
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **China Overseas Land & Investment Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

PROPOSALS FOR
(1) GENERAL MANDATES TO BUY BACK AND ISSUE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) CONTINUING CONNECTED TRANSACTIONS –
RENEWAL OF MASTER ENGAGEMENT AGREEMENT WITH
中國建築股份有限公司
(CHINA STATE CONSTRUCTION ENGINEERING
CORPORATION LIMITED)
AND
NOTICE OF ANNUAL GENERAL MEETING

Independent Financial Adviser
to the Independent Board Committee and the Independent Shareholders



紅日資本有限公司
RED SUN CAPITAL LIMITED

A letter from the Board is set out on pages 6 to 19 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 29 and 30 of this circular. A letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 31 to 46 of this circular.

A Notice of AGM to be held on Tuesday, 21 June 2022 at 11:00 a.m. is set out on pages 53 to 59 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event before 11:00 a.m. on Friday, 17 June 2022. The deposit of the duly completed and signed form of proxy at the Company's registrar and transfer office will not preclude you from attending and voting at the AGM or adjourned meeting (as the case may be) in person should you so wish.

In light of the continuing risks posed by the coronavirus disease 2019 (COVID-19) pandemic, it is possible that Shareholders and/or their proxies may not be able to attend in person at the AGM venue depending on prevailing Hong Kong Government regulations. 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 and/or (2) view and listen to the AGM by webcast. Shareholders are advised to read the leaflet attached to this circular for further details.

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 the Stock Exchange (www.hkexnews.hk).

29 April 2022

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held on Tuesday, 21 June 2022 at 11:00 a.m. at 7/F, Three Pacific Place, 1 Queen’s Road East, Hong Kong, the notice of which is set out on pages 53 to 59 of this circular, or any adjournment thereof
“Annual Report”	the annual report of the Company for the year ended 31 December 2021
“Articles”	the articles of association of the Company
“associate(s)”, “close associate(s)”, “connected person(s)”, “continuing connected transaction(s)”, “controlling shareholder(s)”, “core connected person(s)”, “percentage ratio(s), and “substantial shareholder(s)”	each has the same meaning ascribed to it under the Listing Rules
“associated corporation”	has the same meaning as ascribed to it under the SFO
“Board”	the board of Directors
“Cap(s)”	the maximum total contract sum of the contracts in respect of the Construction Related Services that may be awarded by the Group to the CSCECL Group for the relevant period(s)/year(s) under the Renewal Master Engagement Agreement
“CCT Resolution”	the ordinary resolution to approve the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps)
“COGO”	China Overseas Grand Oceans Group Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 81)

DEFINITIONS

“COHL”	China Overseas Holdings Limited, a company incorporated in Hong Kong with limited liability, the controlling shareholder of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	China Overseas Land & Investment Limited, a company incorporated in Hong Kong with limited liability and whose Shares are listed on the Main Board of the Stock Exchange (stock code: 688)
“Construction Related Services”	services including building design, construction, piling and foundation, building and property fitting-out work, interior decoration, installation of air-conditioning units and elevators
“COPL”	China Overseas Property Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 2669)
“CSC”	China State Construction International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 3311)
“CSCEC”	中國建築集團有限公司(China State Construction Engineering Corporation*), a state-owned corporation organised and existing under the laws of the PRC, and the ultimate holding company of CSCECL and the Company;
“CSCECL”	中國建築股份有限公司(China State Construction Engineering Corporation Limited), a joint stock company established in the PRC whose shares are listed on the Shanghai Stock Exchange (stock code: 601668) and is a non-wholly owned subsidiary of CSCEC and the intermediate controlling shareholder of the Company

DEFINITIONS

“CSCECL Group”	CSCECL and its subsidiaries (for the purpose of this circular excluding COHL, the Company, CSC and COPL, and their respective subsidiaries) from time to time
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries (excluding subsidiary(ies) listed on any stock exchange and their respective subsidiary(ies), if any) from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company, comprising all the Independent Non-executive Directors, who have no material interests in the Renewal Master Engagement Agreement
“Independent Financial Adviser” or “Red Sun”	Red Sun Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities), and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps)
“Independent Shareholder(s)”	the Shareholder(s), other than CSCECL and its associates
“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the number of Shares in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mainland China” or “PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Notice of AGM”	the notice convening the AGM as set out on pages 53 to 59 of this circular
“Previous Master Engagement Agreement”	the master agreement dated 1 April 2019 and made between the Company and CSCECL in respect of the engagement of the CSCECL Group as contractor providing the Construction Related Services to the Group in Mainland China for the period commenced from 1 July 2019 and ending on 30 June 2022
“Renewal Master Engagement Agreement”	the master agreement dated 31 March 2022 and made between the Company and CSCECL in respect of the engagement of the CSCECL Group as contractor providing the Construction Related Services to the Group in Mainland China for the period commencing from 1 July 2022 and ending on 30 June 2025
“RMB”	Renminbi, the lawful currency of Mainland China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy-back Mandate”	the general and unconditional mandate to buy back Shares up to 10% of the number of Shares in issue as at the date of passing of the relevant resolution
“Share Options”	means an option to subscribe for Shares granted pursuant to the share option incentive scheme adopted by the Company on 11 June 2018
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance whether incorporated in Hong Kong or elsewhere and “subsidiaries” shall be construed accordingly
“Takeovers Code”	Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

Unless otherwise specified in this circular, amounts denominated in Renminbi have been converted into Hong Kong dollars at the rate of RMB0.81 = HK\$1.00. The exchange rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be converted at the above rate or any other rates.

* *English translation for identification purpose only*

LETTER FROM THE BOARD



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)

Executive Directors:

Yan Jianguo (Chairman)

Luo Liang

Zhang Zhichao

Guo Guanghui

Registered Office:

10/F., Three Pacific Place,

1 Queen's Road East,

Hong Kong

Non-Executive Directors:

Zhuang Yong

Zhao Wenhai

Independent Non-Executive Directors:

Fan Hsu Lai Tai, Rita

Li Man Bun, Brian David

Chan Ka Keung, Ceajer

29 April 2022

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO BUY BACK AND ISSUE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) CONTINUING CONNECTED TRANSACTIONS –
RENEWAL OF MASTER ENGAGEMENT AGREEMENT WITH
中國建築股份有限公司
(CHINA STATE CONSTRUCTION ENGINEERING
CORPORATION LIMITED)
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed (i) re-election of retiring Directors (ordinary resolution no. 3); (ii) general mandates to buy back and issue Shares (ordinary resolutions nos. 6 to 8); (iii) renewal of the Previous Master Engagement Agreement with CSCECL (ordinary resolution no. 9) to enable you to make an informed decision on whether to vote for or against these resolutions, and (iv) the Notice of AGM (which is set out on pages 53 to 59 of this circular).

LETTER FROM THE BOARD

2. GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 22 June 2021, a general mandate was given to the Directors to exercise all the powers of the Company to, among others, buy back its own Shares. Such general mandate will lapse at the conclusion of the AGM unless renewed at that meeting.

At the AGM, ordinary resolution no. 6 will be proposed to grant the Share Buy-back Mandate to the Directors to buy back Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing of the relevant resolution.

Subject to the passing of the relevant resolution and on the assumption that there will be no change in the number of Shares in issue prior to the AGM, the Company will be allowed to buy back a maximum of 1,094,488,353 Shares (which represents 10% of the number of Shares in issue as at the Latest Practicable Date, i.e. 10,944,883,535 Shares).

The Share Buy-back Mandate will lapse on the earliest of, the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and/or the Articles, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in a general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 22 June 2021, a general mandate was given to the Directors to exercise all the powers of the Company to issue new Shares. Such general mandate will lapse at the conclusion of the AGM unless renewed at that meeting.

At the AGM, ordinary resolutions nos. 7 and 8 will be proposed to grant the Issue Mandate to the Directors to allot, issue and otherwise deal with new Shares up to 20% of the number of Shares in issue as at the date of passing the relevant resolution and the extension of the Issue Mandate by adding thereto the number of Shares bought back pursuant to the Share Buy-back Mandate.

Subject to the passing of the relevant resolution and on the assumption that there will be no change in the number of Shares in issue prior to the AGM, the Company will be allowed to issue a maximum of 2,188,976,707 Shares (which represents 20% of the number of Shares in issue as at the Latest Practicable Date, i.e. 10,944,883,535 Shares).

The Issue Mandate will lapse on the earliest of, the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and/or the Articles, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in a general meeting.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, of which four are Executive Directors, namely Mr. Yan Jianguo, Mr. Luo Liang, Mr. Zhang Zhichao and Mr. Guo Guanghui; two are Non-executive Directors, namely Mr. Zhuang Yong and Mr. Zhao Wenhai; and three are Independent Non-executive Directors, namely Dr. Fan Hsu Lai Tai, Rita, Mr. Li Man Bun, Brian David and Professor Chan Ka Keung, Ceajer.

In accordance with Articles 96 and 105(1) of the Articles, Mr. Guo Guanghui, Mr. Zhuang Yong, Mr. Zhao Wenhai and Mr. Li Man Bun, Brian David shall retire at the AGM and, being eligible, will offer themselves for re-election. As required by the Listing Rules, the biographical details of the retiring Directors are set out in Appendix II to this circular.

The Nomination Committee of the Company is responsible for overseeing the appointment or re-appointment of Directors and the succession planning of the Board, having due regard to the Board Diversity Policy and the Nomination Policy of the Company, and making recommendation to the Board. In considering the re-appointment of Directors, the Nomination Committee would take into account a range of diversity perspectives that would be attributable to the business needs of the Company, including but not limited to gender, age, educational background, professional experience, knowledge, culture and length of service.

For the purpose of the AGM, the Nomination Committee, having reviewed the Board's composition, nominated Mr. Guo Guanghui, Mr. Zhuang Yong, Mr. Zhao Wenhai and Mr. Li Man Bun, Brian David to the Board for it to recommend to the Shareholders for re-election at the AGM. Each re-election of the retiring Directors will be subject to separate resolution to be approved by the Shareholders at the AGM. Mr. Li Man Bun, Brian David who is a member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his own nomination was being considered.

Mr. Li Man Bun, Brian David, being an Independent Non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Mr. Li has been serving as an Independent Non-executive Director for more than nine years. In considering Mr. Li's re-appointment as Director, the Nomination Committee has assessed and considered that Mr. Li Man Bun, Brian David is not involved in the daily management of the Group nor in any relationships or circumstances which would interfere with the exercise of his independent judgment as an Independent Non-executive Director. Mr. Li has demonstrated his ability to provide independent view to the Company's affairs and meets the independence guidelines of the Listing Rules. There is no evidence that length of tenure has an adverse impact on independence of the Independent Non-executive Directors and the Directors are not aware of any circumstance that might influence Mr. Li's exercising his independent judgement. The Nomination Committee believes that Mr. Li's skills, knowledge and experiences will continue to benefit the Board, the Company and the Shareholders as a whole.

