



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 — 3 NOVEMBER 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 extraordinary general meeting of the Company to be held on Thursday, 3 November 2022 at 10:00 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.	(A) (i)	To approve, confirm and ratify the New COLI Framework Agreement (as defined in the circular of the Company dated 12 October 2022 (the “Circular”)) and the transactions contemplated thereunder and the implementation thereof;		
	(ii)	To approve the COLI Annual Caps (as defined in the Circular) for each of the financial years ending 31 December 2023, 31 December 2024 and 31 December 2025; 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 New COLI Framework 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 New COGO Framework Agreement (as defined in the Circular) and the transactions contemplated thereunder and the implementation thereof;		
	(ii)	To approve the COGO Annual Caps (as defined in the Circular) for each of the financial years ending 31 December 2023, 31 December 2024 and 31 December 2025; 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 New COGO Framework Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		

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 INITIALLED 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 12 October 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 fulfill 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.