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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)

NOTICE OF ANNUAL GENERAL MEETING

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).

As at the date of this notice, 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. Lim, Wan Fung Bernard Vincent and Mr. Tsoi Wing Sing.