

# CHINA OVERSEAS PROPERTY HOLDINGS LIMITED

## 中海物業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2669)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.001 each in the share capital of China Overseas Property Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting (the "Meeting") (and any adjourned meeting) of the Company to be held at 28/F, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong on Friday, 19 June 2020 at 2:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To receive and adopt the audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2019.		
2.	To approve the declaration of a final dividend of HK2.8 cents per share for the year ended 31 December 2019.		
3.	(A) To re-elect Mr. Zhang Guiqing as an executive director of the Company;		
	(B) To re-elect Dr. Yang Ou as an executive director of the Company;		
	(C) To re-elect Mr. Kam Yuk Fai as an executive director of the Company;		
	(D) To re-elect Mr. So, Gregory Kam Leung as an independent non-executive director of the Company.		
4.	To authorize the board of directors of the Company to fix the remuneration of directors.		
5.	To appoint Ernst & Young as auditor of the Company and to authorize the board of directors to fix its remuneration.		
6.	To grant a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the number of the shares of the Company in issue.		
7.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the number of the shares of the Company in issue.		
8.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of an amount not exceeding the number of shares repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- The resolutions are summarised in this proxy form only. Full text of the resolutions are set out in the notice convening the Meeting which is sent to the shareholders of the Company together with this proxy form.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Any alteration made to this proxy form must be initialled by the person who signs it.
- In order to be valid, this proxy form 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 Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish, and in such event, the proxy form shall be deemed to be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.