Based on the aforesaid, the Board, on the recommendation of the Nomination Committee, is of the view that Mr. Li is an accounting professional and has in-depth knowledge and wide experience in banking, corporate finance and management. He is able to complement the professional background of the composition of the Board in terms of expertise in banking and finance. The Board considers that the long service of Mr. Li also enabled him to get an in-depth understanding of the Group's business and operations. During the past year, Mr. Li attended and actively participated in the discussions in all Board meetings and committee meetings which he was eligible to attend. Mr. Li has expressed impartial views and comments, and given independent guidance to the Company over the years particularly in his role as the chairman of the Audit and Risk Management Committee of the Company and he continues demonstrating a firm commitment to his role.

Accordingly, the Nomination Committee and the Board, after having considered a balance of factors, such as skills, experience, contribution to the Company and diversity of perspectives appropriate to the requirements of the Company's business as set out in the Board Diversity Policy of the Company as well as the tenure of services, are satisfied that Mr. Li has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs supported by his perspectives, skills and experiences, and believes that Mr. Li will continue to maintain an independent view of the Company's affairs despite his length of service, and will continue to bring his relevant knowledge and experiences to the Board so as to enhance the diversity of the Board. The Board has recommended Mr. Li to be re-elected as Director at the AGM by way of separate resolution at the AGM upon the recommendation of the Nomination Committee.

LETTER FROM THE BOARD

5. RENEWAL OF MASTER ENGAGEMENT AGREEMENT WITH 中國建築股份有限公司 (CHINA STATE CONSTRUCTION ENGINEERING CORPORATION LIMITED)

Introduction

Reference is made to the announcement of the Company dated 31 March 2022 in relation to, among other things, the entering into of the Renewal Master Engagement Agreement between the Company and CSCECL to renew the Previous Master Engagement Agreement.

Renewal of Continuing Connected Transaction

On 1 April 2019, the Company and CSCECL entered into the Previous Master Engagement Agreement, pursuant to which the Group may engage the CSCECL Group as construction contractor for the Construction Related Services in Mainland China, subject to its annual caps.

The Previous Master Engagement Agreement will expire on 30 June 2022. The Directors expect that the Group will continue to invite the CSCECL Group to participate in competitive tenders for the Group's Construction Related Services in Mainland China from time to time. In this connection, on 31 March 2022, the Company and CSCECL entered into the Renewal Master Engagement Agreement for a term of three years commencing from 1 July 2022 and ending on 30 June 2025 (both dates inclusive), subject to the Caps.

Renewal Master Engagement Agreement

Date

31 March 2022

Parties

1. CSCECL; and
2. The Company.

Condition Precedent

The Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps) are conditional upon the Company having obtained the approval of the Independent Shareholders at the AGM by way of poll.

LETTER FROM THE BOARD

Subject Matter

The parties agreed that, for a term of three years commencing from 1 July 2022 and ending on 30 June 2025:

1. the Group may invite the CSCECL Group to participate in competitive tenders for the Group's Construction Related Services in Mainland China from time to time. The CSCECL Group may tender for the Group's Construction Related Services in Mainland China in accordance with the tendering procedures of the Group from time to time and on the same and normal terms as offered to other independent third-party construction contractors;
2. if any contract is awarded to the CSCECL Group as a result of the above tender, the CSCECL Group may act as contractor providing the Construction Related Services to the Group in Mainland China based on the terms of the successful tender provided that the maximum total contract sum that may be awarded by the Group to the CSCECL Group shall not exceed the corresponding Cap set out as below:

For the period from 1 July 2022 to 31 December 2022	For the financial year ending 31 December 2023	For the financial year ending 31 December 2024	For the period from 1 January 2025 to 30 June 2025
RMB12,000 million (approximately HK\$14,800 million)	RMB16,500 million (approximately HK\$20,400 million)	RMB9,500 million (approximately HK\$11,700 million)	RMB5,000 million (approximately HK\$6,200 million)

3. the contract sum in respect of the Construction Related Services payable by the Group to the CSCECL Group will be settled by the Group's internal resources pursuant to the payment terms set out in the tender documents for the specific contracts.

Pricing Basis

As a general principle, the prices and terms of the contracts shall be determined in the ordinary course of business and on normal commercial terms, negotiated on an arm's length basis and at prices and on terms no more favourable than those awarded to the independent third-party contractors of the Group.

The Group will normally invite construction contractors to participate in competitive tender for the Construction Related Services in accordance with its tendering procedures.

In conducting the Group's invitations to tender, review of tenders and tender selection, the participation of the CSCECL Group in the tender process shall not in any way affect the Group's tendering procedures, contract terms and selection principles. The CSCECL Group shall be treated in the same way as independent third parties.

LETTER FROM THE BOARD

The price and terms of the tenders awarded by the Group to the CSCECL Group for the Construction Related Services are subject to the standard and systematic tender procedures maintained by the Group, which apply to tenders submitted by both connected persons and independent third parties to ensure that the price and terms of the tender awarded by the Group to the CSCECL Group are no more favourable than those awarded to independent third parties.

1. Invitations to Tender

- (i) The Group has established its own list of approved contractors (which is subject to periodic review and update by its management, the “**List**”). All contractors invited to submit tenders for the Group’s projects are selected from the List. Contractors in the List include those contractors with or without prior working history with the Group. Contractors with working history with the Group will be subject to suitability assessment following completion of their works in the Group’s project. A contractor can be retained in the List if the result of such assessment is satisfactory to the Group. The Group will remove a contractor from the List if it fails to meet the minimum criteria for retention. If a contractor has no prior working history with the Group, the contractor will be subject to qualification evaluation and review to ascertain if it is suitable for including the contractor in the List.
- (ii) The number of tenders to be invited: for every tender for contract of the Construction Related Services, not less than three tenders will be invited.
- (iii) Selection of contractors to be invited to tender: the suitability of a contractor is assessed with general reference to selection criteria including but not limited to the contractor’s qualification grade, financial ability, technical capability, cooperation record, project management ability, quality of work and business management capability. Depending on the nature and the estimated value of the relevant construction contract, the person in charge and line managers of the regional office or the headquarter office shall conduct the vetting process to ascertain certain contractors to be invited to tender, following which the letter of invitation to tender will be issued.

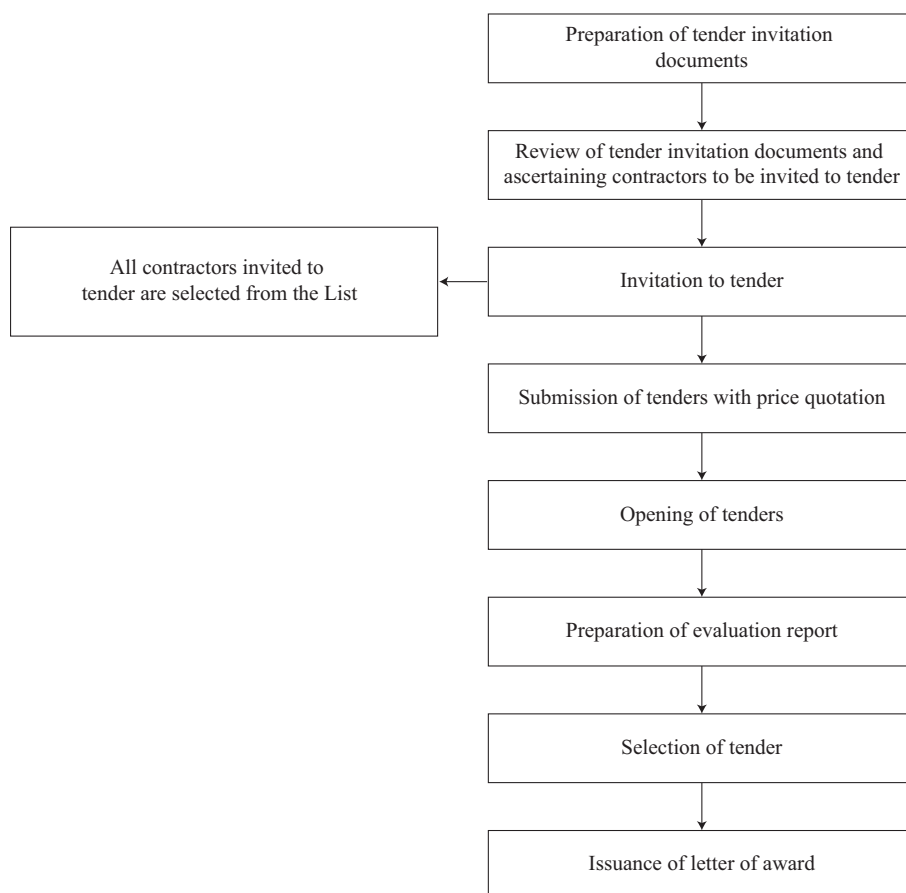
2. Tendering and Selection of Bids

- (i) Tendering: tender submission with price quotations shall be submitted through the Group’s online tendering system before the deadline. The submitted tender cannot be viewed before opening of tenders.
- (ii) Opening of tenders: tenders submitted will be opened in the presence of an officer from a non-tendering related department of the regional office of the Group (such as finance department) who will co-execute the tendering documents and perform the supervision function.

LETTER FROM THE BOARD

- (iii) Selection of tenders: based on the Group's established system of tendering, the winning bid will usually be the one conforming to the technical requirements with a reasonable and minimum price offered. The selection of tender is determined collectively by the decision-making body in a meeting where contents of the proposed tender, and the contractor's capability and risk of default are given full consideration. The relevant letter of award will be issued once the final decision is made in the meeting of the decision-making body based on the final tender amount.

Tendering Procedure



The Independent Non-executive Directors will regularly review the continuing connected transactions of the Company to ensure that they are entered into on normal commercial terms after arm's length negotiations, are fair and reasonable, and are carried out pursuant to the terms of such continuing connected transactions. The auditor of the Company would also conduct an annual review on the pricing and the annual caps of each of the continuing connected transactions. The Company will facilitate the provision of necessary information to its Independent Non-executive Directors and auditor for the purpose of such review.

