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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Overseas Land & Investment Limited (the “**Company**”) will be held at Meeting Room “The Peak”, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:00 a.m. on Friday, 26 June 2020 for the following matters and purposes. Unless otherwise specified, capitalised terms contained in this notice shall have the same meanings ascribed to them in the circular dated 29 April 2020 (the “**Circular**”) issued by the Company.

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 2019.
2. To approve the declaration of a final dividend for the year ended 31 December 2019 of HK57 cents per Share.
3. To re-elect the retiring Directors, in particular:
 - (a) To re-elect Mr. Zhang Zhichao as Director;
 - (b) To re-elect Mr. Zhuang Yong as Director;
 - (c) To re-elect Mr. Guo Guanghui as Director;
 - (d) To re-elect Dr. Fan Hsu Lai Tai, Rita as Director;
 - (e) 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 appoint auditor and to authorise the Board to fix their remuneration. A special notice has been received in pursuant of Section 400(1)(a) of the Companies Ordinance to propose the following resolution as an ordinary resolution:

“**THAT.** Ernst & Young be appointed as the 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.”

To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

6. “THAT:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back Shares be and is hereby generally and unconditionally approved;

(b) the number of the Shares which may be bought back by the Company on the Stock Exchange or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of Shares in issue as at the date of passing this resolution (subject to adjustment according to paragraph (d) below), and the said approval shall be limited accordingly;

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles and/or the Companies Ordinance to be held;
or

(iii) the revocation or variation of the approval given under this resolution by an ordinary resolution of the Shareholders in general meeting; and

(d) if, after the passing of this resolution, the Company alters its share capital by converting its Shares into a larger or smaller number of Shares, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted by being multiplied by the following fraction:

A/B

Where:

A is the number of Shares in issue immediately after the alteration; B is the number of Shares in issue immediately before the alteration. Such adjustment shall take effect at the same time as the alteration takes effect.”

7. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to Section 141 of the Companies Ordinance, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to
 - (i) a Rights Issue (as defined below); or
 - (ii) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into Shares; or
 - (iii) the exercise of any rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles from time to time,

shall not exceed 20% of the number of Shares in issue at the date of passing this resolution (subject to adjustment according to paragraph (e) below) and the said approval given under paragraph (a) of this resolution above shall be limited accordingly;

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles and/or the Companies Ordinance to be held;
- (iii) the revocation or variation of the approval given under this resolution by an ordinary resolution of the Shareholders in general meeting;

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong); and

- (e) if, after the passing of this resolution, the Company alters its share capital by converting its Shares into a larger or smaller number of Shares, the number of Shares subject to the limits set out in paragraph (c) above shall be adjusted by being multiplied by the following fraction:

A/B

Where:

A is the number of Shares in issue immediately after the alteration; B is the number of Shares in issue immediately before the alteration. Such adjustment shall take effect at the same time as the alteration takes effect.”

- 8. “**THAT** conditionally upon the passing of the resolution nos. 6 and 7 set out in this notice, the general mandate granted to the Directors pursuant to the resolution no. 7 as set out in this notice be and is hereby extended by the addition thereto of a number of Shares representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to the resolution no. 6 as set out in this notice, provided that such number shall not exceed 10% of the number of Shares in issue as at the date of passing this resolution (subject to adjustment according to paragraph (e) of the resolution no.7).”

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

Hong Kong, 29 April 2020

Notes:

- (a) Any member entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy needs 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 Company's registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 11:00 a.m. on Tuesday, 23 June 2020 (i.e. at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or adjourned meeting (as the case may be)).
- (c) For determining the right to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 June 2020 to Friday, 26 June 2020, both days inclusive, during which period no transfers of Shares will be registered. In order to qualify for the right to attend and vote at the AGM, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates must be lodged with the Company's registrar and transfer office, Tricor Standard Limited, at the address set out at note (b) above, for registration not later than 4:30 p.m. on Monday, 22 June 2020.
- (d) The register of members of the Company will be closed on Friday, 3 July 2020, no transfer of Shares will be effected on that day. In order to determine the identity of the Shareholders for the entitlement of the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's registrar and transfer office, Tricor Standard Limited, at the address set out at note (b) above not later than 4:30 p.m. on Thursday, 2 July 2020.
- (e) With regard to matters nos. 1, 2, 3, 4 and 5 set out in this notice, relevant ordinary resolutions will be moved for each of these matters at the meeting.
- (f) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM in respect of the resolutions set out in this notice will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
- (g) With regard to matter no. 3 (re-election of retiring Directors) set out in this notice, separate ordinary resolutions will be moved at the meeting:
 - (i) To re-elect Mr. Zhang Zhichao as Director;
 - (ii) To re-elect Mr. Zhuang Yong as Director;
 - (iii) To re-elect Mr. Guo Guanghui as Director;
 - (iv) To re-elect Dr. Fan Hsu Lai Tai, Rita as Director;
 - (v) To re-elect Mr. Li Man Bun, Brian David as Director.

