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)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE NEW FRAMEWORK AGREEMENTS FOR CAR PARKING SPACES

THE NEW COLI FRAMEWORK AGREEMENT

Reference is made to the announcement of the Company dated 5 September 2022 and the circular of the Company dated 12 October 2022 in respect of, inter alia, the Existing COLI Framework Agreement entered into between the Company and COLI on 5 September 2022, pursuant to which the parties agreed that the Group may from time to time enter into transactions with COLI Group for the acquisition of the rights-of-use of car parking spaces (including the right to occupy, assign or rent out, until the land use right(s) of the relevant project(s) at which the car parking spaces are located expire) by the Group as its inventory (i.e. the COLI Transactions), such car parking spaces being car parking spaces of developments or properties built, developed or owned by COLI Group and managed by the Group as property manager, for a term of 3 years commencing from 1 January 2023 and ending on 31 December 2025 (both dates inclusive).

As the Existing COLI Framework Agreement is due to expire, on 28 November 2025, the Company and COLI entered into the New COLI Framework Agreement to renew the COLI Transactions for a term of 3 years commencing from 1 January 2026 and ending on 31 December 2028 (both dates inclusive).

THE NEW COGO FRAMEWORK AGREEMENT

Reference is also made to the announcement of the Company dated 5 September 2022 and the circular of the Company dated 12 October 2022 in respect of, inter alia, the Existing COGO Framework Agreement entered into between the Company and COGO on 5 September 2022, pursuant to which the parties agreed that the Group may from time to time enter into transactions with COGO Group for the acquisition of the rights-of-use of car parking spaces (including the right to occupy, assign or rent out, until the land use right(s) of the relevant project(s) at which the car parking spaces are located expire) by the Group as its inventory (i.e. the COGO Transactions), such car parking spaces being car parking spaces of developments or properties built, developed or owned by COGO Group and managed by the Group as property manager, for a term of 3 years commencing from 1 January 2023 and ending on 31 December 2025 (both dates inclusive).

As the Existing COGO Framework Agreement is due to expire, on 28 November 2025, the Company and COGO entered into the New COGO Framework Agreement to renew the COGO Transactions for a term of 3 years commencing from 1 January 2026 and ending on 31 December 2028 (both dates inclusive).

LISTING RULES IMPLICATIONS

As at the date of this announcement, CSCEC is the ultimate holding company of the Company. COHL, a subsidiary of CSCEC, is the controlling shareholder of each of the Company and COLI by virtue of it being interested in approximately 61.24% and 56.10% of their respective issued share capital. COHL also indirectly holds approximately 39.63% of the issued share capital of COGO. Therefore, members of both COLI Group and COGO Group are connected persons of the Company. Accordingly, the entering into of (i) the New COLI Framework Agreement and the COLI Transactions and (ii) the New COGO Framework Agreement and the COGO Transactions constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the New Framework Agreements were entered into with parties who are connected with one another within a 12-month period, and were of similar nature, the New COLI Framework Agreement and the New COGO Framework Agreement are required to be aggregated pursuant to Rule 14A.81 of the Listing Rules. As the highest applicable percentage ratio in respect of the COLI Annual Caps and the COGO Annual Caps in aggregate exceeds 0.1% but is less than 5%, the Transactions are subject to annual review, reporting and announcement requirements, but is exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE NEW COLI FRAMEWORK AGREEMENT

Reference is made to the announcement of the Company dated 5 September 2022 and the circular of the Company dated 12 October 2022 in respect of, inter alia, the Existing COLI Framework Agreement entered into between the Company and COLI on 5 September 2022, pursuant to which the parties agreed that the Group may from time to time enter into transactions with COLI Group for the acquisition of the rights-of-use of car parking spaces (including the right to occupy, assign or rent out, until the land use right(s) of the relevant project(s) at which the car parking spaces are located expire) by the Group as its inventory (i.e. the COLI Transactions), such car parking spaces being car parking spaces of developments or properties built, developed or owned by COLI Group and managed by the Group as property manager, for a term of 3 years commencing from 1 January 2023 and ending on 31 December 2025 (both dates inclusive).

