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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, 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 and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was affected for transmission to the purchaser(s) or transferee(s).

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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,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of China Overseas Property Holdings Limited to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 12 June 2024 at 11:00 a.m. is set out on pages 15 to 19 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 ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.copl.com.hk](http://www.copl.com.hk)).

Whether or not you are able to attend the AGM, 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 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). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

26 April 2024

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## DEFINITIONS

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*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 at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 12 June 2024 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
“COHL”	China Overseas Holdings Limited, a company incorporated in Hong Kong with limited liability
“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)
“CSC”	China State Construction International Holding 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: 3311)
“CSCEC”	China State Construction Engineering Corporation, 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, 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”, “HKSAR”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“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”	16 April 2024, 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.



中海物業  
CHINA OVERSEAS PROPERTY

**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*)  
Mr. Xiao Junqiang (*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

26 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
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.

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## LETTER FROM THE BOARD

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### **2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 20 June 2023, 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 15 to 19 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 20 June 2023, 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 15 to 19 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.

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## LETTER FROM THE BOARD

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### 4. PROPOSED RE-ELECTION OF DIRECTORS

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, Mr. Pang Jinying, Mr. Ma Fujun 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 Nomination Committee of the Company has reviewed the Board's composition and recommended to the Board that Mr. Pang Jinying, Mr. Ma Fujun 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, being a member of the Nomination Committee, has abstained from voting on his own nomination when it was considered.

As independent non-executive Directors, Mr. So, Gregory Kam Leung with in-depth understanding of the Group's operations and business. He has given independent strategic advice and guidance on the business and operations of the Group over the years. Meanwhile, 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.

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.

### 5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 15 to 19 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 Wednesday, 5 June 2024 to Wednesday, 12 June 2024, both days inclusive, for the purpose of determining eligibility to attend and vote at the AGM. 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, not later than 4:30 p.m. on Tuesday, 4 June 2024.

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.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.copl.com.hk](http://www.copl.com.hk)). Whether or not you are able to attend the AGM, 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 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). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and in such event, your proxy form shall be deemed to be revoked.

### 6. 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.

### 7. 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.

### 8. 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 2023 (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.

The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share repurchase has unusual features.

## **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 2024 up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2023</b>		
April	9.95	8.19
May	8.85	7.04
June	8.81	7.14
July	9.59	7.81
August	9.64	8.08
September	9.72	8.51
October	9.13	6.41
November	7.10	6.21
December	6.38	5.36
<b>2024</b>		
January	6.39	4.53
February	6.72	5.08
March	6.67	4.12
April (up to the Latest Practicable Date)	4.71	3.89

**8.    SHARE BUY-BACKS MADE BY THE COMPANY**

The Company bought back an aggregate of 2,900,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date, with the details as follows:

<b>Buy-back date</b>	<b>Number of Shares bought back</b>	<b>Purchase price per Share</b>	
		<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
27 March 2024	500,000	4.47	4.15
28 March 2024	1,800,000	4.36	4.18
5 April 2024	600,000	4.20	4.12

Except as disclosed above, no Shares were bought back by the Company (whether on the Stock Exchange or otherwise) in 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) Mr. Pang Jinying**

*Executive Director and Vice President*

Aged 56, has been appointed as Executive Director and Vice President of the Company on 22 August 2018. He is also a director of certain subsidiaries of the Company. Mr. Pang holds a Bachelor degree in Economics from the Economics and Management School of Wuhan University and a Master degree in Business Administration (MBA) from the School of Business of Renmin University of China as well as qualification in senior accountant. In 1989, he joined Seventh Engineering Division of CSCEC. Subsequently, he joined COHL in September 2004 and served various positions in the subsidiaries of COHL. Mr. Pang also served as the assistant general manager of Finance and Treasury Department of CSC. He had respectively, served as the assistant general manager, deputy general manager and general manager of Finance and Treasury Department of COHL since 2007. Mr. Pang had also served as the director of Anhui Guoyuan Trust Co., Ltd. Mr. Pang has over 34 years' experience in financial management in the fields of construction contracting and real estate investment.