LETTER FROM THE BOARD

Calculation of the Caps

The Caps are calculated with reference to the following factors:

1. the maximum total contract sums that might be awarded by the Group to the CSCECL Group in respect of the Construction Related Services in Mainland China under the Previous Master Engagement Agreement, being (i) RMB6,206 million (approximately HK\$7,662 million) for the period from 1 July 2019 to 31 December 2019; (ii) RMB19,768 million (approximately HK\$24,405 million) for the financial year ended 31 December 2020; (iii) RMB16,121 million (approximately HK\$19,902 million) for the financial year ended 31 December 2021; and (iv) RMB8,473 million (approximately HK\$10,460 million) for the period from 1 January 2022 to 30 June 2022;
2. the historical total contract sum awarded by the Group to the CSCECL Group as contractor providing the Construction Related Services to the Group in Mainland China under the Previous Master Engagement Agreement of (i) approximately RMB5,993 million (approximately HK\$7,399 million and the utilisation rate of 96.6%) for the period from 1 July 2019 to 31 December 2019; (ii) approximately RMB6,990 million (approximately HK\$8,630 million and the utilisation rate of 35.4%) for the financial year ended 31 December 2020; (iii) approximately RMB4,387 million (approximately HK\$5,416 million and the utilisation rate of 27.2%) for the financial year ended 31 December 2021; and (iv) approximately RMB1,075 million (approximately HK\$1,327 million and utilisation rate of 12.7%) for the period from 1 January 2022 to 31 March 2022;
3. the estimated total contract sum of new construction projects of the Group in Mainland China in the three-year period commencing from 1 July 2022 and ending on 30 June 2025 with reference to the Group's future growth and expansion in its land reserves in Mainland China for such period; and

LETTER FROM THE BOARD

4. the estimated total contract sum of the Construction Related Services in Mainland China for which the Group will invite the CSCECL Group to participate in competitive tender from time to time taking into account of the numbers and size of the potential new construction projects of the Group in Mainland China, two of which are mega-sized construction projects with an estimated contract sum in the region of RMB6,000 million to RMB10,000 million (approximately HK\$7,407 million to HK\$12,346 million) (each a “**Sizeable Contract**”) in the second half of 2022 and in year 2023. The first Sizeable Contract relates to a mega-sized project which was originally scheduled to commence during the year ended 2020, but is delayed to the second half of 2022 due to change in height restriction imposed by the PRC government. As the first mega-sized project may commence during the second half of 2022, the Cap during the period (i.e. RMB12,000 million) is increased by approximately 42% comparing with the Cap for the first half of 2022 (i.e. RMB8,473 million). In addition, the Group may award tender for the second Sizeable Contract during the year 2023 in respect of a mega-sized project acquired by the Group in the year 2021 and the Cap for the year 2023 is increased to RMB16,500 million. Since the Group anticipates that potential contribution attributable to the Sizeable Contract is minimal during the year 2024, the Cap during the period is RMB9,500 million, approximately 42% lower than the Cap for the year 2023.

Reasons for and Benefits of the Entering into the Renewal Master Engagement Agreement

Taking into account the CSCECL Group is one of the leading contractors in Mainland China and given the satisfactory cooperation between the Group and the CSCECL Group pursuant to the Previous Master Engagement Agreement, the entering into the Renewal Master Engagement Agreement with CSCECL would allow the Group to secure a more diverse base of contractors to participate in the construction projects of the Group; and if upon successful tender awarded to the CSCECL Group, could assure the quality of the Construction Related Services up to standards.

Having considered (i) the potential contributions attributable to the Sizeable Contracts in the second half of 2022 and in the year 2023; and (ii) the Group’s significant land reserves available for future development in Mainland China as well as its total gross floor areas under development as at 31 December 2021, the Directors (including the Independent Non-executive Directors after taking into account the advice from the Independent Financial Adviser) consider that the Renewal Master Engagement Agreement (including the Caps) has been entered into on normal commercial terms after arm’s length negotiations between the parties, and the transactions contemplated under the Renewal Master Engagement Agreement are expected to be entered into in the ordinary and usual course of business of the Group and on normal commercial terms after arm’s length negotiations between the parties, and the terms of the transactions contemplated under the Renewal Master Engagement Agreement (including the Caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

None of the Directors has a material interest in the Renewal Master Engagement Agreement and the transactions contemplated thereunder and no Director is required to abstain from voting on the Board resolutions approving the entering into of the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps).

General

The Group is principally engaged in property development and investment, and other operations.

CSCECL is the intermediate controlling shareholder of the Company. CSCECL is a contractor which is principally engaged in construction works in various cities in the PRC and various countries around the world.

CSCEC is the ultimate holding company of CSCECL and the Company. CSCEC, together with its subsidiaries (excluding those listed on any stock exchange and their respective subsidiary(ies)), is a conglomerate principally engaged in building construction, international contracting, real estate development and investment, infrastructure construction and investment and design and prospecting.

Listing Rules Implications

CSCECL is the intermediate controlling shareholder of the Company by virtue of its being interested in approximately 56.09% of the issued share capital of the Company. Accordingly, members of the CSCECL Group are connected persons of the Company. The transactions contemplated under the Renewal Master Engagement Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since the applicable percentage ratios in respect of the highest Cap exceed 5%, the transactions contemplated under the Renewal Master Engagement Agreement (including the Caps) are subject to the annual review, reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders should note that the Caps represent the best estimates by the Directors of the amount of the relevant transactions based on the information currently available. The Caps bear no direct relationships to, nor should be taken to have any direct bearings to, the financial or potential financial performance of the Group. The Group may or may not retain the CSCECL Group to engage in the Construction Related Services up to the level of the Caps, if at all, as its engagement is subject to tender procedures which are open to other independent third party contractors.

LETTER FROM THE BOARD

Independent Board Committee and Independent Financial Adviser

An Independent Board Committee comprising all the Independent Non-executive Directors has been formed to advise the Independent Shareholders in respect of the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps). The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

Additional Information

Your attention is drawn to the letter from the Independent Board Committee set out on pages 29 and 30 of this circular containing its recommendation to the Independent Shareholders and the letter from the Independent Financial Adviser set out on pages 31 to 46 of this circular containing its advice and recommendation to the Independent Board Committee and to the Independent Shareholders on the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps). Your attention is also drawn to the general information set out in the Appendix V to this circular.

6. ANNUAL GENERAL MEETING

A Notice of AGM to be held on Tuesday, 21 June 2022 at 11:00 a.m. is set out on pages 53 to 59 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event before 11:00 a.m. on Friday, 17 June 2022. The deposit of the duly completed and signed form of proxy at the Company's registrar and transfer office will not preclude you from attending and voting at the AGM or adjourned meeting (as the case may be) in person should you so wish.

7. VOTING BY WAY OF POLL

In accordance with Rule 13.39(4) of the Listing Rules, voting at the AGM will be conducted by poll. The chairman of the AGM will accordingly demand a poll in accordance with Article 74 of the Articles for all the resolutions set out in the Notice of AGM.

As at the Latest Practicable Date, CSCECL and its associates, in aggregate holding 6,138,999,183 Shares, representing approximately 56.09% of the issued share capital of the Company, will abstain from voting on the CCT Resolution at the AGM.

LETTER FROM THE BOARD

To the extent that the Directors are aware having made all reasonable enquiries, as at the Latest Practicable Date:

1. there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon CSCECL;
2. CSCECL was not subject to any obligations or entitlement whereby it had or it might have temporarily or permanently passed control over the exercise of the voting right in respect of its Shares to a third party, either generally or on a case-by-case basis; and
3. it was not expected that there would be any discrepancy between CSCECL's beneficial shareholding interest in the Company as disclosed in this circular and the number of Shares in respect of which it would control or would be entitled to exercise control over the voting right at AGM.

To the best knowledge of the Directors, as at the Latest Practicable Date, save as disclosed above, no other Shareholder is required to abstain from voting on the resolutions proposed at the AGM.

8. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, both dates inclusive, for the purpose of determining Shareholders' entitlement to attend and vote at the AGM.

In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the registrar of the Company, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 15 June 2022.

9. RECOMMENDATIONS

The Independent Board Committee, having taken into account the terms of the Renewal Master Engagement Agreement and the advice of the Independent Financial Adviser, is of the opinion that the transactions contemplated under the Renewal Master Engagement Agreement are expected to be entered into in the ordinary and usual course of business of the Group, and the Renewal Master Engagement Agreement (including the Caps) has been entered into on normal commercial terms after arm's length negotiations between the parties, and the terms of the transactions contemplated under the Renewal Master Engagement Agreement (including the Caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the CCT Resolution at the AGM.

LETTER FROM THE BOARD

The Directors also consider that the proposed ordinary resolutions as set out in the Notice of AGM (including the re-election of the retiring Directors, and the granting of Share Buy-back Mandate and Issue Mandate) are all in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all such resolutions at the AGM.

Yours faithfully,
for and on behalf of the Board
China Overseas Land & Investment Limited
Yan Jianguo
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE SHARE BUY-BACK MANDATE

This Appendix serves as an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules and also as a memorandum of the terms of a proposed buy-back of Shares required by section 239(2) of the Companies Ordinance, to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution.

LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their own fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

All proposed buy-back of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

(b) Source of funds

Buy-back must be funded out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Maximum number of Shares to be bought back

A maximum of 10% of the number of shares of a company in issue at the date of passing the relevant resolution may be bought back on the Stock Exchange.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 10,944,883,535 Shares.

Subject to the passing of the relevant resolution and on the assumption that there will be no change in the number of Shares in issue prior to the AGM, the Company will be allowed to buy back a maximum of 1,094,488,353 Shares (which represents 10% of the number of Shares in issue as at the Latest Practicable Date).

APPENDIX I EXPLANATORY STATEMENT FOR THE SHARE BUY-BACK MANDATE

REASONS FOR BUY-BACK

The Directors believe that it is in the best interest of the Company and the Shareholders to have general authority from the Shareholders to enable the Directors to exercise the Company's powers to buy back Shares on the Stock Exchange. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

FUNDING OF BUY-BACK

In buying back Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities and will be made out of funds legally available for such purpose (such as distributable profits of the Company or the proceeds of a fresh issue of Shares) in accordance with its Articles and the Companies Ordinance. The Companies Ordinance provides that a company may make a payment in respect of a share buy-back out of the distributable profits of the company or out of the proceeds of a fresh issue of shares made for the purpose.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report) in the event that the Share Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of the knowledge of the Directors, having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or any of its subsidiaries in the event that the Share Buy-back Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company or he/she has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Company is authorised to exercise the Share Buy-back Mandate.

APPENDIX I EXPLANATORY STATEMENT FOR THE SHARE BUY-BACK MANDATE

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-back pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Hong Kong.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could, as a result of such increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, COHL and its wholly-owned subsidiary (together "**COHL Group**") beneficially owned 6,138,999,183 Shares, in aggregate representing approximately 56.09% of the total number of Shares in issue. COHL is ultimately beneficially owned by CSCEC which is a state-owned enterprise established in Mainland China.

