THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of China Overseas Property Holdings Limited to be held as a virtual meeting via the eVoting Portal on Wednesday, 17 June 2026 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the AGM is enclosed with this circular. The form of proxy can also be downloaded from the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.copl.com.hk).

Whether or not you are able to attend the AGM via the eVoting Portal, 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 via the eVoting Portal at the AGM or any adjournment thereof (as the case may be) should you so wish.

29 April 2026

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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 as a virtual meeting via the eVoting Portal on Wednesday, 17 June 2026 at 11:00 a.m. or any adjournment thereof
"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 (excluding Treasury Shares) as at the date of passing of the relevant resolution
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"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)
"COHL"	China Overseas Holdings Limited, a company incorporated in Hong Kong with limited liability, the controlling shareholder of the Company
"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)
"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 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 is a non-wholly owned subsidiary of CSCEC and the intermediate controlling shareholder of the Company

"Director(s)"	the director(s) of the Company
"eVoting Portal"	electronic platform for the registered Shareholders, proxies and corporate representatives attending the AGM via internet
"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
"Issuance Mandate"	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing the relevant resolution
"Latest Practicable Date"	20 April 2026, 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
"Treasury Shares"	has the meaning ascribed thereto under the Listing Rules
"%"	per cent.

All registered Shareholders will be able to join the AGM via the eVoting Portal. The eVoting Portal can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the eVoting Portal, our registered Shareholders will be able to view the live video broadcast, participate in voting and submit questions online, or call the hotline to raise questions during the Q&A session of the AGM. Login details and information will be included in our letters to registered Shareholders regarding the eVoting Portal which will be despatched later and the dial-in number will be provided during the AGM.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

(1) attend the AGM via the eVoting Portal which enables live streaming and interactive platform for submitting questions and voting online and/or speak at the AGM by calling the hotline during the Q&A session of the AGM; or

(2) appoint the chairman of the AGM or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the eVoting Portal.

Your proxy's authority and instruction will be revoked if you attend and vote via the eVoting Portal at the AGM.

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your Shares are held (as the case may be) (collectively the "**Intermediary**") and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote via eVoting Portal at the AGM and in doing so, you will be asked to provide your email address. Details regarding the eVoting Portal including the login details will be emailed to you by the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited.

Completion and return of the form of proxy will not preclude a member from attending and voting via the eVoting Portal at the AGM or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

In order to be eligible to attend and vote at the AGM via the eVoting Portal or any adjourned meeting, all 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 Wednesday, 10 June 2026.

If you have any questions relating to the AGM, please contact the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, with the following details:

Address:	17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email:	evoting@vistra.com
Telephone:	(852) 2980 1333
Fax:	(852) 2861 1465



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. Kam Yuk Fai *(Chief Financial Officer)*

Non-executive Directors:
Mr. Guo Lei
Ms. Ng, Yat Wing Athena

Independent Non-executive Directors:
Mr. Yung, Wing Ki Samuel
Mr. Lim, Wan Fung Bernard Vincent
Mr. Tsoi Wing Sing

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

29 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES AND 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.

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 18 June 2025, 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 (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) 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 18 to 22 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. 3,283,960,460 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 656,792,092 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 and the Company will not have any Treasury Shares prior to the AGM.

In respect of the Issuance Mandate, the Board wishes to state that it has no immediate plans to issue any new Shares pursuant to the general mandate under the proposed ordinary resolution contained in item 6 of the notice of the AGM.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY-BACK SHARES

At the annual general meeting of the Company held on 18 June 2025, 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 (excluding Treasury Shares) 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 18 to 22 of this circular.

Based on the total number of Shares in issue (i.e. 3,283,960,460 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 328,396,046 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 and the Company will not have any Treasury Shares 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.

4. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, including three Executive Directors, namely Mr. Zhang Guiqing ("**Mr. Zhang**"), Mr. Xiao Junqiang ("**Mr. Xiao**") and Mr. Kam Yuk Fai, two Non-executive Directors, namely Mr. Guo Lei and Ms. Ng, Yat Wing Athena, and three Independent Non-executive Directors, namely Mr. Yung, Wing Ki Samuel, Mr. Lim, Wan Fung Bernard Vincent ("**Mr. Lim**") and Mr. Tsoi Wing Sing ("**Mr. Tsoi**").

