying as Director.	9,603,719,824 (95.28%)	476,024,206 (4.72%)	10,079,744,030 (100%)
4.	To authorise the Board to fix the remuneration of the Directors.	10,025,896,666 (99.89%)	10,813,742 (0.11%)	10,036,710,408 (100%)
5.	To appoint Messrs. PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.	10,042,441,028 (99.64%)	35,953,110 (0.36%)	10,078,394,138 (100%)

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
6.	To approve the granting to the Directors the general and unconditional mandate to buy back Shares up to 10% of the number of Shares in issue.	10,075,240,040 (99.96%)	3,809,000 (0.04%)	10,079,049,040 (100%)
7.	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 number of Shares.	7,668,337,536 (77.80%)	2,187,709,329 (22.20%)	9,856,046,865 (100%)
8.	To approve the extension of the authority granted to the Directors by resolution 7 above by adding the number of Shares bought back pursuant to the authority granted to the Directors by resolution 6 above.	7,683,540,822 (77.96%)	2,172,507,861 (22.04%)	9,856,048,683 (100%)
9.	To approve, ratify and confirm the 2019 Master Engagement Agreement (as defined in the circular of the Company dated 24 April 2019, the “ Circular ”) and the Continuing Connected Transactions (as defined in the Circular), and the implementation thereof, and to approve the Cap (as defined in the Circular).	3,944,398,654 (99.98%)	960,011 (0.02%)	3,945,358,665 (100%)
<p>As more than 50% of the votes were cast in favour of all of the above resolutions, all of the above resolutions were duly passed as ordinary resolutions.</p>				

Notes:

1. Number of shares entitling the holders to attend and vote on ordinary resolutions No. 1 to No. 8 at the AGM: 10,956,201,535 shares.
2. Number of shares for holders required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to abstain from voting on ordinary resolutions No. 1 to No. 8 at the AGM: Nil.
3. As stated in the Circular, China State Construction Engineering Corporation Limited (being the intermediate holding company of the Company) and its associates (including its wholly-owned subsidiaries, China Overseas Holdings Limited and Silver Lot Development Limited), which together held 6,134,345,183 Shares (representing approximately 55.99% of the total number of shares in issue of the Company) as at the date of the AGM, are required to abstain from voting on the ordinary resolution No. 9 at the AGM.
4. Number of shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules at the AGM: Nil.
5. The Company's registrar and transfer office, Tricor Standard Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

By Order of the Board
China Overseas Land & Investment Limited
Yan Jianguo
Chairman and Chief Executive Officer

Hong Kong, 14 June 2019

As at the date of this announcement, Mr. Yan Jianguo (Chairman and Chief Executive Officer) and Mr. Luo Liang and Mr. Guo Guanghui are the executive directors; Mr. Chang Ying is the non-executive director; and Mr. Lam Kwong Siu, Dr. Fan Hsu Lai Tai, Rita and Mr. Li Man Bun, Brian David are the independent non-executive directors of the Company.