
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Overseas Property Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China Overseas Property Holdings Limited via the e-Meeting System to be held on Tuesday, 21 June 2022 at 11:00 a.m. is set out on pages 20 to 24 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.copl.com.hk).

Whether or not you are able to attend the AGM via the e-Meeting System, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting via the e-Meeting System at the AGM or any adjournment thereof (as the case may be) should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	an annual general meeting of the Company to be held on Tuesday, 21 June 2022 at 11:00 a.m.
“Articles”	Amended and Restated Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to buy-back Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution
“COGO”	China Overseas Grand Oceans Group Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 81)
“COHL”	China Overseas Holdings Limited, a company incorporated in Hong Kong with limited liability
“COLI”	China Overseas Land & Investment Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 688)
“Company”	China Overseas Property Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2669)
“CSCEC”	China State Construction Engineering Corporation (中國建築集團有限公司), a state-owned corporation organised and existing under the laws of the PRC, and the ultimate holding company of the Company
“CSCECL”	China State Construction Engineering Corporation Limited (中國建築股份有限公司), a company incorporated in the PRC with limited liability, whose shares are listed on the SSE (stock code: 601668) and the controlling shareholder of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

SPECIAL ARRANGEMENTS FOR THE AGM

All registered Shareholders will be able to join the AGM via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the e-Meeting System, our registered Shareholders will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information will be included in our letters to registered Shareholders regarding the e-Meeting System which will be despatched later.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (2) appoint the chairman of the AGM or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the e-Meeting System.

Your proxy's authority and instruction will be revoked if you attend and vote via the e-Meeting System at the AGM.

If you are a non-registered Shareholder, you may consult directly with your banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the AGM if you wish.

Completion and return of the form of proxy will not preclude a member from attending and voting via the e-Meeting System at the AGM or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

For the purpose of determining shareholders' eligibility to attend and vote via the e-Meeting System at the AGM, the register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, both days inclusive, during which period no transfer of Shares will be effected.

SPECIAL ARRANGEMENTS FOR THE AGM

If you have any questions relating to the AGM, please contact the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, with the following details:

Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Email: emeeting@hk.tricorglobal.com

Telephone: (852) 2975 0928

Fax: (852) 2861 1465

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the AGM arrangements at short notice. Shareholders are advised to check the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.copl.com.hk) for the latest announcement and information relating to the AGM.



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)

Executive Directors:

Mr. Zhang Guiqing (*Chairman*)
Dr. Yang Ou (*Chief Executive Officer*)
Mr. Pang Jinying (*Vice President*)
Mr. Kam Yuk Fai (*Chief Financial Officer*)

Non-executive Directors:

Mr. Ma Fujun
Mr. Guo Lei

Independent Non-executive Directors:

Mr. Yung, Wing Ki Samuel
Mr. So, Gregory Kam Leung
Mr. Lim, Wan Fung Bernard Vincent

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarter and Principal Place of

Business in Hong Kong:
Suite 703, 7/F, Three Pacific Place
1 Queen's Road East
Hong Kong

28 April 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM regarding (i) the granting of the Issuance Mandate and the Buy-back Mandate; (ii) the re-election of Directors; and (iii) to give you notice of the AGM at which the resolutions as set out in the notice of AGM will be proposed.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 3 June 2021, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM as set out on pages 20 to 24 of this circular. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought-back by the Company pursuant to the Buy-back Mandate will also be proposed at the AGM.

Based on the total number of Shares in issue (i.e. 3,286,860,460 Shares) as at the Latest Practicable Date, subject to the passing of the relevant resolution, the Company will be allowed to issue a maximum of 657,372,092 Shares (which represent 20% of the total number of Shares in issue as at the Latest Practicable Date) on the assumption that there will be no change in the total number of Shares in issue prior to the AGM.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 3 June 2021, a general mandate was granted to the Directors to buy-back Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to buy-back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Buy-back Mandate to the Directors to buy-back Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the AGM as set out on pages 20 to 24 of this circular.