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. Zhang, Mr. Xiao and Mr. Lim will retire by rotation at the AGM. Mr. Zhang and Mr. Xiao, being eligible, shall offer themselves for re-election at the AGM.

Mr. Lim has served on the Board as an Independent Non-executive Director over nine years, he will retire at the conclusion of the AGM in accordance with the requirement under Rule 3.13A of the Listing Rules. 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 Shareholders.

Pursuant to the article 83(3) of the Articles, Mr. Tsoi, who filled casual vacancies on the Board on 1 February 2026, shall hold office only until the first general meeting of the Company after his appointment, i.e. the AGM, and shall then be eligible 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. Zhang, Mr. Xiao, Mr. Lim and Mr. Tsoi should retire and re-elect (except Mr. Lim who should retire at the conclusion of the AGM in accordance with the requirement of the Listing Rules) at the AGM. The recommendation made by the Nomination Committee of the Company is made reference to the Articles, the Listing Rules, criteria and qualifications set out in the Nomination Policy and the Board Diversity Policy adopted by the Company. Mr. Zhang and Mr. Tsoi, being a member of the Nomination Committee, have abstained from voting on their own nomination when it was considered.

Mr. Tsoi demonstrated his knowledge of operation of a listed company with valuable business experience, knowledge, professionalism and work experience necessary to perform the duties of an independent non-executive director, and provided independent, fair and objective opinions on corporate affairs. Meanwhile, Mr. Tsoi has confirmed his independence to the Company in accordance with Rule 3.13 of the Listing Rules during his appointment.

The Board, on the recommendation of the Nomination Committee, opine that Mr. Tsoi has the required character, integrity, independence and experience to fulfill the role of an Independent Non-executive Director. Mr. Tsoi will also promote diversity of the Board in a number of aspects. Accordingly, the Board and the Nomination Committee believe that re-appointment of Mr. Tsoi as Independent Non-executive Director is in the best interests of the Company and the Shareholders as a whole.

The biographical details of all retiring Directors offering to be re-elected 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 18 to 22 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 Thursday, 11 June 2026 to Wednesday, 17 June 2026, both days inclusive, for the purpose of determining eligibility to attend and vote via the eVoting Portal at the AGM. In order to be eligible to attend and vote at the AGM via the eVoting Portal, 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 Wednesday, 10 June 2026. The record date for determining the eligibility of Shareholders to attend and vote at the AGM is Wednesday, 17 June 2026.

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.

A form of proxy for use at the AGM is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.copl.com.hk). Whether or not you are able to attend the AGM via the eVoting Portal, 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 via the eVoting Portal 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 regard 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 3,283,960,460 Shares and the Company did not have any Treasury 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 3,283,960,460 Shares) and the Company does not have any Treasury Shares prior to the date of the AGM, 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 328,396,046 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares) 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.

Shares buy-back for cancellation 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. On the other hand, Shares buy-back and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles, and the laws of the Cayman Islands. Shares buy-back 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 2025 (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 or gearing position of the Company in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. No buy-back would be made in circumstances that would have a material adverse impact on the working capital or 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 61.24% of the total number of Shares in issue (excluding Treasury Shares). Out of these Shares, 169,712,309 Shares (being approximately 5.17% of the total number of Shares in issue (excluding Treasury Shares)) 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 3,283,960,460 Shares) remains unchanged as at the date of the AGM, (ii) the Company will not have any Treasury Shares prior to the AGM, and (iii) 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 68.04% 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.

The Listing Rules prohibit a company from making buy-back of shares on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of Shares in issue (excluding Treasury shares) would be in public hands. The Directors do not propose to buy-back Shares, which would result in less than the prescribed minimum percentage of issued Shares (excluding Treasury Shares) in public hands.

