

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of China Overseas Property Holdings Limited (the “**Company**”) announces with sorrow that Mr. So, Gregory Kam Leung (“**Mr. So**”), an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee, the nomination committee and the sustainability steering committee of the Company, passed away on 13 December 2025.

Mr. So had served the Board as an independent non-executive Director since October 2018. The Board would like to express its sincere gratitude to Mr. So for his valuable and professional contributions to the Company during his tenure. The Board further expresses its deepest sorrow for the passing away of Mr. So and conveys its heartfelt condolences to his family.

Following the passing away of Mr. So, the Board comprises seven Directors, of which three are executive Directors, two are non-executive Directors and two are independent non-executive Directors. The Company currently does not comply with the following requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”):

- (i) The requirement under Rule 3.10(1) of the Listing Rules which stipulates that the board must include at least three independent non-executive directors;
- (ii) The requirement under Rule 3.10A of the Listing Rules which stipulates that independent non-executive directors must represent at least one-third of the board;
- (iii) The requirement under Rule 3.21 of the Listing Rules which stipulates that the audit committee must comprise a minimum of three members;
- (iv) The requirement under Rule 3.25 of the Listing Rules which stipulates that the remuneration committee must be chaired by an independent non-executive director; and
- (v) The requirement under Rule 3.27A of the Listing Rules which stipulates that the nomination committee must comprise a majority of independent non-executive directors.

The Company will endeavor to identify suitable candidates to fill the vacancies of the independent non-executive Director and the relevant Board committees in order to comply with the requirements under the Listing Rules as soon as practicable and in any event within the period prescribed under Rules 3.11, 3.23, 3.27 and 3.27C of the Listing Rules. Further announcement will be made by the Company as and when appropriate in accordance with the Listing Rules. The Company's operation activities are carried out normally and will not be adversely affected by it.

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

Hong Kong, 15 December 2025

As at the date of this announcement, the Board comprises seven 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 two are Independent Non-executive Directors, namely, Mr. Yung, Wing Ki Samuel and Mr. Lim, Wan Fung Bernard Vincent.