Based on the total number of Shares in issue (i.e. 3,286,860,460 Shares) as at the Latest Practicable Date, subject to the passing of the relevant resolution, the Company will be allowed to buy-back a maximum of 328,686,046 Shares (which represent 10% of the total number of Shares in issue as at the Latest Practicable Date) on the assumption that there will be no change in the total number of Shares in issue prior to the AGM.

An explanatory statement required by the Listing Rules to provide you with requisite information reasonably necessary for you to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate is set out in Appendix I of this circular.

4. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the article 83(3) of the Articles, Mr. Ma Fujun and Mr. Guo Lei, both were appointed by the Board as an addition to the existing Board on 23 August 2021, shall hold office only until the next following annual general meeting of the Company, i.e. the AGM, and shall then be eligible for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to the articles 84(1) & 84(2) of the Articles, one-third of the directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at an annual general meeting. The Directors to retire every year shall be those who have been longest in office since their last re-election. As such, Dr. Yang Ou, Mr. Kam Yuk Fai and Mr. So, Gregory Kam Leung will retire by rotation at the AGM. All of them, being eligible, shall offer themselves for re-election at the AGM.

The biographical details of all retiring Directors as required to be disclosed under the Listing Rules are set out in Appendix II of this circular.

The Nomination Committee of the Company has reviewed the Board's composition and recommended to the Board that Dr. Yang Ou, Mr. Kam Yuk Fai, Mr. Ma Fujun, Mr. Guo Lei and Mr. So, Gregory Kam Leung should retire and re-elect at the AGM. The recommendation made by the Nomination Committee of the Company is made reference to the Articles, criteria and qualifications set out in the Nomination Policy and the Board Diversity Policy.

Mr. So, Gregory Kam Leung, the independent non-executive Director, has over 25 years of practice experience as a lawyer. Mr. So is giving independent strategic advice and guidance on the business and operations of the Group over the years. Mr. So has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has given an annual confirmation of independence to the Company. The Board is of the opinion that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive director and believes that the experience and knowledge of Mr. So will continue to benefit to the Board.

5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 20 to 24 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Issuance Mandate and the Buy-back Mandate, the extension of the Issuance Mandate and the re-election of the Directors.

The register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, both days inclusive, for the purpose of determining eligibility to attend and vote via the e-Meeting System at the AGM. In order to be eligible to attend and vote via the e-Meeting System at the AGM, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 15 June 2022.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.copl.com.hk). Whether or not you are able to attend the AGM via the e-Meeting System, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting via the e-Meeting System at the AGM or any adjournment thereof (as the case may be) if you so wish and in such event, your proxy form shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the granting of the Issuance Mandate and the Buy-back Mandate, the extension of the Issuance Mandate and the re-election of the Directors are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices of this circular: Appendix I — Explanatory Statement on the Buy-back Mandate; and Appendix II — Details of the Directors Proposed to be Re-elected at the AGM.

9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts or matters not contained in this circular the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board
CHINA OVERSEAS PROPERTY HOLDINGS LIMITED
Zhang Guiqing
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the granting of the Buy-back Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 3,286,860,460 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the AGM in respect of the granting of the Buy-back Mandate and on the basis that the total number of Shares in issue remains unchanged as at the date of the AGM (i.e. being 3,286,860,460 Shares), the Directors would be authorized under the Buy-back Mandate to buy-back, during the period in which the Buy-back Mandate remains in force, up to 328,686,046 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR SHARES BUY BACK

The Directors believe that the granting of the Buy-back Mandate is in the interests of the Company and the Shareholders.

Buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders. The Directors are seeking the granting of the Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought-back on any occasion and the price and other terms upon which the same are bought-back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF BUY-BACK

Buy-back must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. The Company may make buy-back out of profits of the Company or the proceeds of a fresh issue of Shares made for the purposes or, if authorized subject to the provisions of the laws of the Cayman Islands, out of capital. Any premium payable on a buy-back over the par value of the Shares to be purchased must be provided out of profits of the Company or out of the Company's share premium account, or if so authorized by the Articles and subject to the provisions of the laws of the Cayman Islands, out of capital.