As the Existing COLI Framework Agreement is due to expire, on 28 November 2025, the Company and COLI entered into the New COLI Framework Agreement to renew the COLI Transactions for a term of 3 years commencing from 1 January 2026 and ending on 31 December 2028 (both dates inclusive). The principal terms of the New COLI Framework Agreement are as follows:

Date

28 November 2025

Parties

(a) The Company; and

(b) COLI.

Term

The New COLI Framework Agreement has a term of 3 years commencing from 1 January 2026 and ending on 31 December 2028 (both dates inclusive).

Subject matter

Pursuant to the New COLI Framework Agreement, the Company and COLI agreed that:

(a) they may enter into, or procure members of the Group and COLI Group to enter into, the COLI Transactions in the ordinary and usual course of their respective businesses within the limit of the COLI Annual Caps; and

(b) during the term of the New COLI Framework Agreement, the relevant members of the Group and COLI Group may from time to time enter into separate definitive agreement(s) in relation to any COLI Transactions, which shall set out the particular terms of the COLI Transaction(s) (including the payment terms) and be in compliance with the terms of the New COLI Framework Agreement, in particular:

(i) for the Group as purchaser, its terms shall be on normal commercial terms (or on an arm's length basis or on terms no less favourable to the Group than terms available from independent third parties for similar transactions (as the case may be)) and are fair and reasonable;

(ii) the price for the COLI Transaction(s) shall be based on the pricing basis under the New COLI Framework Agreement, which is set out in the section headed "*THE NEW COLI FRAMEWORK AGREEMENT – Pricing basis in respect of the COLI Transactions*" in this announcement; and

(iii) all the COLI Transactions are in the ordinary and usual course of business of the Group and in the interest of the Company and its Shareholders as a whole.

In the PRC, trading in car parking spaces can be carried out by assignment of the rights-of-use in the car parking spaces. The car parking spaces may include non-air raid shelter car parking spaces and air raid shelter car parking spaces, as in the case with the transactions under the Existing COLI Framework Agreement. In respect of the non-air raid shelter car parking spaces, if the procedures to transfer property rights can be completed in the future (for example, due to any relaxation of existing PRC policies which currently only allow assignment of the rights-of-use of some non-air raid shelter car parking spaces instead of transfer of property rights), COLI Group shall actively cooperate with the Group to handle the transfer of property rights. Following such transfer of property rights, the ownership of such non-air raid shelter car parking spaces will altogether be transferred to the Group.

The Group shall also ensure that all acquisitions of the rights-of-use of car parking spaces by the Group from COLI Associated Companies in the same nature as the COLI Transactions will be entered into in compliance with the principles of the New COLI Framework Agreement, and will be documented under separate agreement(s) and/or such other standard documentation.

Pricing basis in respect of the COLI Transactions

As purchaser, the Company (or the relevant subsidiary) shall commission a valuation report for each relevant COLI Transaction to be prepared by a qualified independent third party property valuer and the purchase price (i.e. the consideration) for each relevant COLI Transaction shall be no more than the relevant valuation so obtained. The Company (or the relevant subsidiary) shall also prepare an internal sale plan and projection for each relevant COLI Transaction with an estimated payback period of no more than 5 years, such feasibility study will include, among other things, (a) analysis of the demand for the underlying car parking spaces of the relevant COLI Transaction; (b) the payback period and expected return of the investment; and (c) the price of other car parking spaces of at least two developments (if any) surrounding the underlying car parking spaces of the relevant COLI Transaction, taking into account factors such as the total number, nature, targeted purchasers, environment, local facilities, etc. of the car parking spaces. In any event, the purchase price (i.e. the consideration) shall be no less favourable to the Group than that available from independent third party sellers for similar transactions. The purchase price will be funded by internal resources of the Group.

The independent non-executive Directors shall review whether the aforementioned pricing basis has been complied with on an annual basis for the COLI Transactions taking place during a financial year and report the same in the relevant annual report.