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 2026 up to the Latest Practicable Date were as follows:

Month	**Highest** *HK$*	**Lowest** *HK$*
2025		
April	5.48	4.86
May	5.58	5.19
June	5.62	4.99
July	5.87	5.35
August	5.95	5.27
September	5.41	4.87
October	5.04	4.77
November	5.15	4.78
December	4.97	4.51
2026		
January	4.95	4.26
February	4.50	4.23
March	4.35	3.91
April (up to the Latest Practicable Date)	4.14	3.91

8. SHARE BUY-BACKS MADE BY THE COMPANY

The Company had not bought-back any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. STATUS OF SHARE BUY-BACKS

The Company may cancel any Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the buy-backs.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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. Zhang Guiqing

Chairman and Executive Director

Aged 53, he is currently the Chairman of the Board, Executive Director, Authorized Representative, chairman of the nomination committee, a member of the remuneration committee and the sustainability steering committee of the Company and a director of a subsidiary of the Company. Mr. Zhang holds a Bachelor degree from Shenyang Jianzhu University, a Master degree from Harbin Institute of Technology and a Doctorate degree in Management from The Hong Kong Polytechnic University. He joined a subsidiary of COHL as engineer in 1995 and since then, he worked in various business units within COHL and COLI, such as, development management department, marketing and planning department, general manager of Suzhou, Shenzhen and Northern District regional companies. Mr. Zhang is a director of COHL. He was the executive director and chief executive officer, authorized representative and a member of remuneration committee of COGO. Mr. Zhang has over 30 years' experience in property development and corporate management.

Length of service

Mr. Zhang 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. Zhang is not appointed for a specific term of office. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

Relationships

Mr. Zhang 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. Zhang has personal interests in 20,000 shares in COLI, COLI is an associated corporation of the Company (within the meaning of Part XV of the SFO). Saved as disclosed above, Mr. Zhang does not have, and is not deemed to have, any personal interest in the Shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

The director's remuneration for Mr. Zhang is RMB115,000 per month and to have discretionary bonuses determined by the Board or the Remuneration Committee. Mr. Zhang'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. Zhang 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. Zhang that need to be brought to the attention of the Shareholders.

(2) Mr. Xiao Junqiang
Chief Executive Officer and Executive Director

Aged 48, he is currently Chief Executive Officer, Executive Director, Authorized Representative and a member of the sustainability steering committee of the Company and a director of certain subsidiaries of the Company. Mr. Xiao holds an Agriculture major from Hunan University of Arts and Science, an Administration Management major from Sun Yat-sen University and an Executive Master degree in Business Administration from University of Liège. He also obtained a senior economist. Mr. Xiao joined the group company of COLI in November 2000 and since then, he served different positions in COLI group and the Company, including the general manager of 北京中海物業管理有限公司, the general manager of human resources department, the assistant president and the vice president. Mr. Xiao is a deputy council member of Urban Update and Operation Committee of the China Civil Engineering Society (中國土木工程學會城市更新與運營分會). He has approximately 25 years' experience in operation of property management.

Length of service

Mr. Xiao 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. Xiao is not appointed for a specific term of office. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

Relationships

Mr. Xiao 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. Xiao 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. Xiao is RMB83,000 per month and to have discretionary bonuses determined by the Board or the Remuneration Committee. Mr. Xiao'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. Xiao 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. Xiao that need to be brought to the attention of the Shareholders.

