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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of China Overseas Land & Investment Limited (the “**Company**”) announces that Dr. Fan Hsu Lai Tai, Rita (“**Dr. Fan**”), an Independent Non-executive Director of the Company, having served on the Board for over 14 years, will retire by rotation at the annual general meeting of the Company to be held on 28 June 2023 (the “**AGM**”) in accordance with the articles of association of the Company (the “**Articles**”). Dr. Fan will not stand for re-election and accordingly she will retire as an Independent Non-executive Director of the Company, the chairman of the Nomination Committee and a member of each of the Audit and Risk Management Committee, the Corporate Governance Committee and the Remuneration Committee of the Company with effect from the conclusion of the AGM.

Dr. Fan confirmed that she has no disagreement with the Board and there is no other matter relating to her retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express their gratitude and appreciation to Dr. Fan for her valuable contributions to the Company during her tenure as the Independent Non-executive Director of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board has accepted the recommendation of the Nomination Committee of the Company to appoint Dr. Chan Ching Har, Eliza (“**Dr. Chan**”) as an Independent Non-executive Director of the Company, the chairman of the Nomination Committee and a member of each of the Audit and Risk Management Committee, the Corporate Governance Committee and the Remuneration Committee of the Company with effect from 29 June 2023.

Dr. Chan, aged 66, GBS, JP, LL.D. (Hon), holds the qualifications of Barrister & Solicitor of British Columbia Supreme Court, Canada, Solicitor of the Supreme Court of England and Wales and Solicitor of the High Court of Hong Kong. Dr. Chan is a member of the Executive Council of Hong Kong. She is also a member of the National Committee of the Chinese People’s Political Consultative Conference (“**CPPCC**”), a standing member of the CPPCC Tianjin Committee, Foreign Economic Affairs Legal Counsel to the Tianjin Municipal People’s Government, an arbitrator of China International Economic and Trade and Arbitration Commission (CIETAC) and a China-appointed Attesting Officer.

Dr. Chan previously served as a member of the Selection Committee for the selection of the First Chief Executive of Hong Kong SAR, and a member of the Election Committee for the selections of the Chief Executive of Hong Kong SAR and the Hong Kong SAR delegates to the National People’s Congress. She was Chairman of Hong Kong CPPCC (Provincial) Members Association and now serves as Permanent Honorary Chairman. Dr. Chan also held a number of Hong Kong Government appointed positions, notably as a member of the Hong Kong Hospital Authority, member of Hong Kong Public Service Commission, member of the Hong Kong Board of Education, member of Hong Kong Examinations and Assessment Authority, Chairman of Public Complaints Committee under Hong Kong Hospital Authority, Chairman of Kowloon Hospital, Chairman of Hong Kong Eye Hospital, Chairman of Tseung Kwan O Hospital, member of the Governing Committee of Queen Elizabeth Hospital, member of the Medical Council of Hong Kong, Chairman of Pensions Appeal Panel, member of Administration Appeals Board, adjudicator of Hong Kong Immigration Tribunal, member of Disciplinary Panel of Institute of Accountants, Council member of The University of Science & Technology and Board member of Hong Kong Science and Technology Park Corporation.

Dr. Chan is a senior consultant of Chan & Jamison LLP and senior advisor of Deloitte Touche Tohmatsu. She was an independent non-executive director of China Aerospace International Holdings Ltd (listed in Hong Kong), China National Aviation Company Limited (formerly listed in Hong Kong), China Electronics Optics Valley Union Holding Company Limited (listed in Hong Kong) and Cathay International Holdings Limited (formerly listed in London) as well as a non-executive director of Tianjin Development Holdings Limited (listed in Hong Kong). She is currently an independent non-executive director of Bank of Communications (Hong Kong) Limited, China Taiping Life Insurance Co. Ltd., China Taiping Insurance (HK) Company Limited, Tong Ren Tang Technologies Co. Ltd. (listed in Hong Kong) and Lansan Pharmaceutical Holdings Limited (listed in Hong Kong).

Save as disclosed herein, Dr. Chan has not held any directorship in any other listed companies in the last three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company.

As at the date of this announcement, Dr. Chan does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. Chan will enter into a letter of appointment as an Independent Non-executive Director with the Company. Dr. Chan is not appointed for a specific term and her term of appointment can be terminated by either party giving to the other not less than three months’ prior written notice. She will be subject to retirement by rotation and re-election in accordance with the Articles.

Dr. Chan will be entitled to receive a director’s emolument of HK\$500,000 per annum which is determined by reference to her duties and responsibilities with the Company, the Company’s standard for emoluments and the prevailing market conditions.

Save as disclosed herein, there is no other matter relating to the appointment of Dr. Chan that needs to be brought to the attention of the shareholders of the Company, nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to welcome Dr. Chan for joining the Board.

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

Hong Kong, 31 March 2023

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 Wenhai 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.