Historical transaction amounts

The annual caps under the 2019 COLI Framework Agreement and the Existing COLI Framework Agreement, as well as the historical total agreement sums paid/committed by the Group to COLI Group and its associates for the acquisition of the rights-of-use of car parking spaces by the Group from COLI Group and its associates for the relevant years/periods under the 2019 COLI Framework Agreement and the Existing COLI Framework Agreement, are set out below:

	For the one month ended 31 December 2019	For the financial year ended 31 December 2020	For the financial year ended 31 December 2021	For the eleven months ended 30 November 2022[2]	For the financial year ended 31 December 2023	For the financial year ended 31 December 2024	For the nine months ended 30 September 2025
Historical total agreement sums paid/committed by the Group to COLI Group and its associates for the acquisition of the rights-of-use of car parking spaces by the Group from COLI Group and its associates[1]	RMB158.0 million (equivalent to HK$181.4 million)	RMB126.1 million (equivalent to HK$141.7 million)	RMB375.5 million (equivalent to HK$454.6 million)	RMB51.0 million (equivalent to HK$60.7 million)	RMB6.0 million (equivalent to HK$6.7 million)	0	RMB17.6 million (equivalent to HK$19.0 million)
Annual caps under the 2019 COLI Framework Agreement and the Existing COLI Framework Agreement	HK$300 million	HK$500 million	HK$600 million	HK$600 million	HK$600 million	HK$600 million	HK$600 million

Note: 1. *For the purpose of the historical transaction amount for each of the years/periods under the 2019 COLI Framework Agreement and the Existing COLI Framework Agreement and for illustrative purpose only, RMB is converted into HK$ at the historical RMB/HK$ exchange rate used in the Company's annual report for the same purpose for the corresponding financial year. No representation is made that any amounts in HK$ have been or could be converted at the above rate or at any other rate.*

2. *For the avoidance of doubt, the Existing COLI Framework Agreement did not cover the period from 1 December 2022 to 31 December 2022, as it was expected that no COLI Transactions would be entered into by the Group and COLI Group and its associates during such period. No such transactions were in fact entered into.*

COLI Annual Caps

The maximum total agreement sums payable by the Group to COLI Group and the COLI Associated Companies for the acquisition of the rights-of-use of car parking spaces during the term of the New COLI Framework Agreement shall not exceed the following COLI Annual Caps:

For the year ending 31 December 2026	For the year ending 31 December 2027	For the year ending 31 December 2028
RMB200 million	RMB200 million	RMB200 million

Basis of determining the COLI Annual Caps

The COLI Annual Caps are determined with reference to, among other things:

(a) the historical transaction amounts as disclosed in the section headed "*THE NEW COLI FRAMEWORK AGREEMENT – Historical transaction amounts*" in this announcement. The Group has always adopted a prudent and highly-selective approach in selecting car parking spaces to maximise return and to maintain a healthy stock balance by ensuring the marketability and saleability of the car parking spaces. During the term of the 2019 COLI Framework Agreement, when the development of the Group's car parking space trading business was still in its early stage and when the Group started to acquire the rights-of-use of car parking spaces from COLI Group and its associates to build up its inventory, the historical annual transaction amounts of the COLI Transactions ranged from RMB51.0 million to RMB375.5 million. Subsequently, during the term of the Existing COLI Framework Agreement, significant economic downward adjustment was seen in the PRC property market. To ensure net positive cashflows from the car parking space trading business, the Group adopted a much more cautious approach in its further acquisition of the rights-of-use of car parking spaces, and the historical annual transaction amounts of the COLI Transactions has therefore dropped significantly. Such prudent approach has proven to be beneficial to the Group's car parking space trading business as the Group has mostly recorded positive cashflows from this segment since 2022 despite the economic downturn;

(b) although the historical transaction amounts of the COLI Transactions during the term of the Existing COLI Framework Agreement are low, any incremental batch of acquisition may potentially multiply the agreement sums payable by the Group to COLI Group and the COLI Associated Companies, as evidenced by the historical annual transaction amounts of the COLI Transactions during the term of the 2019 COLI Framework Agreement. The COLI Annual Caps will allow flexibility for the Group to continue with deploying its excess cash to acquire the right-of-use of profitable car parking spaces tactfully when the timing is right and when the right opportunity comes;

(c) the estimated value of the portfolios of car parking spaces to be made available by COLI Group for the Group to purchase selectively during the term of the New COLI Framework Agreement;

(d) the financial resources the Group plans to devote to further develop the Group's car parking space trading business for the period from 1 January 2026 to 31 December 2028, taking into account the estimated sale proceeds from the disposal of car parking spaces to be purchased under the New COLI Framework Agreement with an estimated payback period of no more than 5 years; and

(e) the Group's continuation of the car parking space trading business as more particularly discussed in the section headed "*REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE NEW FRAMEWORK AGREEMENTS*" in this announcement.

