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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders 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 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) (i) the CSCEC Services Agreement (as defined in the circular of the Company dated 28 May 2026 of which this notice forms part (the “**Circular**”)) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;
- (ii) the CSCEC Services Caps (as defined in the Circular) for the period from 1 July 2026 to 31 December 2026, each of the financial years ending 31 December 2027 and 31 December 2028 and the period from 1 January 2029 to 30 June 2029 be and are hereby approved; and

(B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the CSCEC Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.”

2. **“THAT:**

(A) (i) the COLI Services Agreement (as defined in the Circular) (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;

(ii) the COLI Services Caps (as defined in the Circular) for the period from 1 July 2026 to 31 December 2026, each of the financial years ending 31 December 2027 and 31 December 2028 and the period from 1 January 2029 to 30 June 2029 be and are hereby approved; and

(B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the COLI Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.”

3. **“THAT:**

(A) (i) the COGO Services Agreement (as defined in the Circular) (a copy of which is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;

(ii) the COGO Services Caps (as defined in the Circular) for the period from 1 July 2026 to 31 December 2026, each of the financial years ending 31 December 2027 and 31 December 2028 and the period from 1 January 2029 to 30 June 2029 be and are hereby approved; and

(B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the COGO Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.”

4. **“THAT:**

(A) (i) the CSC Services Agreement (as defined in the Circular) (a copy of which is tabled at the meeting and marked “D” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;

(ii) the CSC Services Caps (as defined in the Circular) for the period from 1 July 2026 to 31 December 2026, each of the financial years ending 31 December 2027 and 31 December 2028 and the period from 1 January 2029 to 30 June 2029 be and are hereby approved; and

(B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the CSC Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.”

5. **“THAT:**

(A) (i) the CSCD Services Agreement (as defined in the Circular) (a copy of which is tabled at the meeting and marked “E” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;

(ii) the CSCD Services Caps (as defined in the Circular) for the period from 1 July 2026 to 31 December 2026, each of the financial years ending 31 December 2027 and 31 December 2028 and the period from 1 January 2029 to 30 June 2029 be and are hereby approved; and

(B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the CSCD Services Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.”

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

Hong Kong, 28 May 2026

*Head Office and Principal Place of
Business in Hong Kong:*
Suite 703, 7/F,
Three Pacific Place
1 Queen’s Road East
Hong Kong

Registered Office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

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 of Association of the Company.
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 HKSCC Nominees Limited (as the case may be) for necessary arrangement to attend and vote via the eVoting Portal at the EGM if they wish.
3. A member entitled to attend and vote at the meeting (or at any adjournment thereof (as the case may be)) 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 EGM 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 EGM 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 EGM, 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 be eligible to attend and vote via the eVoting Portal at the EGM, 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 EGM is Wednesday, 17 June 2026.
8. As the EGM will be conducted entirely online, it is intended to be held as scheduled regardless of whether a No. 8 typhoon warning signal or above, a black rainstorm warning signal and/or "extreme conditions" announced by the Hong Kong Government is/are (or is/are indicated by the relevant Hong Kong authorities to be) in force in Hong Kong.

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 three are independent non-executive directors, namely, Mr. Yung, Wing Ki Samuel, Mr. Lim, Wan Fung Bernard Vincent and Mr. Tsoi Wing Sing.