In the event that the Directors exercised in full the power to buy back Shares pursuant to the Share Buy-back Mandate, the shareholding of COHL Group (assuming that the Shares beneficially owned by COHL Group remain at 6,138,999,183 Shares) would be increased to approximately 62.32% of the then total number of Shares in issue. Thus, the exercise in full of the Share Buy-back Mandate by the Directors would not cause COHL Group to make a mandatory offer under Rules 26 and 32 under the Takeovers Code.

SHARE BOUGHT-BACK BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT FOR THE SHARE BUY-BACK MANDATE

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
March	21.95	18.50
April	20.60	19.30
May	19.66	18.30
June	19.78	17.56
July	18.56	16.18
August	19.26	16.28
September	18.48	15.42
October	19.04	16.62
November	19.22	16.10
December	19.86	17.88
2022		
January	24.00	18.16
February	25.65	23.10
March	25.40	19.18
April (up to the Latest Practicable Date)	27.35	22.50

APPENDIX II DETAILS OF DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

The followings are the particulars of the four retiring Directors proposed to be re-elected at the AGM.

Mr. GUO Guanghui

Executive Director and Vice President

Experience

Aged 49, graduated from Nanjing University of Science & Technology, holder of a master's degree, and is a senior accountant and a non-practising member of The Chinese Institute of Certified Public Accountants. He joined the Company and its subsidiaries in 2006 and is currently the Vice President of the Company and a director of certain subsidiaries of the Group and was appointed Executive Director of the Company with effect from 12 June 2018. Mr. Guo is also a Non-Executive Director of COGO (listed in Hong Kong). Mr. Guo has about 27 years' management experience in corporate finance and accounting.

Length of service

There is currently no service contract signed between the Company and Mr. Guo for services as Director. However, Mr. Guo has entered into an employment contract and a letter of appointment as Director with the Company. Mr. Guo is not appointed for a specific term. After Mr. Guo's re-appointment at the AGM, he will continue to serve on the Board until he resigns and he will be subject to retirement by rotation in accordance with the Articles.

Relationships

Other than in his capacity as an Executive Director and Vice President and the information disclosed as above, Mr. Guo has no relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. Guo has personal interests in 1,900,000 Shares of Share Options granted by the Company and 210,000 "A" shares in CSCECL.

Director's emoluments

Mr. Guo's current remuneration package entails total fixed annual remuneration of HK\$2,100,000 and discretionary bonuses pegged to performance. Such emoluments are determined by reference to his job responsibilities, the prevailing market conditions and the Company's operating performance and profitability.

Save as disclosed above, there is no other information relating to Mr. Guo Guanghui required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. ZHUANG Yong

Vice Chairman and Non-executive Director

Experience

Aged 45, graduated from the Chongqing University majoring in construction project management, real estate development and corporate management in 2000, and obtained a master of Architecture and Civil Engineering in 2007 from Chongqing University. Mr. Zhuang joined China Overseas Development Group Co., Ltd.* (the “**Property Group**”, a wholly-owned subsidiary of the Company) in 2000 and since then, he worked in various business units within the Property Group, such as human resources department, sales and marketing management department, and acted as Deputy General Manager of Shanghai Branch, General Manager of Nanjing Branch, General Manager of Suzhou Branch and Assistant General Manager of Western China regional companies. From 2015 to 2017, Mr. Zhuang served as the Assistant President of the Company and General Manager of Northern China regional companies, Vice President of the Company, and since October 2018, as General Manager of South China regional companies. With effect from 11 February 2020, Mr. Zhuang has also been appointed as the Non-Executive Director and Vice Chairman of the Board of the Company, and the Chairman and Executive Director of COGO (listed in Hong Kong). Mr. Zhuang is currently the director of COHL which is the substantial shareholder of the Company within the meaning of the SFO. He has about 21 years’ experience in corporate management.

Length of service

Mr. Zhuang entered into a service contract with the Company and it can be terminated by either party giving to the other not less than three months’ prior written notice. Mr. Zhuang is not appointed for a specific term of office. After Mr. Zhuang’s re-appointment at the AGM, he will continue to serve on the Board until he resigns and he will be subject to retirement by rotation in accordance with the Articles.

Relationships

Other than in his capacity as the Vice Chairman and Non-Executive Director and the information disclosed as above, Mr. Zhuang has no relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. Zhuang has personal interests in 2,200,000 Shares of Share Options granted by the Company and 500,000 shares of COGO.

Director’s emoluments

Mr. Zhuang does not receive any Director’s emoluments.

Save as disclosed above, there is no other information relating to Mr. Zhuang Yong required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. ZHAO Wenhai

Non-Executive Director

Experience

Aged 54, graduated from Tsinghua University, obtained a Bachelor of Science in Engineering and a Master of Science in Engineering. Mr. Zhao has served as deputy general manager of Department of Strategic Development of CITIC Group Corporation (“**CITIC Group**”) since December 2017. Mr. Zhao had been director assistant of Strategic and Planning Department, deputy general manager of Department of Risk Management, deputy general manager of Legal and Compliance Department of CITIC Group, general manager of CITIC Mining Technology Development Co., Ltd.. Mr. Zhao has been appointed as Non-Executive Director of the Company with effect from 20 October 2021.

Length of service

There is currently no service contract signed between the Company and Mr. Zhao for services as Director. However, Mr. Zhao has entered into a letter of appointment as Director with the Company. Mr. Zhao is not appointed for a specific term. After Mr. Zhao’s re-appointment at the AGM, he will continue to serve on the Board until he resigns and he will be subject to retirement by rotation in accordance with the Articles.

Relationships

Other than in his capacity as the Non-Executive Director and the information disclosed as above, Mr. Zhao has no relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. Zhao did not have, and was not deemed to have, any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Director’s emoluments

Mr. Zhao does not receive any Director’s emoluments.

Save as disclosed above, there is no other information relating to Mr. Zhao Wenhai required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. LI Man Bun, Brian David

JP, MA (Cantab), MBA, FCA

Independent Non-Executive Director

Chairman of the Audit and Risk Management Committee

Member of the Nomination Committee

Member of the Remuneration Committee

Member of the Corporate Governance Committee

Experience

Aged 47, Mr. Li joined the Board as an Independent Non-Executive Director of the Company on 19 March 2013 and was appointed Chairman and Member of the Audit and Risk Management Committee, Member of the Nomination Committee and Member of the Remuneration Committee on the same day. He was appointed Member of the Corporate Governance Committee on 29 March 2021. Mr. Li is Co-Chief Executive of The Bank of East Asia, Limited (“**BEA**”) (listed in Hong Kong), responsible for the overall management and control of BEA with a particular focus on its China and international businesses. Mr. Li joined BEA in 2002 and served as General Manager & Head of Wealth Management Division from July 2004 to March 2009. Mr. Li was subsequently appointed Deputy Chief Executive in April 2009, Executive Director in August 2014, and Co-Chief Executive of BEA in July 2019.

Mr. Li is currently an Independent Non-Executive Director and Chairman of the Board Audit and Risk Committee of Towngas Smart Energy Company Limited (formerly known as Towngas China Company Limited) (listed in Hong Kong), an Independent Non-Executive Director and Chairman of the Remuneration Committee of Shenzhen Investment Holdings Bay Area Development Company Limited (listed in Hong Kong), and an Independent Non-Executive Director of Guangdong Investment Limited (listed in Hong Kong).

Mr. Li holds a number of public and honorary positions, including being a member of the National Committee of the Chinese People’s Political Consultative Conference, a member of the Chief Executive’s Council of Advisers on Innovation & Strategic Development of the Government of the Hong Kong Special Administrative Region, a Council Member of the Hong Kong Trade Development Council, a Director of the Financial Services Development Council, and a Vice Chairman of the Asian Financial Cooperation Association.

Mr. Li is a Fellow of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He is also a Member of the Hong Kong Academy of Finance and a Full Member of the Treasury Markets Association. Mr. Li holds an MBA degree from Stanford University and a BA degree from the University of Cambridge.

APPENDIX II DETAILS OF DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

Length of service

There is currently no service contract signed between the Company and Mr. Li for services as Director. However, Mr. Li has entered into a letter of appointment as Director with the Company. Mr. Li is not appointed for a specific term. After Mr. Li's re-appointment at the AGM, he will continue to serve on the Board until he resigns and he will be subject to retirement by rotation in accordance with the Articles.

Relationships

Other than in his capacity as an Independent Non-Executive Director, Chairman of the Audit and Risk Management Committee, Members of the Nomination Committee, the Remuneration Committee and the Corporate Governance Committee and the information disclosed as above, Mr. Li has no relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. Li has personal interests in 5,660,000 Shares and 1,820,000 shares of COPL.

Director's emoluments

Mr. Li's current Director's emoluments are HK\$500,000 per annum. Such emoluments are determined by reference to his duties and responsibilities with the Company, the Company's standard for emoluments and the prevailing market conditions.

Save as disclosed above, there is no other information relating to Mr. Li Man Bun, Brian David required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

The following is the full text of the letter from the Independent Board Committee to the Independent Shareholders which was prepared for the purpose of inclusion in this circular.



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)

29 April 2022

To the Independent Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS –
RENEWAL OF MASTER ENGAGEMENT AGREEMENT WITH
中國建築股份有限公司
(CHINA STATE CONSTRUCTION ENGINEERING
CORPORATION LIMITED)**

We refer to the circular dated 29 April 2022 (the “**Circular**”) issued by the Company of which this letter forms part. Terms defined in the Circular shall have the same meanings herein unless the context otherwise requires.

The Independent Board Committee has been formed to advise the Independent Shareholders as to whether, in our opinion, the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps), are on normal commercial terms and are fair and reasonable, in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole. Red Sun has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same respect.

We wish to draw your attention to the letter from the Board, as set out on pages 6 to 19 of the Circular, and the text of a letter of advice from the Independent Financial Adviser, as set out on pages 31 to 46 of the Circular, both of which provide details of the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps).

Having considered (i) the terms of the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps), (ii) the advice and recommendations of the Independent Financial Adviser, and (iii) the relevant information contained in the letter from the Board, we are of the opinion that the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps) are on normal commercial terms and are fair and reasonable, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the CCT Resolution at the AGM.

Yours faithfully,

For and on behalf of the

Independent Board Committee

Fan Hsu Lai Tai, Rita

Independent

Non-executive Director

Li Man Bun, Brian David

Independent

Non-executive Director

Chan Ka Keung, Ceajer

Independent

Non-executive Director

The following is the full text of the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee and Independent Shareholders for inclusion in this circular.



