

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 — 21 JUNE 2022) (or at any adjournment thereof)

I/We, being the registered holder(s) of ordinary shares of HK\$0.001 each (the “Shares”) in the share capital of China Overseas Property Holdings Limited (the “Company”), hereby appoint the proxy^(Note 1) as specified below or failing him/her, the chairman of the meeting^(Note 1) to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held on Tuesday, 21 June 2022 at 11:00 a.m. (or at any adjournment thereof) (the “Meeting”) via the e-Meeting System in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Registered Holding ^(Note 2)		Signature ^(Note 4)	
Date			

Proxy^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 3)	
Full Address			
Email Address			

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 6)	AGAINST ^(Note 6)
1.	To receive and adopt the audited financial statements of the Company and the reports of the directors and independent auditor for the year ended 31 December 2021.		
2.	To approve the declaration of a final dividend for the year ended 31 December 2021 of HK6.0 cents per Share.		
3.	(A) To re-elect Dr. Yang Ou as an executive director of the Company;		
	(B) To re-elect Mr. Kam Yuk Fai as an executive director of the Company;		
	(C) To re-elect Mr. Ma Fujun as a non-executive director of the Company;		
	(D) To re-elect Mr. Guo Lei as a non-executive director of the Company; and		
	(E) 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 re-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 buy-back 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 bought-back by the Company.		

Notes:

- If any proxy other than the chairman of the meeting is preferred, please strike out “THE CHAIRMAN OF THE MEETING” and insert the full name, address and email address (for receiving the designated log-in username and password to attend and vote on your behalf via the e-Meeting System) of the proxy desired in the space provided. A holder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the Meeting via the e-Meeting System to represent you.
- Please insert the number of Shares registered in the name of the holder(s).
- Please insert the number of Shares for this proxy. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in the name of the holder(s).
- This form of proxy 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.
- The resolutions are summarized 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, TICK (✓) IN THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK (✓) IN THE BOXES MARKED “AGAINST”.** 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.**
- In order to be valid, this form of proxy together with the power of attorney (if any) 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 and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the Meeting. Form of proxy sent electronically or by any other data transmission process will not be accepted.
- Completion and return of this form of proxy shall not preclude you from attending and voting via the e-Meeting System at the Meeting if you so wish. If you attend and vote via the e-Meeting System at the Meeting, the form of proxy shall be deemed to be revoked.
- For the avoidance of doubt, we do not accept any special instructions written on this form of proxy.
- In the case of joint holders of any Share(s), only **ONE PAIR** of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such Share(s) as if he/she/it was solely entitled thereto.
- The notice of the Meeting is set out in the Company’s circular dated 28 April 2022.

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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company’s Hong Kong branch registrar and transfer office, Tricor Investor Services Limited at the above address.