In light of the aforementioned basis of determining the COLI Annual Caps, the Board considers the COLI Annual Caps to be fair and reasonable and in the interests of the Company and its Shareholders as a whole.

THE NEW COGO FRAMEWORK AGREEMENT

Reference is also made to the announcement of the Company dated 5 September 2022 and the circular of the Company dated 12 October 2022 in respect of, inter alia, the Existing COGO Framework Agreement entered into between the Company and COGO on 5 September 2022, pursuant to which the parties agreed that the Group may from time to time enter into transactions with COGO Group for the acquisition of the rights-of-use of car parking spaces (including the right to occupy, assign or rent out, until the land use right(s) of the relevant project(s) at which the car parking spaces are located expire) by the Group as its inventory (i.e. the COGO Transactions), such car parking spaces being car parking spaces of developments or properties built, developed or owned by COGO Group and managed by the Group as property manager, for a term of 3 years commencing from 1 January 2023 and ending on 31 December 2025 (both dates inclusive).

As the Existing COGO Framework Agreement is due to expire, on 28 November 2025, the Company and COGO entered into the New COGO Framework Agreement to renew the COGO Transactions for a term of 3 years commencing from 1 January 2026 and ending on 31 December 2028 (both dates inclusive). The principal terms of the New COGO Framework Agreement are as follows:

Date

28 November 2025

Parties

(a) The Company; and

(b) COGO.

Term

The New COGO Framework Agreement has a term of 3 years commencing from 1 January 2026 and ending on 31 December 2028 (both dates inclusive).

Subject matter

Pursuant to the New COGO Framework Agreement, the Company and COGO agreed that:

(a) they may enter into, or procure members of the Group and COGO Group to enter into, the COGO Transactions in the ordinary and usual course of their respective businesses within the limit of the COGO Annual Caps; and

(b) during the term of the New COGO Framework Agreement, the relevant members of the Group and COGO Group may from time to time enter into separate definitive agreement(s) in relation to any COGO Transactions, which shall set out the particular terms of the COGO Transaction(s) (including the payment terms) and be in compliance with the terms of the New COGO Framework Agreement, in particular:

    (i) for the Group as purchaser, its terms shall be on normal commercial terms (or on an arm's length basis or on terms no less favourable to the Group than terms available from independent third parties for similar transactions (as the case may be)) and are fair and reasonable;

    (ii) the price for the COGO Transaction(s) shall be based on the pricing basis under the New COGO Framework Agreement, which is set out in the section headed "*THE NEW COGO FRAMEWORK AGREEMENT – Pricing basis in respect of the COGO Transactions*" in this announcement; and

    (iii) all the COGO Transactions are in the ordinary and usual course of business of the Group and in the interest of the Company and its Shareholders as a whole.

In the PRC, trading in car parking spaces can be carried out by assignment of the rights-of-use in the car parking spaces. The car parking spaces may include non-air raid shelter car parking spaces and air raid shelter car parking spaces, as in the case with the transactions under the Existing COGO Framework Agreement. In respect of the non-air raid shelter car parking spaces, if the procedures to transfer property rights can be completed in the future (for example, due to any relaxation of existing PRC policies which currently only allow assignment of the rights-of-use of some non-air raid shelter car parking spaces instead of transfer of property rights), COGO Group shall actively cooperate with the Group to handle the transfer of property rights. Following such transfer of property rights, the ownership of such non-air raid shelter car parking spaces will altogether be transferred to the Group.

