



招商局置地有限公司
CHINA MERCHANTS LAND LIMITED

CHINA MERCHANTS LAND LIMITED

招商局置地有限公司

(Incorporated with limited liability in the Cayman Islands)

(Stock Code: 978)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 6 JUNE 2019**

I/We (Name) _____ (Note 1) of
(Address) _____
being the registered holder(s) of _____ (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 (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 CM+ Hotels and Serviced Apartments, 3/F, South Tower, 16 Connaught Road West, Hong Kong on
Thursday, 6 June 2019 at 11:00 a.m. (or any adjournment thereof). My/Our proxy is authorised and instructed to vote as indicated (Note 4) in respect
of the undermentioned resolutions:

| ORDINARY RESOLUTIONS | | For (Note 4) | Against (Note 4) |
|----------------------|--|--------------|------------------|
| 1. | (a) THAT the interest transfer agreement entered into between Converge Holdings Limited, China Merchants and SPF Investment Fund Management Co., Ltd (acting for itself and in its capacity as the general partner of Super Alliance Real Estate Partners L.P.), and Poly Field Holdings Limited, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and | | |
| | (b) THAT any director(s) of the Company be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the interest transfer agreement and the transactions contemplated therein; and/or (ii) any amendment, variation or modification of the interest transfer agreement and the transactions contemplated therein upon such terms and conditions as the board of directors of the Company may think fit. | | |

Dated this _____ day of _____ 2019 Signature(s) _____ (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) and address(es) 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 A RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST A 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 executed 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 (or any adjournment thereof). 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 adjournment thereof) if they so wish.
- A proxy need not be a shareholder of the Company.