



中海物業
CHINA OVERSEAS PROPERTY

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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON 19 JUNE 2020
(OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ 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 ^(Note 3)
or _____
of _____
as my/our proxy to attend the extraordinary 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 2:45 p.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later, 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 ^(Note 4)			FOR ^(Note 5)	AGAINST ^(Note 5)
1.	(A)	(i) To approve, confirm and ratify the CSCEC Services Agreement (as defined in the circular of the Company dated 2 June 2020 (the "Circular")) and the transactions contemplated thereunder and the implementation thereof; (ii) To approve the CSCEC Services Caps (as defined in the Circular) for the period from 1 July 2020 to 31 December 2020, each of the financial years ending 31 December 2021 and 31 December 2022 and the period from 1 January 2023 and 30 June 2023; and (B) To authorise any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the CSCEC Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		
2.	(A)	(i) To approve, confirm and ratify the COLI Services Agreement (as defined in the Circular) and the transactions contemplated thereunder and the implementation thereof; (ii) To approve the COLI Services Caps (as defined in the Circular) for the period from 1 July 2020 to 31 December 2020, each of the financial years ending 31 December 2021 and 31 December 2022 and the period from 1 January 2023 and 30 June 2023; and (B) To authorise any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the COLI Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		
3.	(A)	(i) To approve, confirm and ratify the COGO Services Agreement (as defined in the Circular) and the transactions contemplated thereunder and the implementation thereof; (ii) To approve the COGO Services Caps (as defined in the Circular) for the period from 1 July 2020 to 31 December 2020, each of the financial years ending 31 December 2021 and 31 December 2022 and the period from 1 January 2023 and 30 June 2023; and (B) To authorise any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the COGO Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		
4.	(A)	(i) To approve, confirm and ratify the CSC Services Agreement (as defined in the Circular) and the transactions contemplated thereunder and the implementation thereof; (ii) To approve the CSC Services Caps (as defined in the Circular) for the period from 1 July 2020 to 31 December 2020, each of the financial years ending 31 December 2021 and 31 December 2022 and the period from 1 January 2023 and 30 June 2023; and (B) To authorise any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the CSC Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		

Dated this _____ day of _____ 2020

Signature ^(Note 6): _____

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 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 authorised 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.