Pricing basis in respect of the COGO Transactions

As purchaser, the Company (or the relevant subsidiary) shall commission a valuation report for each relevant COGO Transaction to be prepared by a qualified independent third party property valuer and the purchase price (i.e. the consideration) for each relevant COGO Transaction shall be no more than the relevant valuation so obtained. The Company (or the relevant subsidiary) shall also prepare an internal sale plan and projection for each relevant COGO Transaction with an estimated payback period of no more than 5 years, such feasibility study will include, among other things, (a) analysis of the demand for the underlying car parking spaces of the relevant COGO Transaction; (b) the payback period and expected return of the investment; and (c) the price of other car parking spaces of at least two developments (if any) surrounding the underlying car parking spaces of the relevant COGO Transaction, taking into account factors such as the total number, nature, targeted purchasers, environment, local facilities, etc. of the car parking spaces. In any event, the purchase price (i.e. the consideration) shall be no less favourable to the Group than that available from independent third party sellers for similar transactions. The purchase price will be funded by internal resources of the Group.

The independent non-executive Directors shall review whether the aforementioned pricing basis has been complied with on an annual basis for COGO Transactions taking place during a financial year and report the same in the relevant annual report.

Historical transaction amounts

The annual caps under the 2019 COGO Framework Agreement and the Existing COGO Framework Agreement, as well as the historical total agreement sums paid/committed by the Group to COGO Group for the acquisition of the rights-of-use of car parking spaces by the Group from COGO Group for the relevant years/periods under the 2019 COGO Framework Agreement and the Existing COGO Framework Agreement, are set out below:

	For the one month ended 31 December 2019	For the financial year ended 31 December 2020	For the financial year ended 31 December 2021	For the eleven months ended 30 November 2022[2]	For the financial year ended 31 December 2023	For the financial year ended 31 December 2024	For the nine months ended 30 September 2025
Historical total agreement sums paid/committed by the Group to COGO Group for the acquisition of the rights-of-use of car parking spaces by the Group from COGO Group[1]	0	RMB90.1 million (equivalent to HK$101.3 million)	RMB83.8 million (equivalent to HK$101.5 million)	RMB50.2 million (equivalent to HK$60.7 million)	0	0	0
Annual caps under the 2019 COGO Framework Agreement and the Existing COGO Framework Agreement	0	HK$400 million	HK$300 million	HK$300 million	HK$300 million	HK$300 million	HK$300 million

Note*:* 1. *For the purpose of the historical transaction amount for each of the years/periods under the 2019 COGO Framework Agreement and the Existing COGO Framework Agreement and for illustrative purpose only, RMB is converted into HK$ at the historical RMB/HK$ exchange rate used in the Company's annual report for the same purpose for the corresponding financial year. No representation is made that any amounts in HK$ have been or could be converted at the above rate or at any other rate.*

2. *For the avoidance of doubt, the Existing COGO Framework Agreement did not cover the period from 1 December 2022 to 31 December 2022, as it was expected that no COGO Transactions would be entered into by the Group and COGO Group during such period. No such transactions were in fact entered into.*

COGO Annual Caps

The maximum total agreement sums payable by the Group to COGO Group for the acquisition of the rights-of-use of car parking spaces during the term of the New COGO Framework Agreement shall not exceed the following COGO Annual Caps:

For the year ending 31 December 2026	For the year ending 31 December 2027	For the year ending 31 December 2028
RMB100 million	RMB100 million	RMB100 million

Basis of determining the COGO Annual Caps

The COGO Annual Caps are determined with reference to, among other things:

(a) the historical transaction amounts as disclosed in the section headed "*THE NEW COGO FRAMEWORK AGREEMENT – Historical transaction amounts*" in this announcement. The Group has always adopted a prudent and highly-selective approach in selecting car parking spaces to maximise return and to maintain a healthy stock balance by ensuring the marketability and saleability of the car parking spaces. During the term of the 2019 COGO Framework Agreement, when the development of the Group's car parking space trading business was still in its early stage and when the Group started to acquire the rights-of-use of car parking spaces from COGO Group to build up its inventory, the historical annual transaction amounts of the COGO Transactions ranged from RMB50.2 million to RMB90.1 million (not including the period for the one month ended 31 December 2019, during which no annual cap was set and no COGO Transactions were entered into). Subsequently, during the term of the Existing COGO Framework Agreement, significant economic downward adjustment was seen in the PRC property market. To ensure net positive cashflows from the car parking space trading business, the Group adopted a much more cautious approach in its further acquisition of the rights-of-use of car parking spaces, and has not therefore acquired any rights-of-use of car parking spaces from COGO Group. Such prudent approach has proven to be beneficial to the Group's car parking space trading business as the Group has mostly recorded positive cashflows from the segment since 2022 despite the economic downturn;