紅日資本有限公司
RED SUN CAPITAL LIMITED

Unit 3303, 33/F, West Tower,
Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong
Tel: (852) 2857 9208
Fax: (852) 2857 9100

29 April 2022

To: The Independent Board Committee and the Independent Shareholders of
China Overseas Land & Investment Limited

Dear Sirs,

**CONTINUING CONNECTED TRANSACTIONS –
RENEWAL OF MASTER ENGAGEMENT AGREEMENT WITH
中國建築股份有限公司
(CHINA STATE CONSTRUCTION ENGINEERING
CORPORATION LIMITED)**

I. INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Renewal Master Engagement Agreement (together with the Caps) entered into between the Company and CSCECL. The transactions contemplated under the Renewal Master Engagement Agreement (the “**Continuing Connected Transactions**”) constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company (the “**Circular**”) to the Shareholders dated 29 April 2022, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

On 1 April 2019, the Company and CSCECL entered into the Previous Master Engagement Agreement, pursuant to which the Group may engage the CSCECL Group as construction contractor for the Construction Related Services in Mainland China, subject to the relevant annual caps.

As the Previous Master Engagement Agreement will expire on 30 June 2022 and the Directors expect that the Group will continue to invite the CSCECL Group to participate in competitive tenders for the Group's Construction Related Services in Mainland China from time to time, on 31 March 2022, the Company and CSCECL entered into the Renewal Master Engagement Agreement for a term of three years commencing from 1 July 2022 and ending on 30 June 2025 (both dates inclusive), subject to the Caps.

As at the Latest Practicable Date, CSCECL is the intermediate controlling shareholder of the Company. Accordingly, members of the CSCECL Group are connected persons of the Company. The transactions contemplated under the Renewal Master Engagement Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

II. THE INDEPENDENT BOARD COMMITTEE

The Board currently comprises Mr. Yan Jianguo as Executive Director and Chairman, Mr. Luo Liang as Executive Director and Vice Chairman, Mr. Zhang Zhichao as Executive Director and Chief Executive Officer, and Mr. Guo Guanghui as Executive Director, Mr. Zhuang Yong as Non-executive Director and Vice Chairman, Mr. Zhao Wenhai as Non-executive Director and Dr. Fan Hsu Lai Tai, Rita, Mr. Li Man Bun, Brian David and Professor Chan Ka Keung, Ceajer as Independent Non-executive Directors.

The Independent Board Committee comprising all the aforementioned Independent Non-executive Directors has been formed to advise the Independent Shareholders as to whether the Renewal Master Engagement Agreement and the Continuing Connected Transactions (together with the Caps), are on normal commercial terms and are fair and reasonable, in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole.

We, Red Sun, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in these respects and to give our opinion in relation to the Renewal Master Engagement Agreement and the Continuing Connected Transactions (together with the Caps), for the Independent Board Committee's consideration when making their recommendation to the Independent Shareholders.

III. OUR INDEPENDENCE

As at the Latest Practicable Date, we were independent from and not connected with the Company, the CSCECL Group and their respective shareholders, directors or chief executives, or any of their respective associates and accordingly, are qualified to give independent advice to the Independent Board Committee and the Independent Shareholders regarding the Renewal Master Engagement Agreement and the Continuing Connected Transactions (together with the Caps). In the previous two years, we did not act as an independent financial adviser to the Company under the Listing Rules.

Apart from the normal advisory fee payable to us in connection with our appointment as the Independent Financial Adviser, no arrangement exists whereby we shall receive any other fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

IV. BASIS AND ASSUMPTIONS OF OUR ADVICE

In formulating our advice to the Independent Board Committee and Independent Shareholders, we have relied solely on the statements, information, opinions, beliefs and representations for matters relating to the Group and the CSCECL Group and their respective shareholders and management contained in the Circular and the information and representations provided to us by the Group and/or its senior management (the “**Management**”) and/or the Directors. We have assumed that all such statements, information, opinions, beliefs and representations contained or referred to in the Circular (including this letter) or otherwise provided or made or given by the Group and/or the Management and/or the Directors and for which it is/they are solely responsible were true and accurate, and valid and complete in all material respects at the time they were made and given and continue to be true and accurate, and valid and complete in all material respects as at the date of the Circular. We have assumed that all the opinions, beliefs and representations for matters relating to the Group, and the CSCECL Group made or provided by the Management and/or the Directors contained in the Circular have been reasonably made after due and careful enquiry. We have also sought and obtained confirmation from the Company and/or the Management and/or the Directors that no material facts have been omitted from the information provided and referred to in the Circular.

We consider that we have been provided with sufficient information and documents to enable us to reach an informed view and the Management has assured us no material information has been withheld from us to allow us to reasonably rely on the information provided so as to provide a reasonable basis for our advice. We have no reason to doubt the truth, accuracy and completeness of the statements, information, opinions, beliefs and representations provided to us by the Group and/or the Management and/or the Directors and their respective advisers or to believe that material information has been withheld or omitted from the information provided to us or referred to in the aforesaid documents. We have not, however, carried out any independent verification of the information provided, nor have we conducted any independent investigation into the business and affairs of the Group, the CSCECL Group and their respective associates.

This letter is issued for the information of the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Renewal Master Engagement Agreement and the Continuing Connected Transactions (together with the Caps), and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

V. BACKGROUND INFORMATION OF THE CONTINUING CONNECTED TRANSACTIONS

In arriving at our opinion to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Renewal Master Engagement Agreement and Continuing Connected Transactions (together with the Caps), we have taken into consideration the following principal factors and reasons:

1. Background information of the Group and the CSCECL Group

1.1 Principal business and the financial information of the Group

The Group is principally engaged in the business of property development and investment, and other operations. The Group's business activities are principally carried out in Hong Kong, Macau and Mainland China.

Set out below is a summary of the Group's operating results extracted from (i) the results announcement of the Company for the year ended 31 December 2021 (the "2021 Results Announcement"); and (ii) the annual report of the Company for the year ended 31 December 2020 (the "2020 Annual Report"):

Summary of the Group's operating results

	For the year ended		
	31 December		
	2021	2020	2019
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
<i>Approximately</i>	<i>(million)</i>	<i>(million)</i>	<i>(million)</i>
	(audited)	(audited)	(audited)
Revenue	242,240.8	185,789.5	163,651.0
– Property development	236,355.6	180,785.8	159,186.0
– Property investment	4,667.3	4,052.1	3,749.5
– Other operations	1,217.9	951.6	715.5
Direct operating costs	(185,215.0)	(129,968.7)	(108,570.8)

As set out in the 2021 Results Announcement, the Group recorded a revenue of approximately RMB185.8 billion and RMB242.2 billion for the years ended 31 December 2020 and 2021, respectively, representing a growth rate of approximately RMB56.4 billion or 30.4%. Such increase was mainly attributable to the increase in revenue generated from property development from approximately RMB180.8 billion for the year ended 31 December 2020 to RMB236.4 billion for the year ended 31 December 2021, representing an increase of approximately RMB55.6 billion or 30.8%. The Group also recorded direct operating costs of approximately

RMB130.0 billion and RMB185.2 billion for the years ended 31 December 2020 and 2021, respectively, representing an increase of approximately RMB55.2 billion or 42.5%, which was mainly attributable to the increase of construction costs and land costs.

As set out in the 2020 Annual Report, the Group recorded a revenue of approximately RMB163.7 billion and RMB185.8 billion for the years ended 31 December 2019 and 2020, respectively, representing a growth rate of approximately RMB22.1 billion or 13.5%. Such increase was mainly attributable to the increase in revenue generated from property development from approximately RMB159.2 billion for the year ended 31 December 2019 to RMB180.8 billion for the year ended 31 December 2020, representing an increase of approximately RMB21.6 billion or 13.6%. The Group also recorded direct operating costs of approximately RMB108.6 billion and RMB130.0 billion for the years ended 31 December 2019 and 2020, respectively, representing an increase of approximately RMB21.4 billion or 19.7%. Such increase was broadly in line with the growth of revenue and was mainly attributable to the increase of construction costs and land costs.

1.2 Principal activities of the CSCECL Group

CSCECL is a contractor mainly engaged in building construction, international contracting, real estate development and investment, infrastructure construction and investment and provision of design and prospecting services. It has a vast network of construction subsidiaries in Mainland China.

According to the annual report of CSCECL for the year ended 31 December 2020, its total revenue increased by approximately 13.8% from approximately RMB1,419.8 billion for the year ended 31 December 2019 to approximately RMB1,615.1 billion for the year ended 31 December 2020. According to the annual report of CSCECL for the year ended 31 December 2021, its total revenue increased by approximately 17.1% from approximately RMB1,615.1 billion for the year ended 31 December 2020 to approximately RMB1,891.3 billion for the year ended 31 December 2021.

1.3 Overview of the economy

As set out on the website of the National Bureau of Statistics of the Mainland China (<http://data.stats.gov.cn>), year-on-year growth in gross domestic product for the Mainland China in 2021 was approximately 8.1% (2020: 2.2%).

The table below shows a summary of the Mainland China's urbanisation levels from 2014 to 2021:

	2014	2015	2016	2017	2018	2019	2020	2021
Total population (in millions)	1,376.5	1,383.3	1,392.3	1,400.1	1,405.4	1,410.1	1,412.1	1,412.6
Urban population (in millions)	767.4	793.0	819.2	843.4	864.3	884.3	902.2	914.3
Urbanisation rate (%)	55.8	57.3	58.8	60.2	61.5	62.7	63.9	64.7

Source: National Bureau of Statistics of China

The table below shows a summary of the Mainland China's disposable income of urban households per capita from 2017 to 2021.

	2017	2018	2019	2020	2021
Per Capita Disposable Income of Urban Households (RMB)	36,396	39,251	42,359	43,834	47,412

Source: National Bureau of Statistics of China

The annual disposable income per capita of urban households in the Mainland China has recorded a year-on-year increase during each of the years under review, namely from 2017 to 2021. Annual disposable income per capita of urban households in the Mainland China increased from approximately RMB36,396 in 2017 to approximately RMB47,412 in 2021, representing an average year-on-year increase of approximately 6.9%

In addition, we also noted that promotion of urbanisation remains one of the main objectives of the Mainland China government under its Fourteenth Five-Year Plan (十四五規劃), which sets out the overall direction of Mainland China government policies from 2021 to 2025. Pursuant to the Fourteenth Five-Year Plan, the Mainland China government has set the target for the percentage of permanent urban residents at 65% by 2025, an increase from approximately 63.9% recorded at the beginning of the Fourteenth Five-Year Plan.

The urbanisation rate and income per capita in the Mainland China have increased steadily in recent years. Furthermore, various government policies have been introduced with a view to promote the long term sustainability of Mainland China's real estate industry.

