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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 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 20 June 2023 at 11:00 a.m. 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 2022.
2. To consider and declare a final dividend for the year ended 31 December 2022 of HK8.0 cents per Share.
3. (A) To re-elect Mr. Zhang Guiqing as an executive director of the Company;
(B) To re-elect Mr. Xiao Junqiang as an executive director of the Company;
(C) To re-elect Mr. Yung, Wing Ki Samuel as an independent non-executive director of the Company; and
(D) 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 amended and restated articles of association of the Company from time to time (the “**Amended and Restated Articles**”), 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 Amended and Restated Articles 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 Amended and Restated Articles 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 resolutions as special resolution of the Company:

SPECIAL RESOLUTION

9. “**THAT:**
- (a) the amendments to the existing amended and restated articles of association of the Company (the “**Existing Articles**”) set out in Appendix III to the circular dated 26 April 2023 which contains this notice be and are hereby approved and that the new amended and restated articles of association (the “**New Articles**”) 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 in substitution for and to the exclusion of the Existing Articles with immediate effect; and

- (b) any Director be and is 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, 26 April 2023

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 Amended and Restated Articles.
2. 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 in his/her/its 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 (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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). Form of proxy sent electronically or by any other data transmission process will not be accepted.
4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the AGM 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 eligibility to attend and vote at the AGM, the registers of members of the Company will be closed from Thursday 15, June 2023 to Tuesday, 20 June 2023 (both days inclusive). In order to be eligible to attend and vote at the AGM, all properly completed transfer form(s), accompanied by the relevant share certificate(s), must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 14 June 2023.
7. 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.

8. 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.
9. A circular containing the information regarding, *inter alia*, the directors of the Company proposed to be re-elected, the general mandates to issue shares and buy-back shares of the Company and the amendments to the Amended and Restated Articles will be sent to the shareholders of the Company together with the Company's 2022 Annual Report.

As at the date of this announcement, the Board comprises nine Directors, there are four Executive Directors, namely Mr. Zhang Guiqing (Chairman), Mr. Xiao Junqiang (Chief Executive Officer), Mr. Pang Jinying (Vice President) and Mr. Kam Yuk Fai (Chief Financial Officer); two Non-executive Directors, namely Mr. Ma Fujun and Mr. Guo Lei; 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.