(3) Mr. Tsoi Wing Sing
BBS, JP, Independent Non-executive Director

Aged 63, he is currently 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. Mr. Tsoi holds an Honorary Doctorate degree in Business Administration from California International University. He is currently a controlling shareholder, an executive director and the chairman of the board and the chairman of the nomination committee of Star Shine Holdings Group Limited (Stock Code: 1440, listed on the Main Board of the Stock Exchange), an independent non-executive director, the chairman of the nomination committee, a member of the audit committee and the remuneration and appraisal committee of Hisense Home Appliances Group Co., Ltd. (Stock Code: 921, listed on the Main Board of the Stock Exchange; Stock Code: 000921, listed on Shenzhen stock exchange) as well as a director of Calson Industrial International Company Limited and 常州啟辰投資有限公司, both engaged in property related businesses. Mr. Tsoi is also presently a member of the Election Committee of the HKSAR, a standing committee of the Hunan Provincial Committee of the Chinese People's Political Consultative Conference Hong Kong convener (中國人民政治協商會議湖南省委員會常委香港區召集人), a deputy vice-chairman of the Hong Kong Provincial Chinese People's Political Consultative Conference Member Association (港區省級政協委員聯誼會常務副會長), a school supervisor of TWGHs Tsoi Wing Sing Primary School, a founding deputy vice president of Hong Kong Poverty Alleviation Association Limited, a deputy chairman of Hong Kong Volunteers Federation, a deputy vice chairman of The Hong Kong Island Federation, also and an expert of Silk Road Planning Research Center. He was awarded the World Outstanding Chinese Award in 2009 by World Chinese Business Investment Foundation and the Bronze Bauhinia Star in 2020 by the Government of the HKSAR and appointed as a Justice of the Peace in 2025. Mr. Tsoi was the chairman of Tung Wah Group of Hospitals, a director of Calson Investment Limited and 常州啟發鞋業有限公司as well as a supervisor of 莆田啟明鞋業有限公司.

Length of service

Mr. Tsoi 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. Tsoi 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.

Relationships

Mr. Tsoi does not have any relationship with any 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. Tsoi 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 SFO.

Director's emoluments

The director's remuneration for Mr. Tsoi is HK$400,000 per annum. The remuneration is determined by the Board with reference to the relevant time commitment required and the size and complexity of the Company and its subsidiaries and benchmarked against a peer group.

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

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

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 as a virtual meeting via the eVoting Portal on Wednesday, 17 June 2026 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 2025.

2. To approve the declaration of a final dividend for the year ended 31 December 2025 of HK10.0 cents per Share.

3. (A) To re-elect Mr. Zhang Guiqing as an executive director of the Company;

   (B) To re-elect Mr. Xiao Junqiang as an executive director of the Company; and

   (C) To re-elect Mr. Tsoi Wing Sing as an independent non-executive director of the Company.

4. To authorize the board of directors of the Company to fix the remuneration of directors.

5. To re-appoint Ernst & Young as auditor of the Company and to authorize the board of directors to fix its remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

6. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed thereto under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time (the "**Listing Rules**") out of treasury) 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 and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the directors of the Company pursuant to the approval given in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of rights of subscription or conversion under terms of any securities or bonds which are convertible into shares of the Company;

(iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of shares or rights to acquire shares of the Company; or

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company (including the sale and/or transfer of any shares out of treasury and are held as treasury shares) 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 (excluding treasury shares) 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 (excluding treasury shares) 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).

Any reference to a/an allotment, issue, grant or offer of, or dealing in, shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

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 Listing Rules 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 (excluding treasury shares) 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 (excluding treasury shares) 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, 29 April 2026

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. All registered Shareholders will be able to join the meeting via the eVoting Portal. The eVoting Portal can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the eVoting Portal at the AGM if they wish.

3. 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 via the eVoting Portal in his/her/its stead. A proxy need not be a member of the Company.

4. In the case of joint holders of any share(s), only ONE PAIR of log-in username and password for the eVoting Portal will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such Share(s) as if he/she/it was solely entitled thereto.

5. 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.

6. Completion and return of a proxy form shall not preclude a member from attending and voting via the eVoting Portal 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.

7. For the purpose of determining eligibility to attend and vote via the eVoting Portal at the AGM, the registers of members of the Company will be closed from Thursday, 11 June 2026 to Wednesday, 17 June 2026 (both days inclusive). In order to eligible to attend and vote via the eVoting Portal at the AGM, all properly completed transfer form(s), accompanied by the relevant share certificate(s), must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 10 June 2026. The record date for determining the eligibility of Shareholders to attend and vote at the AGM is Wednesday, 17 June 2026.

8. 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 (including any sale or transfer of treasury shares).

9. 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.

10. 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 2025 Annual Report will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.copl.com.hk).