



COFCO LAND HOLDINGS LIMITED

中糧置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 207)

Number of ordinary shares to which this form of proxy relates <i>(Note 1)</i>	
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FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We *(Note 2)*, _____
of _____

being the registered holder(s) of the above-specified number of ordinary shares of HK\$0.10 each in COFCO Land Holdings Limited (the “Company”) **HEREBY APPOINT** *(Note 3)* _____ (name)
of _____ (address),

or failing him/her, the **CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company (the “Meeting”) to be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 27 November 2014 at 10:00 a.m. (or immediately following the Change of Name SGM convened on the same day by the notice dated 4 November 2014) or at any adjournment thereof for the purposes of considering and, if thought fit, passing with or without amendments the resolutions as set out in the notice convening the Meeting dated 5 November 2014 (the “Notice”).

	ORDINARY RESOLUTIONS	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1.	Resolution in relation to the Acquisition*		
2.	Resolution in relation to the grant of Specific Mandate*		
3.	Resolution in relation to the grant of the COFCO Specific Mandate*		

* The full texts of these resolutions are set out in the Notice.

Dated this _____ day of _____ 2014

Signature(s) *(Note 5)*: _____

Notes:

1. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
3. Please insert the name and address of your proxy. If this is left blank, the chairman of the Meeting will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the Meeting provided that such proxies must attend the Meeting in person on your behalf.
4. **IMPORTANT: PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE BOX BESIDE EACH OF THE RESOLUTIONS HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF.** Failure to tick the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting or to adjourned Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person authorised to sign the same.
6. In order to be valid, this completed form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof (certified by either a notary public or a solicitor qualified to practice in Hong Kong), must be lodged at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
7. In case of joint holders, if more than one of such joint holders be present (whether in person or by proxy) at any meeting, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 respect of the joint holding.
8. Completion and return of this form of proxy will not preclude you from attending the Meeting or adjourned Meeting and voting in person should you so wish, but the appointment of the proxy will be revoked if you attend in person at the Meeting.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Meeting and instructions. Your supply of Personal Data to the Company is on a voluntary basis. However, the Company may not be able to process your appointment of proxy and instructions if your Personal Data is not provided in this form.
- (iii) Your Personal Data may be retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Progressive Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.