



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)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We (Name) _____ (see Note 1) of
 (Address) _____

being the holder(s) of _____ (see Note 2) shares of HK\$0.01 each in the
 capital of China Merchants Land Limited (the "Company") hereby appoint (Name) _____
 of (Address) _____

or failing him/her (Name) _____
 of (Address) _____

or failing him/her, the chairman of the meeting (see Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the
 extraordinary general meeting of the Company to be held at 37/F, China Merchants Tower, Shun Tak Centre, Nos. 168-200 Connaught
 Road Central, Hong Kong on Friday, 28 April 2017 at 10:15 a.m., and at any adjournment thereof or on any resolution or motion which
 is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 4) in respect of the undermentioned
 resolutions:

Special Resolutions		For (see Note 4)	Against (see Note 4)
1.	a) the declaration and payment of a final dividend of HK\$0.045 (equivalent to approximately RMB0.04) 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 of directors (the "Board") for determining the entitlements to the Final Dividend be and is hereby approved; and		
	b) any director of the Company 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.		

Dated this _____ day of _____ 2017

Signature(s) _____ (see Note 6)

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 form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. 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.
- If the appointer is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.