



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 25 MAY 2023

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 "AGM") of the Company for the year ended 31 December 2022 to be held at SOHO 2, 6/F, IBIS HONG KONG CENTRAL & SHEUNG WAN HOTEL, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on 25 May 2023 at 10:30 a.m. (or any adjournment thereof) in respect of the resolutions set out in the notice convening the AGM 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 2022		
2.	(a) To re-elect Mr. LI Yao as a non-executive Director.		
	(b) To re-elect Ms. CHEN Yan as an executive Director.		
	(c) To re-elect Dr. WONG Wing Kuen, Albert as an independent non-executive Director.		
	(d) To re-elect Dr. SHI Xiping as an independent non-executive Director.		
	(e) To re-elect Ms. CHEN Yanping as an independent non-executive Director.		
	(f) To appoint Mr. IP Man Ki Ryan as an independent non-executive Director.		
(g) To authorise the board of Directors (the "Board") of the Company to fix the Directors' remuneration.			
3.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company until the conclusion of the next annual general meeting and authorise the Board to fix their 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\$0.03 (equivalent to approximately RMB0.027) 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.		

Date: _____ 2023

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 (the "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 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 AGM other than those referred to in the notice convening the AGM.
- 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/E, Far East Finance Centre 16 Harcourt Road Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- Completion and delivery of the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wish.
- A shareholder who has not yet lodged the first proxy form despatched with the circular of the Company dated 25 April 2023 (the "First Proxy Form") with the Company's branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the 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 AGM (including, if properly put, the resolutions for the re-election of Mr. LI Yao as a non-executive director of the Company, the re-election of Ms. CHEN Yanping as an independent non-executive director of the Company and the appointment of Mr. IP Man Ki Ryan as an independent non-executive director of the Company respectively as set out in the supplemental circular dated 10 May 2023) 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 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 AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of 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 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 fulfil 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.