- (h) The details of Directors offering themselves for re-election as mentioned in resolution no. 3 were set out in Appendix II to the Circular to be sent to the members together with the Annual Report.
- (i) With respect to the resolution no. 6 set out in this notice, approval is being sought from members for a general mandate to be given to the Directors to buy back Shares. An explanatory statement containing the information with respect to this resolution was set out in Appendix I to the Circular.
- (j) With respect to the resolution nos. 7 and 8 set out in this notice, approval is being sought from members for general mandates to be given to the Directors to allot, issue and deal with Shares in accordance with the Listing Rules.
- (k) Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM 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.
- (l) In light of the continuing risks posed by the coronavirus disease 2019 (COVID-19) pandemic, the Company strongly encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to (1) appoint the Chairman of the AGM as your proxy to vote according to your indicated voting instructions or (2) view and listen to the AGM by webcast. Shareholders are advised to read the leaflet attached to this notice for further details.
- (m) As at the date of this notice, Mr. Yan Jianguo (Chairman), Mr. Luo Liang (Vice Chairman), Mr. Zhang Zhichao (Chief Executive Officer) and Mr. Guo Guanghui are the Executive Directors; Mr. Zhuang Yong (Vice Chairman) and Mr. Chang Ying are the Non-Executive Directors; 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.



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SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE 2020 ANNUAL GENERAL MEETING

In light of the continuing risks posed by the coronavirus disease 2019 (COVID-19) pandemic, China Overseas Land & Investment Limited (the “Company”) strongly encourages shareholders NOT to attend the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 26 June 2020 (the “AGM”) in person, and advises shareholders to:

- view and listen to the AGM by webcast. Shareholders not attending the AGM in person may join the AGM online as an observer to view a live webcast of the AGM proceedings through https://webcasts.asia.eqs.com/coli_agm2020 and may send questions relevant to the proposed resolutions to the Company from 9:00 a.m. on Monday, 22 June 2020 to 6:00 p.m. on Wednesday, 24 June 2020 via email at coli.pr@cohl.com. The Company may not be able to respond to all the questions, but will endeavour, where appropriate, to respond to such questions on the Company’s website as soon as practicable after the AGM. Shareholders should note that joining the webcast will not be counted towards a quorum nor will they be able to cast their votes online.
- appoint the Chairman of the AGM as your proxy to vote according to your indicated voting instructions. Non-registered shareholders whose shares are held through the Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult with them directly to assist in the appointment of proxy. The deadline to submit completed form of proxy in advance of the AGM is Tuesday, 23 June 2020 at 11:00 a.m. Completed forms of proxy must be returned to the Company’s registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. The form of proxy for use at the AGM can be downloaded from the Company’s website at www.coli.com.hk and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

The Company will adopt special arrangements and implement additional precautionary measures at the AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM which include without limitation:

- compulsory body temperature screening;
- mandatory use of surgical face masks (the Company will not provide face masks at the AGM);
- anyone attending the AGM is reminded to observe good personal hygiene at all times. Attendees are reminded that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Attendees who do not comply with any of the Company’s precautionary measures may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law;

- appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding;
- **No distribution of gifts or cake coupons and no refreshments will be served;** and
- In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain director(s) of the Company may attend the AGM through telephone conference, video conference or similar electronic means.

To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

We are closely monitoring the impact of COVID-19 in Hong Kong. Should any changes be made to the AGM arrangements, we will notify shareholders via an announcement posted on the Company's website (www.coli.com.hk) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).