On the basis of the consolidated financial position of the Company as at 31 December 2021 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position of the Company in the event that purchases of all the Shares subject to the Buy-back Mandate were to be carried out in full. No buy-back would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

4. TAKEOVERS CODES

If, on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes for all the Shares not already owned by such Shareholder or a group of Shareholders.

As at the Latest Practicable Date, COHL was interested in 2,011,041,060 Shares, representing approximately 61.18% of the total number of Shares in issue. Out of these Shares, 169,712,309 Shares (being approximately 5.16% of the total number of Shares in issue) were held by Silver Lot Development Limited, a direct wholly-owned subsidiary of COHL. COHL is a wholly-owned subsidiary of CSCECL, which, in turn, is a non-wholly owned subsidiary of CSCEC.

On the basis that (i) the total number of Shares in issue (being 3,286,860,460 Shares) remains unchanged as at the date of the AGM, and (ii) the shareholding of COHL (being 2,011,041,060 Shares) in the Company remains unchanged immediately after the full exercise of the Buy-back Mandate, in the event that the Buy-back Mandate is exercised in full in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM (presuming that apart from the decrease of the number of Shares in issue arising from the said full exercise of the Buy-back Mandate, there is no other change in the Company's issued share capital), the shareholding of COHL in the Company would be increased to approximately 67.98% of the total number of Shares in issue. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under the Takeover Codes.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy-back Shares pursuant to the Buy-back Mandate and in accordance with the Listing Rules and the laws of the Cayman Islands.

7. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous 12 months and the period from 1 April 2022 up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2021		
April	8.24	6.73
May	8.54	7.20
June	8.54	7.24
July	9.11	6.39
August	8.12	6.11
September	6.90	5.56
October	7.53	6.18
November	8.30	6.32
December	8.35	7.10
2022		
January	9.35	7.56
February	9.77	8.26
March	9.84	6.15
April (up to the Latest Practicable Date)	10.26	9.26

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought-back any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors who will offer himself for re-election at the AGM according to the Articles are provided below.

(1) Dr. Yang Ou

Executive Director and Chief Executive Officer

Aged 44, has been appointed as Executive Director and Chief Executive Officer as well as Authorized Representative of the Company on 22 March 2018 and has been appointed as a member of the sustainability steering committee on 27 October 2020. He is also a director of certain subsidiaries of the Company. Dr. Yang graduated from Nanjing University of Science and Technology in the PRC with a Bachelor of Engineering degree in Materials Science in June 2000. He obtained his Master degree in Architecture and Civil Engineering from Chongqing University in the PRC in December 2006, a Master degree in Business Administration from National University of Singapore in June 2011 and obtained a Doctorate degree in management from The Hong Kong Polytechnic University in September 2015. Dr. Yang obtained qualifications in securities practice in December 2001, a senior economist in materials science and engineering in June 2011, a senior engineer in architecture and civil engineering in August 2013 and a senior economist in business administration specialty in September 2020. Since September 2014, Dr. Yang has been an instructor at the VENCI-CIH Learning Centre (英國特許房屋經理學會中國學習中心). Since December 2014 and May 2015 respectively, Dr. Yang has been the corporate mentor of the MBA Education Centre of Shantou University and Southwest Jiaotong University in the PRC. He has been Vice President of China Property Management Institute since 26 May 2019. Dr. Yang was appointed as the Executive Director and Vice President of the Company for the period from 25 June 2015 to 5 May 2016. From July 2013 to February 2014, he was the chairman of the board of three subsidiaries of the Group engaged in value-added services. From 2002 to 2015, Dr. Yang served as the director and deputy general manager of 成都中海物業管理有限公司, the director and assistant general manager of 中海興業(成都)發展有限公司, the director and general manager of the client relationship department of COLI, the general manager of 中海物業管理有限公司 and the property management department of COLI, being responsible for the overall management and operation of the business in the PRC and the general manager of 汕頭市中海宏洋地產有限公司, a subsidiary of COGO. He was the president of Sichuan District of Country Garden Holdings Company Limited (Stock Code: 2007, listed on the Main Board of the Stock Exchange) from June 2016 to June 2017. Dr. Yang rejoined COLI as general manager of customer services department since June 2017. Dr. Yang has over 20 years of industry experience in property development and management.