VI. PRINCIPAL FACTORS AND REASONS CONSIDERED

Renewal Master Engagement Agreement

1. Principal terms of the Renewal Master Engagement Agreement

Subject to the fulfilment of the conditions precedent to the Renewal Master Engagement Agreement, the Renewal Master Engagement Agreement will commence on 1 July 2022 and end on 30 June 2025.

Principal terms of the Renewal Master Engagement Agreement, including the pricing basis of the tenders awarded and to be awarded by the Group to the CSCECL Group, are set out in the section headed "Renewal Master Engagement Agreement" in the Letter from the Board in the Circular.

2. Reasons for and benefits of entering into the Renewal Master Engagement Agreement

The Group is principally engaged in the business of property development and investment, and other operations.

CSCECL is a contractor which is principally engaged in construction works in various cities in the PRC and various countries around the world.

As the CSCECL Group is one of the leading contractors in Mainland China for providing the Construction Related Services and the satisfactory cooperation between the Group and the CSCECL Group pursuant to the Previous Master Engagement Agreement, the entering into of the Renewal Master Engagement Agreement with CSCECL would allow the Group to secure a more diverse base of contractors to participate in the construction projects of the Group; and if upon successful tender is awarded to the CSCECL Group, the quality of the Construction Related Services can be assured.

As the Previous Master Engagement Agreement will expire on 30 June 2022 and the Directors expect that the Group will continue to invite the CSCECL Group to participate in competitive tender for the Group's Construction Related Services in Mainland China from time to time, on 31 March 2022, the Company and CSCECL entered into the Renewal Master Engagement Agreement for a term of three years commencing from 1 July 2022 and ending on 30 June 2025.

The Directors consider that Renewal Master Engagement Agreement (including the Caps) has been entered into on normal commercial terms after arm's length negotiations between the parties, and the transactions contemplated under the Renewal Master Engagement Agreement are expected to be entered into in the ordinary and usual course of business of the Group and on normal commercial terms after arm's length negotiations between the parties, and the terms of the transactions contemplated under the Renewal Master Engagement Agreement (including the Caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Having considered that the CSCECL Group's years of experience in provision of building construction, international contracting, real estate development and investment, infrastructure construction services and its network of construction subsidiaries in Mainland China, we concur with the Directors that the provision of Construction Related Services in Mainland China under the Renewal Master Engagement Agreement would secure the quality of the Construction Related Services in Mainland China and is beneficial to the Group and the Shareholders as a whole.

3. Pricing basis and tendering procedure of the Group in respect of the Construction Related Services

Based on the Letter from the Board, as a general principle, the prices and terms of the contracts under the Renewal Master Engagement Agreement shall be determined in the ordinary course of business, on normal commercial terms, negotiated on an arm's length basis and at prices and on terms no more favourable than those awarded to the independent third party contractors of the Group.

The Group will normally invite construction contractors to participate in competitive tender for the Construction Related Services in accordance with its tendering procedures.

In connection with the tender process, including the Group's invitations to tender, review of tenders and tender selection, the participation of the members of the CSCECL Group in the tender process shall not in any way affect the Group's tendering procedures, contract terms and selection principles. The members of the CSCECL Group shall be treated in the same way as independent third parties.

We also noted from the Letter from the Board that the price and terms of the tenders awarded by the Group to the CSCECL Group for the Construction Related Services are subject to the standard and systematic tender procedures maintained by the Group, which apply to tenders submitted by both connected persons and independent third parties to ensure that the price and terms of the tender awarded by the Group to the CSCECL Group are no more favourable than those awarded to independent third parties.

Based on our discussion with the Management, the Group maintains its own list of approved contractors (which is subject to periodic review and update, where necessary, by its management) (the “**Approval List**”). Contractors which are invited to submit tender(s) for the Group’s projects are selected from the Approval List. The Management will assess the suitability of a contractor with reference to selection criteria when determining which contractors are to be invited to submit tender. Such selection criteria include, among others, (i) contractor’s qualification grade; (ii) financial standing; (iii) technical capabilities; (iv) past cooperation record; (v) project management abilities; (vi) quality of work; and (vii) business management capabilities. Depending on the nature and the estimated value of the relevant construction contract, the personnel in charge and line manager(s) of the regional office or the headquarter office shall conduct the vetting process to ascertain which contractors are to be invited to tender. Subsequent to which, a letter of invitation to tender will be issued to the relevant contractors.

Following the submission of tenders from contractors, the Management will assess the tenders based on the Group’s established tendering system. The winning tender will usually be the one which conforms to the technical requirements with a reasonable and minimum price offered. The selection of tender is determined collectively by a designated decision-making body where contents of the proposed tender, the contractor’s capabilities and risks of default are taken into consideration. The relevant letter of award will be issued after the final decision is made in the meeting of the decision-making body based on the final tender amount.

With a view to assess whether the terms under the Renewal Master Engagement Agreement are fair and reasonable, we have, among other things, reviewed and discussed with the Management the internal standard procedures of the Group governing the tendering process (工程合約管理辦法) which sets out, among others, standard procedures for tenders covering areas, such as (i) preparation of tender invitation documents; (ii) submission of tenders with price quotation; (iii) preparation of evaluation report; (iv) selection of tender; and (v) issuance of letter of award (the “**Tender Procedures**”).

In addition, we have obtained and reviewed a total of 10 samples of the tender process related documents for awarded contracts, including tender process related documents for sampled contracts awarded to connected persons and independent third parties. These samples were selected after taking into consideration, size of the contracts, a coverage of various locations in Mainland China and the sampled tenders were submitted during the period of the Previous Master Engagement Agreement. The sampled tender documents for awarded contracts reviewed by us comprised of documents including (i) signed approval form from various departments on the invitations to tender documents; (ii) invitations to tender; (iii) tender documents submitted by various contractors; (iv) evaluation reports setting out the ranking of the contractors after the Company has taken into consideration, where relevant, their track record, the tender sum, feedback from different internal departments and relevant approval from each department on the conclusion of evaluation;

and (v) feedback during the tender process. Based on our discussions with the Management and our review of the aforesaid tender process related documents, we noted that the award of the sampled tenders were based on the internal standard procedures as set out under the Tender Procedures implemented by the Group, whether such was awarded to a connected person or an independent third party.

In addition, we understand from the Management that the Continuing Connected Transactions contemplated under the Renewal Master Engagement Agreement would subject to the review of the Independent Non-executive Directors to ensure that these transactions are (i) entered into after arm's length negotiations; (ii) conducted on normal commercial terms that are fair and reasonable; (iii) carried out pursuant to the terms of the Renewal Master Engagement Agreement and relevant internal control procedures; and (iv) the aggregate amount of the Continuing Connected Transactions on an annual basis does not exceed the relevant Cap. We have also discussed and understood from the Management that the auditor of the Company would also conduct an annual review on the pricing and the Caps under the Renewal Master Engagement Agreement.

Having taken into consideration of (i) the principal businesses of the Group; (ii) the reasons for and benefits of the Group to enter into the Renewal Master Engagement Agreement; (iii) the contracts for the Construction Related Services are subject to tenders, and that the pricing basis and tendering procedures of the Group in respect of the Construction Related Services, in particular, the prices and terms of the tender awarded to connected persons and independent third parties shall follow the same set of Tender Procedures implemented by the Group; and (iv) the internal control measures regarding the Continuing Connected Transactions of the Group as set out above, we concur with the Directors' view that the Renewal Master Engagement Agreement and the Continuing Connected Transactions are entered into in the ordinary and usual course of business of the Group, on normal commercial terms that are fair and reasonable.

4. Basis for determining the Caps

In respect of the Caps, the maximum total contract sum that may be awarded by the Group to the CSCECL Group during the term of the Renewal Master Engagement Agreement shall not exceed the corresponding amounts set out as below:

For the period between 1 July 2022 and 31 December 2022	For the year ending 31 December 2023	For the year ending 31 December 2024	For the period from 1 January 2025 to 30 June 2025
RMB12,000 million (approximately HK\$14,800 million) (the “2H2022 Cap”)	RMB16,500 million (approximately HK\$20,400 million) (the “2023 Cap”)	RMB9,500 million (approximately HK\$11,700 million) (the “2024 Cap”)	RMB5,000 million (approximately HK\$6,200 million) (the “1H2025 Cap”)

As set out in the Letter from the Board, the Caps are calculated with reference to the following factors:

- The respective historical annual caps, and the respective actual total contract sum of Construction Related Services provided by the CSCECL Group to the Group in Mainland China for each of the following periods/years are listed below:

	For the period between 1 July 2019 and 31 December 2019	For the year ended 31 December 2020	For the year ended 31 December 2021	For the period between 1 January 2022 and 30 June 2022
Historical annual cap	RMB6,206 million (approximately HK\$7,662 million)	RMB19,768 million (approximately HK\$24,405 million)	RMB16,121 million (approximately HK\$19,902 million)	RMB8,473 million (approximately HK\$10,460 million)
Actual total contract sum	approximately RMB5,993 million (approximately HK\$7,399 million)	approximately RMB6,990 million (approximately HK\$8,630 million)	approximately RMB4,387 million (approximately HK\$5,416 million)	approximately RMB1,075 million* (approximately HK\$1,327 million)
Utilisation rate (%)	96.6%	35.4%	27.2%	12.7%*

* The figure is prepared based on the internal management records of the Company up to 31 March 2022 and, where applicable, may vary subject to audit or review by external auditors.

- The estimated total contract sum of new construction projects of the Group in Mainland China in the three-year period commencing from 1 July 2022 and ending on 30 June 2025, with reference to the Group’s future growth and expansion in its land reserves in Mainland China for such period; and

3. The estimated total contract sum of the Construction Related Services in Mainland China for which the Group will invite the CSCECL Group to participate in competitive tender from time to time taking into account of the numbers and size of the potential new construction projects of the Group in Mainland China, two of which are construction projects with an estimated contract sum of in the region of RMB6,000 million to RMB10,000 million (approximately HK\$7,407 million to HK\$12,346 million) each in the second half of 2022 and in year 2023.

