

CHINA OVERSEAS PROPERTY HOLDINGS LIMITED

(incorporated in Cayman Islands with limited liability)

(Stock Code: 2669)

PROCEDURES FOR APPOINTMENT, ELECTION AND REMOVAL OF DIRECTORS

1. Introduction

China Overseas Property Holdings Limited (the “Company”) adopts formal, considered and transparent procedures for the appointment, election and removal of directors of the Company, including procedures for shareholders to propose a person for election as a director.

The process of evaluating the skills and composition of the board of directors (the “Board”) is ongoing and is kept under regular review in order to ensure that the Board retains its effectiveness at all times.

2. Appointment and Election of Directors

The Company has set up a Nomination Committee which is mandated to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, and to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

As the Company is a listed company in Hong Kong, every director of which should satisfy the requirements prescribed by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in respect of directors from time to time. Such requirements include that a director should have the character, experience and integrity and be able to demonstrate a standard of competence commensurate with his or her position as a director of a listed issuer pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The Board, at the recommendation of the Nomination Committee, may from time to time and at any time appoint any person as a director either to fill a casual vacancy or as an addition to the Board. Any directors so appointed shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

At each annual general meeting 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. The retiring directors shall be eligible for re-election. The Company at any general meeting at which any directors so retire may fill the vacated office by electing a like number of persons to be directors.

The Company may from time to time in general meeting by ordinary resolution elect any person to be a director either to fill a casual vacancy or as an addition to the Board.

Pursuant to the Articles of Association of the Company, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the rights of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

No person other than a retiring director shall, unless recommended by the directors for election, be eligible for election as a director at any general meeting unless a notice in writing signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person (the "Candidate") for election as a director and also a notice in writing signed by the Candidate of his/her willingness to be elected shall have been given to the Company at its head office and principal place of business in Hong Kong for the attention of the Company Secretary, provided that the minimum length of the period, during which such notices are given, shall be at least 7 days and if such notices are submitted after the despatch of the notice of the general meetings appointed for such election, the period for lodgment of such notices shall commence on the day after the despatch of the notice of the general meetings appointed for such election and end no later than 7 days prior to the date of such general meetings.

To comply with the Listing Rules requirements and to enable shareholders to make an informed decision, all the biographical details as required under Rule 13.51(2) of the Listing Rules of the Candidate shall be submitted together with the aforesaid notices.

To enable shareholders to make an informed decision on their election at a general meeting, the name of the Candidate submitted for election as a director together with his/her biographical details will be set out in a circular to be sent to shareholders prior to the meeting in accordance with the Listing Rules. An announcement containing the result of the general meeting will be published on the Company's website and the Stock Exchange's website thereafter.

3. Removal of Directors

Shareholders may, at any general meeting, by ordinary resolution remove any director before the expiration of his or her period of office.

Adoption date : 9 October 2015

Amendment date : 17 March 2017