Length of service

Dr. Yang entered into a director service agreement with the Company and it can be terminated by either party giving to other not less than three months' prior written notice. Dr. Yang is not appointed for a specific term of office. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Dr. Yang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Yang has personal interests in (i) 480,000 A shares (ordinary shares) in CSCECL and (ii) 40,000 shares in COLI, both are associated corporations of the Company (within the meaning of Part XV of the SFO). Saved as disclosed above, Dr. Yang does not have, and is not deemed to have, any personal interest in the Shares within the meaning of Part XV of the SFO.

Director's emoluments

The director's remuneration for Dr. Yang is RMB90,000 per month and discretionary bonuses, such amount being determined by the Board or the Remuneration Committee with reference to his job performance, the overall performance of the Company, the remuneration benchmark in the industry and market conditions.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

There is no information of Dr. Yang to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Yang that need to be brought to the attention of the Shareholders.

(2) Mr. Kam Yuk Fai

MBA, FCCA, CPA, Executive Director and Chief Financial Officer

Aged 58, has been appointed as Executive Director of the Company since June 2015 and has been appointed as the Chief Financial Officer of the Company on 13 December 2017, responsible for the financial management of the Group. He is also a director of certain subsidiaries of the Company. Mr. Kam graduated from The Hong Kong Polytechnic (now The Hong Kong Polytechnic University) with a Professional Diploma in Accountancy, and also held a Master degree in Business Administration from the University of Strathclyde in Britain. He is a qualified accountant, a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, Mr. Kam had held various senior finance positions, and from 1997 to 2010 he served in a company listed on the Main Board of the Stock Exchange and his last held position was the group financial controller. Mr. Kam had held positions in COGO from March 2010 to June 2015 and his last held position in COGO was the general manager of Finance & Treasury Department (HK). Mr. Kam has over 34 years' experience in the fields of accounting, auditing and finance.

Length of service

Mr. Kam entered into a director service agreement with the Company and it can be terminated by either party giving to other not less than three months' prior written notice. Mr. Kam is not appointed for a specific term of office. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Mr. Kam does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Kam does not have any interests in Shares or any of its associated corporations within the meaning of Part XV of the SFO.

Director's emoluments

The director's remuneration for Mr. Kam is HK\$168,080 per month and discretionary bonuses, such amount being determined by the Board or the Remuneration Committee with reference to his job performance, the overall performance of the Company, the remuneration benchmark in the industry and market conditions.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

There is no information of Mr. Kam to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Kam that need to be brought to the attention of the Shareholders.

(3) Mr. Ma Fujun*Non-executive Director*

Aged 47, has been appointed as Non-executive Director of the Company on 23 August 2021. Mr. Ma graduated from Lanzhou University with a Bachelor degree in July 1998; obtained a Master degree in law from the Peking University in September 2003; obtained a Doctorate degree in law from the Southwestern University of Finance and Economics in June 2011; and obtained qualification in Senior Economist from the evaluation committee of professional titles of CSCEC in January 2021. Mr. Ma joined 中建二局第一建築工程有限公司 as a general office staff in 1998. He worked in various business units within 中國建築第二工程局有限公司, such as, general office, human resources department and served as general manager of property services company. Since then, Mr. Ma served as assistant general manager of the general office of the Board of CSCEC and assistant general manager, deputy general manager of human resources department of CSCEC from March 2010. He has also served as assistant general manager of COHL from September 2017 and has been appointment as director and deputy general manager of COHL since February 2020. Mr. Ma has over 20 years' experience in human resources administration and management in construction industry.