Our analysis of the Caps

In assessing the fairness and reasonableness of the Caps, we have conducted the following work and analysis:

- (i) historical utilisation rate of the historical annual cap under the Previous Master Engagement Agreement for the period from 1 July to 31 December 2019 was over 95%;
- (ii) given the award of the contracts are subject to the progress of the relevant construction projects, in particular, sizeable construction projects. The delay or change in the commencement of sizeable construction projects and/or work scope has and will continue to affect the utilisation rate of the Cap for a given year/period, as evidenced by the delay in the commencement of one of the sizeable contracts with an estimated contract sum of in the region of RMB6,000 million to RMB10,000 million, which was originally scheduled to commence during the year ended 31 December 2020. On this basis, the utilisation rate has been lowered than the subject annual cap for the year ended 31 December 2020, which was approximately 35.4%. On the basis that the aforesaid construction project commenced as scheduled and that the relevant contract was awarded to the CSCECL Group, the historical utilisation rate of the historic annual cap would have been notably higher for the subject year. The Management advised that the delay of the aforementioned construction project was primarily due to additional modifications to various aspects of the projects had to made to comply with the relevant regulation on height restriction imposed by the Mainland China government. In this connection, subject to the progress of sizeable contracts, the utilisation rate of the Caps may continue to fluctuate from time to time going forward;

- (iii) the Management advised that the relatively low utilisation of the Caps for the year ended 31 December 2021 and for the period from 1 January 2022 to 30 June 2022 (based on data up to 31 March 2022) were attributable to a number of factors, including among others, the temporary effects of the PRC government policies on the property sector such as the “Three Red Lines” and “housing are for habitation, not speculation*” (房住不炒) ideology, which were intended to promote the long-term sustainability of the PRC property sector. During the year ended 31 December 2021, the PRC government’s efforts on cooling the overheated property sector had attained success, but inevitably, the overall sales and construction activities in the PRC property market has experienced a temporary slowdown as a result. The Management considered that the market participants in the PRC property market have continued to readjust themselves to comply and develop under the aforesaid PRC government policies during such period and that there have been indications of a market recovery. Given the Group’s stable financial position and proven track record, the Management considered that the Group is well positioned to seize market opportunities and continue its development on the back of an expanding PRC economy with a target government GDP growth rate of 5.5% for 2022, as well as favorable long term PRC government policies, such as promotion of urbanisation under the Fourteenth Five-Year Plan, favorable family planning policies encouraging couples to have up to three children and reduction in mortgage interest rates;
- (iv) in determining the Caps, we understand that the Management has also taken into consideration, among others, (a) the Group, together with its associates and joint ventures’ (the “**Group Series of Companies**”) (excluding COGO), has significant land reserves available for future development in Mainland China, being in excess of 50.0 million sq.m. as at 31 December 2021; and (b) the total gross floor area (“**GFA**”) under development of the Group as well as a list of the Group’s construction projects scheduled to be commenced in or around 2022;
- (v) we noted from a project schedule prepared by the Management in relation to the projects on hand and potential projects, which CSCECL Group maybe invited to submit tender, and our discussion with them that (a) the Group is expected to carry out more than a hundred construction projects, which included residential property development projects, commercial property development projects and mixed use property development projects, during the year ended 31 December 2022; (b) the Group has scheduled to commence over 50 construction projects with estimated contract sum in the range of RMB200 million to over RMB1,000 million each (not including the Sizeable Contracts as defined hereinafter); (c) the

Group is also expected to acquire and develop additional land banks during the coming three years; and (d) we understand that the project schedule was prepared by the Management based on information available at the relevant time and such does not include any potential new projects that may be subsequently introduced during the period up to 30 June 2025. In this connection, with a view to assess the reasonableness of the Caps, we have reviewed the project schedule, the 2021 Results Announcement as well as other published information of the Group and noted that (a) the Group Series of Companies achieved a year-on-year contracted property sale increase in 2021, and that in 31 cities, representing one-third of the domestic cities in which the Group Series of Companies operates, the Group Series of Companies attained top-three sales positions in those local property markets, furthermore, it is the Group's stated strategy to continue its development of "major cities, main stream areas and main stream products", and deeply cultivate major cities with good economic growth and large population inflow; (b) during 2021, the Group Series of Companies added 98 land parcels with total attributable land premium of RMB161.02 billion, which included 57 land parcels acquired by the Group in 25 cities in Mainland China, adding a total GFA of 11.65 million sq.m. to the land reserve of the Group; (c) 22 commercial projects held by the Group Series of Companies are planned to be put into operation in 2022, with GFA of 1.35 million sq.m. expected to be added; and (d) as at 31 December 2021, the Group Series of Companies (excluding COGO) had a total land reserve of 51.00 million sq.m., which is available for future development subject to the Group's project development schedule;

- (vi) the Management has also taken into consideration potential sizeable construction projects to be available for tender, which the Group may, where consider appropriate, invite the CSCECL Group to tender for the provision of Construction Related Services in Mainland China, among which include two sizeable potential construction contracts (each a "**Sizeable Contract**"), each with an estimated contract sum in the region of RMB6,000 million to RMB10,000 million, estimated to commence during the six months period ending 31 December 2022 and the year ending 31 December 2023, respectively. On this basis, both the 2H2022 Cap and the 2023 Cap would have been notably lower in the absence of the Sizeable Contracts. For illustration purposes only, (a) the 2H2022 Cap (without the potential contribution of RMB6,000 million to RMB10,000 million attributable to the Sizeable Contract) would represent less than 50% of the historical cap for the period between 1 January 2022 and 30 June 2022; and (b) the 2023 Cap (without the potential contribution of RMB6,000 million to RMB10,000 million attributable to the Sizeable

Contract) for the full year ended 31 December 2023 would only be at a similar level to the historical cap for the six months period between 1 January 2022 and 30 June 2022;

- (vii) the 2024 Cap of RMB9,500 million represents a reasonable increase compared to the 2023 Cap (excluding the potential contribution attributable to the Sizeable Contract, assuming that the potential contribution to be at mid-point under the Management's assumptions of RMB8,000 million), and the 1H2025 Cap for the six months period from 1 January 2025 to 30 June 2025 of RMB5,000 million, on an annualised basis represents an increase of approximately 5.3% compared to the 2024 Cap of RMB9,500 million. Such rate of increase is considered reasonable as it would allow flexibility for the fluctuation of contract sum to be awarded to the CSCECL Group during the relevant period. The historical year-on-year fluctuation of aggregate contact sum awarded to the CSCECL Group between 2019 to 2021 were approximately 26.3% to 37.2%;
- (viii) based on the respective Caps for each of the year ending 31 December 2023, 31 December 2024 and the period between 1 January 2025 to 30 June 2025, the CSCECL Group is only estimated to be awarded with a portion of the total GFA under development of the Group in Mainland China; and
- (ix) while contracts are awarded through competitive tenders, the Caps provide the Group with the flexibility but not the obligation to invite the CSCECL Group to submit tender for the Group's Construction Related Services in Mainland China.

Having considered that (i) the overview of the Mainland China economy, which have been set out under the paragraph headed "1.3 Overview of the economy" in this letter above; (ii) our analysis on the Caps, including, among others, the potential contribution attributable to the Sizeable Contracts with a contract sum of in the region of RMB6,000 million to RMB10,000 million each, subject to outcome of the tenders; (iii) the Group's significant land reserves available for future development in Mainland China as well as its total GFA under development as at 31 December 2021; and (iv) the basis for the Caps, we consider the basis for determining the Caps to be fair and reasonable so far as the Company and the Independent Shareholders are concerned.

Nevertheless, the Shareholders are advised that the Caps represent an estimate by the Group based on the information available at the time. In addition, the Caps would provide the Group with the flexibility but not the obligation to invite the CSCECL Group to submit tender for the Group's Construction Related Services in Mainland China.

VII. RECOMMENDATION

Having considered the factors as set out in this letter above, in particular,

- (i) the reasons for and benefits of entering into the Renewal Master Engagement Agreement;
- (ii) the provision of Construction Related Services in Mainland China by the CSCECL Group to the Group contemplated under the Renewal Master Engagement Agreement is a furtherance and continuance of the Group's businesses;
- (iii) the provision of Construction Related Services in Mainland China by the CSCECL Group to the Group contemplated under the Renewal Master Engagement Agreement shall subject to the Group's tender procedures and will be conducted in the ordinary and usual course of business of the Group and on normal commercial terms that are no less favourable than those prices and terms available to independent third parties to the Group; and
- (iv) the basis for determining the Caps and our analysis on the Caps, details of which are set out under the section headed "4. Basis for determining the Caps" in this letter above,

we are of the view that the Continuing Connected Transactions are in the ordinary and usual course of business of the Group and on normal commercial terms and in the interests of the Company and the Shareholders as a whole, and the terms of which, including the Caps, are fair and reasonable so far as the Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend, and we recommend, the Independent Shareholders to vote in favour of the relevant resolution to approve the Renewal Master Engagement Agreement and the Continuing Connected Transactions (together with the Caps) at the AGM.

Yours faithfully,
For and on behalf of
Red Sun Capital Limited
Lewis Lai
Managing Director

Mr. Lewis Lai is a Responsible Officer of Red Sun Capital Limited to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and permitted to undertake work as sponsor. He has over 15 years of experience in corporate finance industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

At the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have been taken under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules (the “**Model Code**”), to be notified to the Company and the Stock Exchange were as follows:

(a) Long positions in shares and underlying shares of the Company

(i) *Long Positions in the Shares* (all being personal interest and being held in the capacity of beneficial owner)

Name of Director	Number of Shares held	% of Shares in issue ^(Note)
Mr. Li Man Bun, Brian David	5,660,000	0.0517%

Note: The percentage was based on the total number of Shares in issue as at the Latest Practicable Date (i.e. 10,944,883,535 Shares).

**(ii) Long positions in Share Options relating to the Shares
(all being personal interest and being held in the capacity of beneficial owner)**

Name of Director	Date of grant	Subscription price HK\$ (per Share)	Exercise period (Note b)	Balance as at 1 January 2021	Number of Share Options			Balance as at the Latest Practicable Date
					Granted	Exercised	Cancelled/ lapsed	
Mr. Yan Jianguo	29.06.2018	25.85	29.06.2020 to 28.06.2024 (Note c)	700,000	-	-	-	700,000
	24.11.2020	18.724	24.11.2022 to 23.11.2026 (Note d)	1,800,000	-	-	-	1,800,000
Mr. Luo Liang	29.06.2018	25.85	29.06.2020 to 28.06.2024 (Note c)	700,000	-	-	-	700,000
	24.11.2020	18.724	24.11.2022 to 23.11.2026 (Note d)	1,600,000	-	-	-	1,600,000
Mr. Zhang Zhichao	29.06.2018	25.85	29.06.2020 to 28.06.2024 (Note c)	550,000	-	-	-	550,000
	24.11.2020	18.724	24.11.2022 to 23.11.2026 (Note d)	1,600,000	-	-	-	1,600,000
Mr. Guo Guanghui	29.06.2018	25.85	29.06.2020 to 28.06.2024 (Note c)	600,000	-	-	-	600,000
	24.11.2020	18.724	24.11.2022 to 23.11.2026 (Note d)	1,300,000	-	-	-	1,300,000
Mr. Zhuang Yong	29.06.2018	25.85	29.06.2020 to 28.06.2024 (Note c)	600,000	-	-	-	600,000
	11.11.2021	18.70 (Note a)	11.11.2023 to 10.11.2027 (Note e)	-	1,600,000	-	-	1,600,000

Notes:

- (a) The closing price of the Shares immediately before the date of grant (i.e. as of 10 November 2021) was HK\$17.80.
- (b) Exercise of the Share Options is conditional upon the achievement of certain individual performance targets of each eligible person and certain financial performance targets of the Company as determined by the Board.
- (c) One-third of the Share Options granted will be vested on each of 29 June 2020, 29 June 2021 and 29 June 2022.
- (d) One-third of the Share Options granted will be vested on each of 24 November 2022, 24 November 2023 and 24 November 2024.
- (e) One-third of the Share Options granted will be vested on each of 11 November 2023, 11 November 2024 and 11 November 2025.