(b) although the Group has not acquired any rights-of-use of car parking spaces from COGO Group during the term of the Existing COGO Framework Agreement as of the date of this announcement, any batch of acquisition may potentially multiply the agreement sums payable by the Group to COGO Group, as evidenced by the historical annual transaction amounts of the COGO Transactions during the term of the 2019 COGO Framework Agreement. The COGO Annual Caps will allow flexibility for the Group to continue with deploying its excess cash to acquire the right-of-use of profitable car parking spaces tactfully when the timing is right and when the right opportunity comes;

(c) the estimated value of the portfolios of car parking spaces made available by COGO Group for the Group to purchase selectively during the term of the New COGO Framework Agreement;

(d) the financial resources the Group plans to devote to further develop the Group's car parking space trading business for the period from 1 January 2026 to 31 December 2028, taking into account the estimated sale proceeds from the disposal of car parking spaces to be purchased under the New COGO Framework Agreement with an estimated payback period of no more than 5 years; and

(e) the Group's continuation of the car parking space trading business as more particularly discussed in the section headed "*REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE NEW FRAMEWORK AGREEMENTS*" in this announcement.

In light of the aforementioned basis of determining the COGO Annual Caps, the Board considers the COGO Annual Caps to be fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INTERNAL CONTROL PROCEDURES

In order to ensure that the acquisitions of the rights-of-use of car parking spaces by the Group from COLI Group and the COLI Associated Companies and COGO Group will be entered into in accordance with the terms of the New COLI Framework Agreement and the New COGO Framework Agreement respectively, the Group has adopted the following measures:

(a) the general managers of the relevant business units and operations divisions of the Company's local subsidiaries where the car parking spaces are located will be responsible for negotiating the proposed acquisitions with COLI Group and the COLI Associated Companies and COGO Group respectively for the purpose of entering into separate definitive agreements;

(b) such general managers will prepare feasibility studies to ensure the marketability of the underlying car parking spaces with an estimated payback period of no more than 5 years under normal economic conditions;

(c) the Company's local subsidiaries will conduct due diligence exercises to ensure the validity of legal titles of the underlying car parking spaces, and submit the reports and the feasibility studies to the Corporate Planning Department of the Group for review and make recommendations to the senior management on the merits of the proposed acquisitions;

(d) the Corporate Planning Department and senior management of the Group will each monitor the consideration for each of the proposed acquisitions to ensure that it will be no more than the relevant valuation obtained from a qualified independent third party property valuer;

(e) the Finance and Treasury Department of the Group will monitor the accumulated consideration paid for the acquisitions and submit quarterly reports to the executive Directors overseeing finance-related matters and the company secretary of the Company in order to ensure that the respective COLI Annual Caps and the respective COGO Annual Caps will not be exceeded; and

(f) the independent non-executive Directors will review all the continuing connected transactions of the Company (including the acquisitions) annually to ensure that they have been entered into in the ordinary and usual course of business of the Group and on normal commercial terms, and have been carried out pursuant to the terms of such transactions, in particular, consideration paid for each relevant transaction shall be no more than the relevant valuation obtained from a qualified independent third party property valuer, and that such terms are fair and reasonable and in the interests of the Shareholders as a whole.

REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE NEW FRAMEWORK AGREEMENTS

The Group commenced its car parking space trading business in the second half of 2018. The business segment did not only complement the Group's other principal businesses, it has also proven to be economically viable and profitable in the past few years, and contributed to the Group's revenue.