Length of service

Mr. Ma entered into a letter of appointment of Non-executive Director with the Company for a term of three years and it can be terminated by either party giving to other not less than three months' prior written notice. Mr. Ma is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Mr. Ma does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Ma has personal interests in 830,000 A shares (ordinary shares) in CSCECL. CSCECL is an associated corporation of the Company (within the meaning of Part XV of the SFO). Saved as disclosed above, Mr. Ma does not have, and is not deemed to have, any personal interest in the Shares within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Ma does not receive any director's fee for his terms of appointment.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

There is no information of Mr. Ma to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders.

(4) Mr. Guo Lei*Non-executive Director*

Aged 50, has been appointed as Non-executive Director of the Company on 23 August 2021. Mr. Guo graduated from Shenyang Architecture and Civil Engineering Institute (now known as Shenyang Jianzhu University) with a Bachelor degree of engineering in July 1993; obtained a Master degree in management from Harbin University of Architecture and Engineering (now known as Harbin Institute of Technology) in July 1999; obtained a Doctorate degree in management from Harbin Institute of Technology in July 2003; and obtained qualification in Professor-level Senior Engineer from CSCEC in November 2018. From October 1993 to July 2003, Mr. Guo worked in Dandong power supply equipment factory and Shenyang Architecture and Civil Engineering Institute. He joined a subsidiary of COLI in July 2003 and since then, he worked in investment planning department of 北京中海地產有限公司 and projects department of 北京中海廣場置業有限公司. From December 2007 to February 2018, he served as assistant general manager of 天津中海興業房地產開發有限公司, assistant general manager of Northern China regional companies of 中海地產集團有限公司 ("COPG"), general manager of 中海宏洋地產(銀川)有限公司, general manager of Shenyang companies of COPG, director of COPG and general manager of investment management department of COPG. From February 2018 to October 2020, Mr. Guo served as general manager of 中海發展雄安有限公司, general manager of Shijiazhuang companies and deputy general manager of Northern China regional companies. Since October 2020, he served as assistant president of COLI, chairman of 鶴山天山金屬材料製品有限公司 and 中建宏達建築有限公司 as well as deputy chairman of supply chain company. Mr. Guo has about 28 years' experience in engineering, contract and corporate management in real estate industry.

Length of service

Mr. Guo entered into a letter of appointment of Non-executive Director with the Company for a term of three years and it can be terminated by either party giving to other not less than three months' prior written notice. Mr. Guo is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Mr. Guo does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Guo has personal interests in 1,600,000 shares of share options granted pursuant to the share option incentive scheme adopted by COLI on 11 June 2018. COLI is an associated corporation of the Company (within the meaning of Part XV of the SFO). Saved as disclosed above, Mr. Guo does not have, and is not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Guo does not receive any director's fee for his terms of appointment.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

There is no information of Mr. Guo to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Guo that need to be brought to the attention of the Shareholders.

