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中國海外發展有限公司

CHINA OVERSEAS LAND & INVESTMENT LTD.

(incorporated in Hong Kong with limited liability)
(Stock Code: 688)

Poll Results of the Annual General Meeting held on 21 June 2022

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by the shareholders of the Company by way of poll at the AGM held on 21 June 2022.

The board of directors (the “**Board**”) of China Overseas Land & Investment Limited (the “**Company**”) is pleased to announce that all the resolutions as set out in the notice of annual general meeting (the “**AGM**”) dated 29 April 2022 (the “**AGM Notice**”) were duly passed by the shareholders of the Company by way of poll as demanded by the Chairman at the AGM held on 21 June 2022. All directors of the Company (the “**Directors**”) attended the AGM in person or by electronic means.

The poll results are set out below:

| Ordinary Resolutions | | Number of votes cast (percentage of total number of votes cast) | | Total number of votes cast |
|----------------------|--|---|-----------------------|-------------------------------|
| | | For | Against | |
| 1. | To receive and adopt the audited financial statements, the report of Directors and the independent auditor’s report for the year ended 31 December 2021. | 9,259,284,117 (99.82%) | 16,742,020 (0.18%) | 9,276,026,137 (100%) |

| Ordinary Resolutions | | Number of votes cast (percentage of total number of votes cast) | | Total number of votes cast |
|----------------------|---|---|------------------------|-------------------------------|
| | | For | Against | |
| 2. | To approve the declaration of a final dividend for the year ended 31 December 2021 of HK76 cents per share. | 9,276,023,117 (99.99%) | 3,020 (0.01%) | 9,276,026,137 (100%) |
| 3. | (a) To re-elect Mr. Guo Guanghui as Director. | 9,089,136,478 (98.01%) | 184,889,659 (1.99%) | 9,274,026,137 (100%) |
| | (b) To re-elect Mr. Zhuang Yong as Director. | 8,860,410,479 (95.54%) | 413,615,658 (4.46%) | 9,274,026,137 (100%) |
| | (c) To re-elect Mr. Zhao Wenhai as Director. | 8,849,046,144 (95.42%) | 424,979,994 (4.58%) | 9,274,026,138 (100%) |
| | (d) To re-elect Mr. Li Man Bun, Brian David as Director. | 8,349,825,858 (90.03%) | 924,200,281 (9.97%) | 9,274,026,139 (100%) |
| 4. | To authorise the Board to fix the remuneration of the Directors. | 9,241,764,563 (99.63%) | 34,261,574 (0.37%) | 9,276,026,137 (100%) |
| 5. | To appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix their remuneration. | 9,273,122,117 (99.97%) | 2,904,020 (0.03%) | 9,276,026,137 (100%) |
| 6. | To approve the granting to the Directors the general and unconditional mandate to buy back shares of the Company up to 10% of the number of shares of the Company in issue. | 9,257,817,533 (99.80%) | 18,208,604 (0.20%) | 9,276,026,137 (100%) |

| Ordinary Resolutions | | Number of votes cast (percentage of total number of votes cast) | | Total number of votes cast |
|----------------------|---|---|---------------------------|-------------------------------|
| | | For | Against | |
| 7. | To approve the granting to the Directors the general and unconditional mandate to allot, issue and deal with new shares of the Company not exceeding 20% of the number of shares of the Company. | 7,757,708,905 (83.63%) | 1,518,317,232 (16.37%) | 9,276,026,137 (100%) |
| 8. | To approve the extension of the authority granted to the Directors by resolution 7 above by adding the number of shares of the Company bought back pursuant to the authority granted to the Directors by resolution 6 above. | 7,737,839,473 (83.42%) | 1,537,942,338 (16.58%) | 9,275,781,811 (100%) |
| 9. | To approve, ratify and confirm the Renewal Master Engagement Agreement (as defined in the circular of the Company dated 29 April 2022, the “ Circular ”) and the transactions contemplated thereunder, and the implementation thereof, and to approve the Caps (as defined in the Circular). | 3,128,510,221 (99.73%) | 8,516,733 (0.27%) | 3,137,026,954 (100%) |

As more than 50% of the votes were cast in favour of all of the above resolutions, all of the above resolutions were duly passed as ordinary resolutions.

Notes:

1. As at the date of the AGM, the total number of issued shares of the Company was 10,944,883,535, which was the total number of shares entitling the holders to attend and vote on the ordinary resolutions numbered 1 to 8 as set out in the AGM Notice at the AGM.
2. As stated in the Circular, China State Construction Engineering Corporation Limited and its associates, in aggregate holding 6,138,999,183 shares of the Company (representing approximately 56.09% of the issued shares of the Company) as at the date of the AGM, were required to, and did abstain from voting on the ordinary resolution numbered 9 as set out in the AGM Notice. The total number of shares of the Company entitling the independent shareholders of the Company to vote on the ordinary resolution numbered 9 at the AGM was 4,805,884,352. Save as disclosed above, there were no restrictions on any shareholder of the Company to cast votes on any of the proposed resolutions at the AGM and there were no shares of the Company entitling the holders to attend and abstain from voting in favour as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
3. Tricor Standard Limited, the registrar and transfer office of the Company, acted as scrutineer for the poll at the AGM.

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

Hong Kong, 21 June 2022

As at the date of this announcement, Mr. Yan Jianguo (Chairman), Mr. Luo Liang (Vice Chairman), Mr. Zhang Zhichao (Chief Executive Officer) and Mr. Guo Guanghui are the Executive Directors of the Company; Mr. Zhuang Yong (Vice Chairman) and Mr. Zhao Wenhui are the Non-executive Directors of the Company; 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.