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CHINA OVERSEAS PROPERTY HOLDINGS LIMITED

中海物業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2669)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of China Overseas Property Holdings Limited (the “**Company**”) will be held at 28/F, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong on Thursday, 3 June 2021 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2020.
2. To consider and declare a final dividend of HK4.2 cents per share for the year ended 31 December 2020.
3. (A) To re-elect Mr. Pang Jinying as an executive director of the Company;
(B) To re-elect Mr. Yung, Wing Ki Samuel as an independent non-executive director of the Company; and
(C) To re-elect Mr. Lim, Wan Fung Bernard Vincent as an independent non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the remuneration of directors.
5. To re-appoint Ernst & Young as auditor of the Company and to authorize the board of directors to fix its remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

6. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this resolution shall authorize the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval given in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of rights of subscription or conversion under terms of any securities or bonds which are convertible into shares of the Company;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company from time to time, shall not exceed
 - (aa) 20% of the total number of the shares of the Company in issue as at the date of passing of this resolution; and

(bb)(if the directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of the shares of the Company in issue as at the date of this resolution),

and the said approval given under this resolution in paragraph (a) above shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

7. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy-back its shares, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the total number of shares of the Company which are authorised to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting.”
8. “**THAT** conditional upon the passing of resolutions (6) and (7) as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the directors of the Company pursuant to the resolution (6) as set out in the notice convening the meeting of which this resolution form part, be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought-back by the Company pursuant to the general mandate referred to in the resolution (7) as set out in the notice convening the meeting of which this resolution form part, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution.”.

To consider and, if thought fit, pass with or without amendments, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

9. “**THAT:**
- (a) the amendments to the existing Articles set out in Appendix III to the circular dated 28 April 2021 which contains this notice be and are hereby approved and that the amended and restated articles of association of the Company in the form of the document marked “A” and produced to the meeting and for the purpose of identification signed by the chairman of the meeting be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the Articles with immediate effect; and

- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By order of the Board
CHINA OVERSEAS PROPERTY HOLDINGS LIMITED
Zhang Guiqing
Chairman and Executive Director

Hong Kong, 28 April 2021

Notes:

1. At the meeting, the Chairman of the meeting will put each of the above resolutions to be voted by way of a poll under article 66 of the Articles of Association of the Company.
2. A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies (who must be an individual) to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. In order to be valid, the 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 Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should the member so wish, and in such event, the proxy form shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior holder 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. For the purpose of determining shareholders' right to attend and vote at the meeting, the registers of members of the Company will be closed from 31 May 2021 to 3 June 2021 (both days inclusive). In order to qualify for attending and voting at the meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 28 May 2021.
7. With respect to the ordinary resolution set out in Resolution 6 of the notice, approval is being sought from members for general mandates to be given to the directors of the Company to allot, issue and deal with additional shares of the Company.

8. With respect to the ordinary resolution set out in Resolution 7 of the notice, approval is being sought from members for a general mandate to be given to the directors of the Company to buy-back shares of the Company.
9. A circular containing the information regarding, *inter alia*, the directors of the Company proposed to be re-elected and the general mandates to issue shares and repurchase shares of the Company will be sent to the shareholders of the Company together with the Company's 2020 Annual Report.
10. **In light of the continuing risks posed by the COVID-19 pandemic, for the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM, the following precautionary measures will be implemented at the AGM which include without limitation:**
 - (1) **mandatory use of face masks**
 - (2) **compulsory body temperature screening**
 - (3) **mandatory health declaration**
 - (4) **no serving of refreshment and distribution of souvenirs**

Any person who does not comply with the precautionary measures may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law. The Company also strongly encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to appoint the Chairman of the AGM or any Director or Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

As at the date of this announcement, the Board comprises seven Directors, there are four Executive Directors, namely Mr. Zhang Guiqing (Chairman), Dr. Yang Ou (Chief Executive Officer), Mr. Pang Jinying (Vice President) and Mr. Kam Yuk Fai (Chief Financial Officer); and three are Independent Non-executive Directors, namely Mr. Yung, Wing Ki Samuel, Mr. So, Gregory Kam Leung and Mr. Lim, Wan Fung Bernard Vincent.