(5) Mr. So, Gregory Kam Leung*GBS, JP, Independent Non-executive Director*

Aged 63, has been appointed as Independent Non-executive Director of the Company on 9 October 2018. Mr. So also serves as chairman of remuneration committee and a member of audit committee, nomination committee and sustainability steering committee of the Company. He is responsible for giving independent strategic advice and guidance on the business and operations of the Group. Mr. So graduated from Carleton University, Canada in June 1980 with a Bachelor of Arts degree in economics. In May 1984, he graduated from the University of Ottawa, Canada with a bachelor's degree in law and a Master degree in Business Administration. Mr. So is a member of the Law Society of Alberta, Canada, the Law Society of Upper Canada, the Law Society (England and Wales) and the Hong Kong Law Society. He provided legal services in Canada from 1984 and continued his legal practice upon returning to Hong Kong in 1989. He has over 25 years of practice experience as a lawyer. Mr. So was appointed as the Undersecretary for Commerce and Economic Development of the third term Government of the Hong Kong Special Administrative Region on 1 June 2008. He was then appointed as the Secretary for the Commerce and Economic Development on 28 June 2011. On 1 July 2012, Mr. So was again appointed as the Secretary for Commerce and Economic Development of the fourth term Government of the Hong Kong Special Administrative Region until 30 June 2017. The Commerce and Economic Development Bureau is responsible for various policy matters including Hong Kong's external commercial relations, inward investment promotion, intellectual property protection, industry and business support, tourism, consumer protection, competition, information technology, telecommunications, broadcasting, development of innovation and technology (until November 2015), film-related issues, and creative industries. Mr. So has currently served as a consultant in So, Lung and Associates, Solicitors, an independent non-executive director, a member of audit committee and strategic development committee of Orient Overseas (International) Limited (Stock Code: 316, listed on the Main Board of the Stock Exchange), an independent non-executive director and a member of audit committee of Investcorp Holdings B.S.C. and an independent non-executive director, the chairman of audit committee and a member of nomination committee of Shui On Xintiandi Limited. Mr. So previously served as the Vice-chairman of the Democratic Alliance for the Betterment and Progress of Hong Kong, Board Member of Hong Kong Hospital Authority, Council Member of Lingnan University, Member of Commission on Strategic Development and member of the District Council of Wong Tai Sin District. He was also an independent non-executive director, a member of audit committee and the chairman of risk committee of Blue Insurance Limited and an advisor of Superland Group Holdings Limited (Stock Code: 368, listed on the Main Board of the Stock Exchange) until 30 March 2022.

Length of service

Mr. So entered into a letter of appointment of Independent Non-executive Director with the Company for a term of three years and it can be terminated by either party giving to other not less than three months' prior written notice. Mr. So is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

Mr. So does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. So does not have any interests in Shares or any of its associated corporations within the meaning of Part XV of the SFO.

Director's emoluments

The director's remuneration for Mr. So is HK\$400,000 per annum, such amount being determined by the Board or the Remuneration Committee with reference to his job performance, the overall performance of the Company, the remuneration benchmark in the industry and market conditions.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

There is no information of Mr. So to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. So that need to be brought to the attention of the Shareholders.



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 IS HEREBY GIVEN that an annual general meeting (“AGM”) of China Overseas Property Holdings Limited (the “**Company**”) will be held on Tuesday, 21 June 2022 at 11:00 a.m. via the e-Meeting System for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the directors and independent auditor for the year ended 31 December 2021.
2. To consider and declare a final dividend for the year ended 31 December 2021 of HK6.0 cents per Share.
3. (A) To re-elect Dr. Yang Ou as an executive director of the Company;
(B) To re-elect Mr. Kam Yuk Fai as an executive director of the Company;
(C) To re-elect Mr. Ma Fujun as a Non-executive director of the Company;
(D) To re-elect Mr. Guo Lei as a Non-executive director of the Company; and
(E) To re-elect Mr. So, Gregory Kam Leung 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.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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 bought-back 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).”

NOTICE OF ANNUAL GENERAL MEETING

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.”

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

Hong Kong, 28 April 2022

NOTICE OF ANNUAL GENERAL MEETING

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. All registered Shareholders will be able to join the meeting via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the Annual General Meeting if they wish.
3. A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote via the e-Meeting System in his/her/its stead. A proxy need not be a member of the Company.
4. In the case of joint holders of any Share(s), only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such Share(s) as if he/she/it was solely entitled thereto.
5. In order to be valid, the proxy form, together with the power of attorney (if any) 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 and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Form of proxy sent electronically or by any other data transmission process will not be accepted.
6. Completion and return of a proxy form shall not preclude a member from attending and voting via the e-Meeting System at the Annual General 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.
7. For the purpose of determining members' right to attend and vote via the e-Meeting System at the Annual General Meeting, the registers of members of the Company will be closed from Thursday 16, June 2022 to Tuesday, 21 June 2022 (both days inclusive). In order to qualify for attending and voting via the e-Meeting System at the meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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 Wednesday, 15 June 2022.
8. With respect to the ordinary resolution set out in Resolution 6 of this 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.
9. With respect to the ordinary resolution set out in Resolution 7 of this 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.
10. 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 buy-back shares of the Company will be sent to the shareholders of the Company together with the Company's 2021 Annual Report.