**(b) Long positions in shares and underlying shares of the associated corporation
(all being personal interest and being held in the capacity of beneficial owner)**

Name of associated corporations	Name of Director	Number of shares held <i>(Note 2)</i>	% of shares in issue <i>(Note 1)</i>
China State Construction Engineering Corporation Limited	Mr. Luo Liang	294,000	0.001%
	Mr. Zhang Zhichao	70,000	0.000%
	Mr. Guo Guanghui	210,000	0.001%
China State Construction International Holdings Limited	Mr. Luo Liang	3,531,469	0.070%
China Overseas Property Holdings Limited	Mr. Li Man Bun, Brian David	1,820,000	0.055%
China Overseas Grand Oceans Group Limited	Mr. Luo Liang	105,000	0.003%
	Mr. Zhuang Yong	500,000	0.015%
China State Construction Development Holdings Limited	Mr. Zhang Zhichao	2,984,000	0.138%

Notes:

- The percentage represents the number of shares interested divided by the number of shares of the related associated corporation in issue (as the case may be) as at the Latest Practicable Date.
- The number of shares of CSCECL held by each of Mr. Luo Liang, Mr. Zhang Zhichao and Mr. Guo Guanghui represented the “A” shares in CSCECL under the A-shares Restricted Stock Incentive Plan (Phase II) of CSCECL together with bonus shares on the basis of four bonus “A” shares for every ten existing “A” shares.

Save as disclosed above, at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

At the Latest Practicable Date, there was no contract or arrangement subsisting in which any of the Directors was materially interested and which was significant in relation to the business of the Group.

At the Latest Practicable Date, none of the Directors or proposed Directors had any direct or indirect interest in any assets which had been, since 31 December 2021 (being the date to which the latest published audited consolidated financial statements of the Company were made up), acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group.

Save as disclosed in the paragraph headed “Competing Business Interests of Directors” below, so far as was known to the Directors, at the Latest Practicable Date, none of the Directors was a director or employee of a company which had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. SERVICE CONTRACTS

At the Latest Practicable Date, none of the Directors had any service contract or a proposed service contract with any member of the Group which is not expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

4. COMPETING BUSINESS INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the interests of the Directors in the businesses (other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or member of the Group) which are considered to compete or are likely to compete, either directly or indirectly, with the businesses of the Group were as follows:

Mr. Yan Jianguo, the Chairman and Executive Director of the Company, is also the chairman and president of COHL and the chairman and non-executive director of CSC. Mr. Zhang Zhichao, the Executive Director and the Chief Executive Officer of the Company, is also a director of COHL. Mr. Zhuang Yong, the Vice Chairman and Non-executive Director of the Company, is also a director of COHL and the chairman and executive director of COGO. Mr. Guo Guanghui, the Executive Director of the Company, is also a non-executive director of COGO. COHL, COGO and CSC are engaged in construction, property development and related businesses.

Save as disclosed above, the Company had not been notified of any other relationship among the Directors, senior management or substantial or controlling shareholders of the Company.

The entities in which the above Directors had declared interests are managed by separate boards of directors and management, which are accountable to their respective shareholders. In addition, the Board includes three Independent Non-executive Directors and one Non-executive Director (other than Mr. Zhuang Yong) whose views carry significant weight in the Board's decisions. The Audit and Risk Management Committee of the Company, which consists of three Independent Non-executive Directors, meets regularly to assist the Board in reviewing the financial performance, internal control, risk management and compliance systems of the Company and its subsidiaries. The Company is, therefore, capable of carrying on its businesses independently of, and at arm's length from, the businesses in which the Directors had declared interests.

Save as disclosed above, at the Latest Practicable Date, none of the Directors or proposed Directors or their respective close associates (as if each of them were treated as a controlling shareholder under Rule 8.10 of the Listing Rules) had any competing interests in a business which competed or was likely to compete with the Group's business.

5. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion and advice, which are contained in this circular:

Name	Qualification
Red Sun Capital Limited	a corporation licensed to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, Red Sun had no shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Red Sun has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they are included.

As at the Latest Practicable Date, Red Sun did not have any direct or indirect interest in any assets which have been, since 31 December 2021 (being the date to which the latest published consolidated financial statements of the Company were made up), acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group.

The letter from Red Sun is given as of the date of this circular for incorporation herein.

6. MATERIAL ADVERSE CHANGE

At the Latest Practicable Date, the Directors confirmed that there is no material adverse change in the financial or trading position of the Group since 31 December 2021, the date to which the latest published audited consolidated financial statements of the Company were made up.

7. GENERAL

The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.

8. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.coli.com.hk>) for a period of 14 days from the date of this circular:

- (a) the Previous Master Engagement Agreement;
- (b) the Renewal Master Engagement Agreement;
- (c) the letter from the Independent Board Committee, the text of which is set out in Appendix III to this circular;
- (d) the letter from the Independent Financial Adviser, the text of which is set out in Appendix IV to this circular; and
- (e) the letter of consent from the expert referred to under the section headed “Expert and Consent” in this Appendix V.

NOTICE OF ANNUAL GENERAL MEETING



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 7/F, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Tuesday, 21 June 2022 at 11:00 a.m. 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 2022 (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 2021.
2. To approve the declaration of a final dividend for the year ended 31 December 2021 of HK76 cents per Share.
3. To re-elect the retiring Directors, in particular:
 - (a) To re-elect Mr. Guo Guanghui as Director;
 - (b) To re-elect Mr. Zhuang Yong as Director;
 - (c) To re-elect Mr. Zhao Wenhai 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 appoint auditors for the ensuing year and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

NOTICE OF ANNUAL GENERAL MEETING

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).”
9. “**THAT:**
- (a) (i) the Renewal Master Engagement Agreement (as defined in the Circular) (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
- (ii) the Caps (as defined in the Circular) for the period from 1 July 2022 to 30 June 2025 be and are hereby approved; and
- (b) any one Director be and is hereby authorised for and on behalf of the Company to execute any such other documents, instruments and agreements and to do any such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Renewal Master Engagement Agreement and the transactions contemplated thereunder, including the affixing of common seal of the Company thereon.”

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

Hong Kong, 29 April 2022

NOTICE OF ANNUAL GENERAL MEETING

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 am on Friday, 17 June 2022 (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 Thursday, 16 June 2022 to Tuesday, 21 June 2022, 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 Wednesday, 15 June 2022.
- (d) The register of members of the Company will be closed on Monday, 27 June 2022, 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 Friday, 24 June 2022.
- (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. Guo Guanghui as Director;
 - (ii) To re-elect Mr. Zhuang Yong as Director;
 - (iii) To re-elect Mr. Zhao Wenhai as Director;
 - (iv) 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.

NOTICE OF ANNUAL GENERAL MEETING

- (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) With respect to the resolution no. 9 set out in this notice, approval is being sought from members for the Renewal Master Engagement Agreement and the transactions contemplated thereunder (including the Caps).
- (l) 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.
- (m) If a typhoon signal No.8 (or above) is hoisted or extreme conditions and/or a black rainstorm warning signal are in force at any time between 9:00 a.m. and 11:00 a.m. on the date of the AGM, the AGM may be adjourned to a later date and/or time as determined by the Company. The Company will publish an announcement on the websites of both the Stock Exchange (<http://www.hkex.com.hk>) and the Company (<http://www.coli.com.hk>) to notify the Shareholders that the AGM has been adjourned (however, a failure to publish such a notice shall not affect the adjournment of such meeting). The Company will publish a further announcement on the websites of the Stock Exchange and the Company to notify the Shareholders of the date, time and location of the adjourned AGM. Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.
- (n) In light of the continuing risks posed by the coronavirus disease 2019 (COVID-19) pandemic, it is possible that Shareholders and/or their proxies may not be able to attend in person at the AGM venue depending on prevailing Hong Kong Government regulations. 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 and/or (2) view and listen to the AGM by webcast. Shareholders are advised to read the leaflet attached to this notice for further details. In the event of any regulation imposed by the Hong Kong Government due to COVID-19 requiring change of the date or place of the AGM, the Shareholders will be notified of the revised arrangements in the same manner as provided in note (m) above.
- (o) 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. Zhao Wenhui are the Non-executive Directors; and Dr. Fan Hsu Lai Tai, Rita, Mr. Li Man Bun, Brian David and Professor Chan Ka Keung, Ceajer are the Independent Non-executive Directors of the Company.
- (p) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.



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)

SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE 2022 ANNUAL GENERAL MEETING

In light of the continuing risks posed by the coronavirus disease 2019 (COVID-19) pandemic, it is possible that shareholders of China Overseas Land & Investment Limited (the “**Company**”) and/or their proxies may not be able to attend in person at the annual general meeting of the Company to be held on Tuesday, 21 June 2022 at 11:00 a.m. (the “**AGM**”) depending on prevailing Hong Kong Government regulations. The Company strongly encourages shareholders NOT to attend 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 <http://www.coli.com.hk/2022agmlive> or the QR Code below. Shareholders may send questions relevant to the proposed resolutions to the Company from 9:00 a.m. on Thursday, 16 June 2022 to 6:00 p.m. on Monday, 20 June 2022 via email at coli.pr@cohl.com. Alternatively, Shareholders can dial (852) 2988 0666 to ask questions during the AGM. The Company may not be able to respond to all the questions, but will endeavour, where appropriate, to respond to such questions during the AGM and/or 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 Friday, 17 June 2022 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 <http://www.coli.com.hk> and the website of Hong Kong Exchanges and Clearing Limited at <http://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;
- compulsory scanning of the “LeaveHomeSafe” QR Code displayed in the venue;
- 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 Hong Kong 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 (<http://www.coli.com.hk>) and the website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>).