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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)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the general meeting of China Overseas Land & Investment Limited (the “**Company**”) will be held as a virtual meeting via the eVoting Portal on Wednesday, 24 June 2026 at 11:30 a.m. (or so soon after the conclusion of the annual general meeting of the Company to be held as a virtual meeting via the same eVoting Portal and on the same day at 11:00 a.m.) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 1 June 2026 of which this notice forms part.

ORDINARY RESOLUTION

“THAT:

- (A) (i) the Secured Loan Framework Agreement (as defined in the circular of the Company dated 1 June 2026 of which this notice forms part (the “**Circular**”)) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder, and the implementation thereof be and are hereby approved, confirmed and ratified;
- (ii) the Cap (as defined in the Circular) for the period between 1 July 2026 and 30 June 2029 be and are hereby approved; and

- (B) any one Director be and is hereby authorised 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 Secured Loan Framework Agreement and the transactions contemplated thereunder, and the implementation thereof including the affixing of seal thereon.”

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

Hong Kong, 1 June 2026

Notes:

- (a) All registered Shareholders will be able to join the General Meeting via the eVoting Portal. The eVoting Portal can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the eVoting Portal at the General Meeting if they wish.
- (b) Any member entitled to attend and vote at the General Meeting via the eVoting Portal is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy needs not be a member of the Company.
- (c) To be valid, a form of proxy, 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 share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof (as the case may be).
- (d) In the case of joint holders of any share(s), only ONE PAIR of log-in username and password for the eVoting Portal 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.
- (e) Completion and return of the form of proxy will not preclude you from attending and voting via the eVoting Portal at the General Meeting or at any adjournment thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

- (f) For determining the right to attend and vote at the General Meeting, the register of members of the Company will be closed from Thursday, 18 June 2026 to Wednesday, 24 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the General Meeting, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited, at the address set out at note (c) above, for registration not later than 4:30 p.m. on Wednesday, 17 June 2026. The record date for determining the eligibility of Shareholders to attend and vote at the General Meeting is Wednesday, 24 June 2026.
- (g) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the General Meeting in respect of the resolution set out in this notice will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
- (h) In case the Company needs to change the General Meeting arrangements at short notice, the Board may, in its absolute discretion in accordance with the Articles, change the place of the General Meeting at the same time and on the same date by way of an announcement without the need to give new notice of the General Meeting. Shareholders should check the Company's website at www.coli.com.hk or the Stock Exchange's website at www.hkexnews.hk for future announcements and updates on the General Meeting arrangements.
- (i) In the event that a black rainstorm warning signal or extreme conditions caused by super typhoons is in force or a tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong at or after 8:00 a.m. on the day of the General Meeting, the General Meeting may be postponed to a later date and/or time as determined by the Company. In the event that the General Meeting is postponed, the Company will, as soon as practicable, post an announcement on its website www.coli.com.hk and on the website of the Stock Exchange www.hkexnews.hk to notify shareholders the date, time and venue of the adjourned meeting.
- (j) As at the date of this notice, Mr. Yan Jianguo (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. Ma Yao are the Non-executive Directors of the Company; and Mr. Li Man Bun, Brian David, Professor Chan Ka Keung, Ceajer and Dr. Chan Ching Har, Eliza are the Independent Non-executive Directors of the Company.
- (k) The Chinese translation of this notice is for reference only. In case of any inconsistency between the Chinese and English versions, the English version shall prevail.