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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND BOARD COMMITTEES MEMBER

With effect from the conclusion of the annual general meeting of the Company to be held on 17 June 2026:

1. Mr. Lim, Wan Fung Bernard Vincent will retire as an independent non-executive director, the chairman of the sustainability steering committee and a member of the audit committee, the nomination committee and the remuneration committee of the Company;
2. Mr. Guo Lei will resign as non-executive director of the Company;
3. Mr. Lee Chun Keung will be appointed as an independent non-executive director, the chairman of the sustainability steering committee and a member of the audit committee, the nomination committee and the remuneration committee of the Company; and
4. Mr. Liu Huiming will be appointed as a non-executive director of the Company.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND BOARD COMMITTEES MEMBER

The board of directors (the “**Board**”) of China Overseas Property Holdings Limited (the “**Company**”) announces that Mr. Lim, Wan Fung Bernard Vincent (“**Mr. Lim**”), an independent non-executive director of the Company, having served on the Board for over 9 years, will retire by rotation at the annual general meeting of the Company to be held on 17 June 2026 (the “**2026 AGM**”) in accordance with the amended and restated articles of association of the Company (the “**Articles**”). Mr. Lim will not stand for re-election in accordance with the requirement under Rule 3.13A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and accordingly he will retire as an independent non-executive director, the chairman of the sustainability steering committee and a member of the audit committee, the nomination committee and the remuneration committee of the Company with effect from the conclusion of the 2026 AGM.

Mr. Lim confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. Lim for his valuable contributions to the Company during his tenure.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board announces that, due to realignment of work duties, Mr. Guo Lei (“**Mr. Guo**”) decided to resign as non-executive director of the Company with effect from the conclusion of the 2026 AGM.

Mr. Guo confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. Guo for his valuable contributions to the Company during his tenure.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND BOARD COMMITTEES MEMBER

The Board is pleased to announce that Mr. Lee Chun Keung (“**Mr. Lee**”) will be appointed as an independent non-executive director, the chairman of the sustainability steering committee and a member of the audit committee, the nomination committee and the remuneration committee of the Company with effect from the conclusion of the 2026 AGM.

Mr. Lee, aged 49, holds a Bachelor degree of Science in Electrical Engineering from Lehigh University, United States and a postgraduate certificate in Business Administration from The Open University of Hong Kong (now known as Hong Kong Metropolitan University). He is a member of the Hong Kong Institution of Engineers. Mr. Lee is currently a member of the National Committee of the Chinese People’s Political Consultative Conference, a member of the Legislative Council in Hong Kong Special Administrative Region (“**HKSAR**”) and a non-executive directors of the Urban Renewal Authority in HKSAR. He was appointed as a Justice of the Peace in 2023 and awarded the Chief Executive's Commendation for Community Service and the Bronze Bauhinia Star by the Government of the HKSAR in 2020 and 2025 respectively. Mr. Lee was an independent non-executive director, a member of the audit committee and the nomination committee of Prosper One International Holdings Company Limited (Stock Code: 1470, listed on the Main Board of the Stock Exchange).

Save as disclosed herein, Mr. Lee has not held any directorship in any other listed companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Mr. Lee does not have, and is not deemed to have, any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lee has entered into a letter of appointment of independent non-executive director with the Company and it can be terminated by either party giving to the other not less than three months' prior written notice. Mr. Lee is not appointed for a specific term of office. He will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. The director's remuneration for Mr. Lee is HK\$400,000 per annum, such amount being determined by the Board with reference to the relevant time commitment required, the size and complexity of the Company and its subsidiaries and benchmarked against a peer group.

Save as disclosed herein, there is no matter relating to the appointment of Mr. Lee that needs to be brought to the attention of the shareholders of the Company, nor is there any information requiring to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

As at the date of this announcement and save as disclosed herein, Mr. Lee has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

The Board would like to express its warmest welcome to Mr. Lee joining the Board.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Liu Huiming ("**Mr. Liu**") will be appointed as a non-executive director of the Company with effect from the conclusion of the 2026 AGM.

Mr. Liu, aged 48, holds a Bachelor degree in Civil Engineering and a Master degree in Management Science and Engineering from Tsinghua University. He also obtained qualification in senior engineer from China State Construction Engineering Corporation. Mr. Liu is currently serving as vice president of China Overseas Land & Investment Ltd. (Stock Code: 688, listed on the Main Board of the Stock Exchange). He has over 20 years' experience in construction and corporate management.

Save as disclosed herein, Mr. Liu has not held any directorship in any other listed companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Mr. Liu does not have, and is not deemed to have, any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Liu has entered into a letter of appointment of non-executive director with the Company and it can be terminated by either party giving to the other not less than three months' prior written notice. Mr. Liu is not appointed for a specific term of office. He will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Liu will not receive any director's fee for his terms of appointment.

Save as disclosed herein, there is no matter relating to the appointment of Mr. Liu that needs to be brought to the attention of the shareholders of the Company, nor is there any information requiring to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Liu joining the Board.

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

Hong Kong, 28 April 2026

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 two are Independent Non-executive Directors, namely, Mr. Yung, Wing Ki Samuel, Mr. Lim, Wan Fung Bernard Vincent and Mr. Tsoi Wing Sing.