The Directors believe that the business model of acquiring a greater control over the timing of the sale of the car parking spaces at the properties under the Group's management will continue to maximise the Group's opportunity to gain revenue from the sale of car parking spaces. This in turn will enable the Group to take advantage of its existing abundance of cash balance and increase the Shareholders' value.

More importantly, through acquiring unfettered rights and ability to control and coordinate the sale of the car parking spaces at the properties under the Group's management, the Group can create greater ease and value to the residents of such properties, and thereby enhance the Group's overall management of the amenities within such properties.

With the Group's overall strategy of commitment to achieving long-term sustainable and steady growth for the benefits of the Shareholders, it is expected that the Group will be able to generate more revenue and cash in the future. Therefore, by entering into the COLI Transactions and the COGO Transactions, the Group can deploy such excess cash to and maintain its business momentum in the car parking space trading business, which will in turn generate increasing profits for the Group and is in line with and complements the Group's overall development and growth strategy.

The Directors (including the independent non-executive Directors) consider that the terms of the New Framework Agreements, the Transactions and the Annual Caps are on normal commercial terms after arm's length negotiations between the parties, and are in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CSCEC is the ultimate holding company of the Company. COHL, a subsidiary of CSCEC, is the controlling shareholder of each of the Company and COLI by virtue of it being interested in approximately 61.24% and 56.10% of their respective issued share capital. COHL also indirectly holds approximately 39.63% of the issued share capital of COGO. Therefore, members of both COLI Group and COGO Group are connected persons of the Company. Accordingly, the entering into of (i) the New COLI Framework Agreement and the COLI Transactions and (ii) the New COGO Framework Agreement and the COGO Transactions constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the New Framework Agreements were entered into with parties who are connected with one another within a 12-month period, and were of similar nature, the New COLI Framework Agreement and the New COGO Framework Agreement are required to be aggregated pursuant to Rule 14A.81 of the Listing Rules. As the highest applicable percentage ratio in respect of the COLI Annual Caps and the COGO Annual Caps in aggregate exceeds 0.1% but is less than 5%, the Transactions are subject to annual review, reporting and announcement requirements, but is exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Zhang Guiqing, being the chairman and executive Director of the Company and a director of COHL, although not considered having any material interest in the New Framework Agreements and the transactions contemplated thereunder, have voluntarily abstained from voting on such board resolutions. None of the other Directors has any material interest in the New Framework Agreements and the transactions contemplated thereunder and none of them has abstained from voting on such board resolutions.

Shareholders should note that the Annual Caps represent the best estimates by the Directors of the amount of the relevant transactions based on the information currently available. The Annual Caps bear no direct relationships to, nor should be taken to have any direct bearings to the Group's financial or potential financial performance.

INFORMATION ON THE PARTIES

The Company is one of the leading property management companies in the PRC with operations also covering Hong Kong and Macau. The Group is principally engaged in the provision of property management services, value-added services to non-residents and residents and car parking space trading business.

COLI Group is principally engaged in property development, commercial property operations and other businesses.

COGO Group is principally engaged in property development and commercial property operations.

CSCEC (a state-owned corporation in the PRC) is the ultimate controlling shareholder of the Company. COHL, a subsidiary of CSCEC, is the controlling shareholder of each of the Company and COLI. COHL also indirectly holds approximately 39.63% of the issued share capital of COGO. CSCEC, together with its subsidiaries (excluding those listed on any stock exchange), is a conglomerate principally engaged in building construction, international contracting, real estate development and investment, infrastructure construction and investment and design and prospecting.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

"2019 COGO Framework Agreement"	the framework agreement entered into between the Company and COGO on 23 October 2019 in respect of the COGO Transactions for a term of 3 years commenced from 1 December 2019 and ended on 30 November 2022 (both dates inclusive)
"2019 COLI Framework Agreement"	the framework agreement entered into between the Company and COLI on 23 October 2019 in respect of the COLI Transactions for a term of 3 years commenced from 1 December 2019 and ended on 30 November 2022 (both dates inclusive)
"Annual Caps"	collectively, the COLI Annual Caps and the COGO Annual Caps

