



招商局置地有限公司

CHINA MERCHANTS LAND LIMITED

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(Incorporated with limited liability in the Cayman Islands)

(Stock Code: 978)

SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 28 JUNE 2024

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of China Merchants Land Limited (the "Company"), hereby appoint the Chairman of the meeting ^(Note 3) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the "Rescheduled AGM") of the Company for the year ended 31 December 2023 to be held at CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Sheung Wan, Hong Kong on 28 June 2024 at 3:30 p.m. (or any adjournment thereof) in respect of the resolutions set out in the notice convening the annual general meeting of the Company dated 23 April 2024 (the "Original AGM Notice") and the supplemental notice for the purpose of the Rescheduled AGM dated 13 June 2024 (the "Supplemental AGM Notice") as hereunder indicated:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 December 2023.		
2.	(a) To re-elect Mr. JIANG Tiefeng as a non-executive Director.		
	(b) To re-elect Mr. HUANG Junlong as a non-executive Director.		
	(c) To re-elect Dr. SO Shu Fai as an executive Director.		
	(d) To re-elect Mr. WONG King Yuen as an executive Director.		
	(e) To re-elect Mr. IP Man Ki Ryan as an independent non-executive Director.		
	To authorise the board of Directors (the "Board") of the Company to fix the Directors' remuneration.		
3.	To appoint KPMG as the auditor of the Company in place of the retiring auditor, Messrs. Deloitte Touche Tohmatsu, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the auditor's remuneration.		
4.	(a) To approve granting the general mandate to the Directors to repurchase the Company's shares.		
	(b) To approve granting the general mandate to the Directors to allot, issue and deal with the Company's shares.		
	(c) To authorise the Directors to extend the general mandate to issue new shares by adding the number of shares repurchased.		
SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
5.	(a) THAT the declaration and payment of a final dividend of HK\$0.012 (equivalent to approximately RMB0.011) per ordinary share out of the share premium account of the Company (the "Final Dividend") to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the Board for determining the entitlements to the Final Dividend be and is hereby approved; and		
	(b) THAT any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.		
6.	(a) THAT the proposed amendments to the second amended and restated memorandum and articles of association of the Company (the "Proposed Amendments"), the details of which are set out in Appendix IIA of the circular of the Company dated 23 April 2024, be and are hereby approved;		
	(b) THAT the third amended and restated memorandum and articles of association of the Company (the "Third Amended and Restated Memorandum and Articles of Association") be and are hereby approved and adopted in substitution for and to the exclusion of the second amended and restated memorandum and articles of association of the Company with immediate effect; and		
	(c) THAT any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.		

Date: _____ 2024 Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy (this "Second Proxy Form") will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Rescheduled AGM may appoint more than one proxy to attend and vote on his behalf provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Rescheduled AGM other than those referred to in the Original AGM Notice and the Supplemental AGM Notice.
- This Second Proxy Form must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this Second 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 branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Rescheduled AGM or any adjournment thereof.
- Completion and delivery of this Second Proxy Form will not preclude you from attending and voting at the Rescheduled AGM if you so wish.
- A shareholder who has not yet lodged the first proxy form published on the websites of Hong Kong Exchanges and Clearing Limited and the Company on 23 April 2024 and despatched with the circular of the Company dated 23 April 2024 to the Shareholders upon request (the "First Proxy Form") with the Company's branch share registrar is requested to lodge this Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Rescheduled AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.
- A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should note that:
 - If no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the Rescheduled AGM (including, if properly put, the resolution as set out in the Supplemental AGM Notice) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
 - If this Second Proxy Form is lodged with the Company's branch share registrar not less than 48 hours before the time appointed for the holding of the Rescheduled AGM or any adjourned meeting, this Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. This Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - If this Second Proxy Form is lodged with the Company's branch share registrar less than 48 hours before the time appointed for the holding of the Rescheduled AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of the Rescheduled AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under this Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar. Accordingly, Shareholders are advised to complete this Second Proxy Form carefully and lodge this Second Proxy Form with the Company's branch share registrar by not less than 48 hours before the time appointed for the holding of the Rescheduled AGM or any adjourned meeting.
- References to time and dates in this Second Proxy Form are to Hong Kong time and dates.

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 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 and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.