***Length of service***

Mr. Pang 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. Pang 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. Pang 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. Pang has personal interests in 118,000 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. Pang does not have, and is not deemed to have, any personal interest in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

***Director's emoluments***

The director's remuneration for Mr. Pang is RMB70,000 per month and to have discretionary bonuses determined by the Board or the Remuneration Committee. Mr. Pang's remuneration is determined by the Board with reference to his job duties, the overall performance of the Company, the prevailing economic situation and market practice.

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

There is no information of Mr. Pang needs 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. Pang that need to be brought to the attention of the Shareholders.

**(2) Mr. Ma Fujun**

*Non-executive Director*

Aged 49, has been appointed as Non-executive Director of the Company on 23 August 2021. Mr. Ma holds a Bachelor degree from Lanzhou University, a Master degree in Law from Peking University and a Doctorate degree in Law from Southwestern University of Finance and Economics. He also obtained qualification in Senior Economist from the evaluation committee of professional titles of CSCEC. Mr. Ma joined 中建二局第一建筑工程有限公司 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 25 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 380,000 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 or underlying shares of the Company or its associated corporations 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 needs 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.

**(3) Mr. So, Gregory Kam Leung**

*GBS, JP, Independent Non-executive Director*

Aged 65, has been appointed as independent non-executive Director of the Company on 9 October 2018. Mr. So also serves as the 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 holds a Bachelor of Arts degree in Economics from Carleton University, Canada, a Bachelor degree in Law and a Master degree in Business Administration from University of Ottawa, Canada. 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 27 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 HKSAR 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 HKSAR 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 is currently serving 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, a member of audit and risk committee of Shui On Land Limited (Stock Code: 272, listed on the Main Board of the Stock Exchange) and an independent non-executive director and a member of audit committee of Investcorp Holdings B.S.C. 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, an advisor of Superland Group Holdings Limited (Stock Code: 368, listed on the Main Board of the Stock Exchange) and an independent non-executive director, the chairman of audit committee and a member of nomination committee of Shui On Xintiandi Limited.



***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 of association of the Company.

***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 underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

***Director's emoluments***

The director's remuneration for Mr. So is HK\$400,000 per annum. The remuneration is determined by the Board with reference to his job duties, the remuneration benchmark in the industry, the prevailing economic situation and market practice.

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

There is no information of Mr. So needs 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.





中海物業  
CHINA OVERSEAS PROPERTY

**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 at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 12 June 2024 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 2023.
2. To consider and declare a final dividend for the year ended 31 December 2023 of HK8.5 cents per Share.
3. (A) To re-elect Mr. Pang Jinying as an executive director of the Company;  
(B) To re-elect Mr. Ma Fujun as a non-executive director of the Company; and  
(C) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 “**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 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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, 26 April 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*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.
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 Wednesday, 5 June 2024 to Wednesday, 12 June 2024 (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 Tuesday, 4 June 2024.
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 and the general mandates to issue shares and buy-back shares of the Company together with the Company's 2023 Annual Report will be published on the websites of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.copl.com.hk](http://www.copl.com.hk)).
10. If a typhoon signal No.8 (or above) is hoisted or extreme conditions and/or a black rainstorm warning signal are in force at any time between 9:00 a.m. and 11:00 a.m. on the date of the AGM, the AGM may be adjourned to a later date and/or time as determined by the Company. The Company will publish an announcement on the websites of both the Stock Exchange and the Company to notify the Shareholders that the AGM has been adjourned (however, a failure to publish such a notice shall not affect the adjournment of such meeting). The Company will publish a further announcement on the websites of the Stock Exchange and the Company to notify the Shareholders of the date, time and location of the adjourned AGM. Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.