"associate(s)", "connected person(s)", "continuing connected transactions", "controlling shareholder", "holding company", "percentage ratios" and "subsidiary(ies)"	each has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"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)
"COGO Annual Caps"	the maximum total agreement sums payable by the Group to COGO Group for the acquisition of the rights-of-use of car parking spaces by the Group from COGO Group for the relevant years under the New COGO Framework Agreement as set out under the section headed "*THE NEW COGO FRAMEWORK AGREEMENT – COGO Annual Caps*" in this announcement
"COGO Group"	COGO and its subsidiaries from time to time
"COGO Transactions"	the transactions between the Group and COGO Group for the acquisition of the rights-of-use of car parking spaces (including the right to occupy, assign or rent out, until the land use right(s) of the relevant project(s) at which the car parking spaces are located expire) by the Group as its inventory, such car parking spaces being car parking spaces of developments or properties built, developed or owned by COGO Group and managed by the Group as property manager
"COHL"	China Overseas Holdings Limited, a company incorporated in Hong Kong with limited liability, and the controlling shareholder of each of the Company and COLI
"COHL Group"	COHL and its subsidiaries (excluding subsidiary(ies) listed on any stock exchange) from time to time

"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)
"COLI Annual Caps"	the maximum total agreement sums payable by the Group to COLI Group and COLI Associated Companies for the acquisition of the rights-of-use of car parking spaces by the Group from COLI Group and COLI Associated Companies for the relevant years under the New COLI Framework Agreement as set out under the section headed "*THE NEW COLI FRAMEWORK AGREEMENT – COLI Annual Caps*" in this announcement
"COLI Associated Companies"	companies which respective issued share capital or equity interest is held as to not less than 30% and not more than 50% by COLI Group, and the respective subsidiaries of such companies from time to time (excluding any such companies listed on any stock exchange, and in particular COGO)
"COLI Group"	COLI and its subsidiaries (excluding subsidiary(ies) listed on any stock exchange and their respective subsidiaries, if any) from time to time
"COLI Transactions"	the transactions between the Group and COLI Group for the acquisition of the rights-of-use of car parking spaces (including the right to occupy, assign or rent out, until the land use right(s) of the relevant project(s) at which the car parking spaces are located expire) by the Group as its inventory, such car parking spaces being car parking spaces of developments or properties built, developed or owned by COLI Group and managed by the Group as property manager
"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, a state-owned corporation organised and existing under the laws of the PRC, and the ultimate holding company of each of COHL, the Company and COLI
"Director(s)"	the director(s) of the Company
"Existing COGO Framework Agreement"	the framework agreement entered into between the Company and COGO on 5 September 2022 in respect of the COGO Transactions for a term of 3 years commencing from 1 January 2023 and ending on 31 December 2025 (both dates inclusive)
"Existing COLI Framework Agreement"	the framework agreement entered into between the Company and COLI on 5 September 2022 in respect of the COLI Transactions for a term of 3 years commencing from 1 January 2023 and ending on 31 December 2025 (both dates inclusive)
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"New COGO Framework Agreement"	the framework agreement entered into between the Company and COGO on 28 November 2025 in respect of the COGO Transactions for a term of 3 years commencing from 1 January 2026 and ending on 31 December 2028 (both dates inclusive)
"New COLI Framework Agreement"	the framework agreement entered into between the Company and COLI on 28 November 2025 in respect of the COLI Transactions for a term of 3 years commencing from 1 January 2026 and ending on 31 December 2028 (both dates inclusive)
"New Framework Agreements"	collectively, the New COLI Framework Agreement and the New COGO Framework Agreement

"PRC"	the People's Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) of HK$0.001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Transactions"	collectively, the COLI Transactions and the COGO Transactions
"%"	per cent.

By order of the Board
China Overseas Property Holdings Limited
Zhang Guiqing
Chairman and Executive Director

Hong Kong, 28 November 2025

As at the date of this announcement, the Board comprises eight Directors, of which three are Executive Directors, namely Mr. Zhang Guiqing (Chairman), Mr. Xiao Junqiang (Chief Executive Officer) and Mr. Kam Yuk Fai (Chief Financial Officer); two are Non-executive Directors, namely, Mr. Guo Lei and Ms. Ng, Yat Wing Athena; 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.