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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a 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, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**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 REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of China Overseas Property Holdings Limited to be held at Salon 1–3 of JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 7 June 2018 at 3:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.copl.com.hk](http://www.copl.com.hk)).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) if you so wish.

24 April 2018

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## DEFINITIONS

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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 at Salon 1–3 of JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 7 June 2018 at 3:00 p.m.
“Articles”	Articles of Association of the Company
“Board”	the board of Directors
“COHL”	China Overseas Holdings Limited, a company incorporated in Hong Kong with limited liability
“Company”	China Overseas Property Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	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 of not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	12 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“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
“%”	per cent.



**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)**

*Non-Executive Director:*

Mr. Yan Jianguo (*Chairman*)

*Executive Directors:*

Dr. Yang Ou (*Chief Executive Officer*)

Mr. Luo Xiao (*Vice President*)

Mr. Shi Yong (*Vice President*)

Mr. Kam Yuk Fai (*Chief Financial Officer*)

*Independent Non-executive Directors:*

Mr. Lim Wan Fung, Bernard Vincent

Mr. Suen Kwok Lam

Mr. Yung Wing Ki, Samuel

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. 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

24 April 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING 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 Repurchase Mandate; and (ii) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### **2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 23 May 2017, 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 of not exceeding 20% of the total number of Shares in issue 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 16 to 20 of this circular. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

Based on the number of Shares in issue (i.e. 3,286,860,460 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 657,372,092 Shares (which represent 20% of the number of Shares in issue as at the Latest Practicable Date) on the assumption that there will be no change in the number of Shares in issue prior to the AGM.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 23 May 2017, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares of not exceeding 10% of the total number of Shares in issue 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 16 to 20 of this circular.

Based on the number of Shares in issue (i.e. 3,286,860,460 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 328,686,046 Shares (which represent 10% of the number of Shares in issue as at the Latest Practicable Date) on the assumption that there will be no change in the number of Shares in issue 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 Repurchase Mandate is set out in Appendix I to this circular.

### **4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to the articles 84(1) and 84(2) of the Articles, Mr. Shi Yong, Mr. Lim Wan Fung, Bernard Vincent and Mr. Suen Kwok Lam will retire by rotation at the AGM and pursuant to the article 83(3) of the Articles, Dr. Yang Ou shall hold office until the AGM. All of them (the “Retiring Directors”), being eligible, will offer themselves for re-election.

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## LETTER FROM THE BOARD

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The biographical details of the Retiring Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### 5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Issuance Mandate and the Repurchase Mandate, the Extension of the Issuance Mandate, and the re-election of the Retiring Directors.

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 enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.copl.com.hk](http://www.copl.com.hk)). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if 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 Repurchase Mandate, the Extension of the Issuance Mandate and the re-election of the Retiring 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 to this circular: Appendix I — Explanatory Statement on Repurchase Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the AGM.

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## LETTER FROM THE BOARD

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### 8. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect 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**

**Yan Jianguo**

*Chairman and Non-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 Repurchase Mandate to be proposed at the AGM.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 3,286,860,460 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 Repurchase Mandate and on the basis that the number of Shares in issue remains unchanged as at the date of the AGM (i.e. being 3,286,860,460 Shares), the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 328,686,046 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

## **2. REASONS FOR SHARES REPURCHASES**

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases 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 and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **3. FUNDING OF REPURCHASES**

Repurchases 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 repurchases out of profits of the Company or the proceeds of a fresh issue of Shares made for the purposes or, if authorised subject to the provisions of the laws of the Cayman Islands, out of capital. Any premium payable on a repurchase 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 authorised 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 2017 (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 position or the gearing

position of the Company in the event that purchases of all the Shares subject to the Repurchase Mandate were to be carried out in full. No repurchase would be made in circumstances that would have a material adverse impact on the working capital position or the 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 repurchase Shares pursuant to the Repurchase 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 group of Shareholders.

As at the Latest Practicable Date, COHL was interested in 2,011,041,060 Shares, representing approximately 61.18% of the total number of Shares in issue. Out of these Shares, 169,712,309 Shares (being approximately 5.16% of the total number of Shares in issue) were held by Silver Lot Development Limited, a direct wholly-owned subsidiary of COHL. COHL is a wholly-owned subsidiary of China State Construction Engineering Corporation Limited, which, in turn, is a non-wholly-owned subsidiary of China State Construction Engineering Corporation (中國建築集團有限公司, formerly known as 中國建築工程總公司) which is a state-owned enterprise established in the PRC.

On the basis that (i) the total number of Shares in issue (being 3,286,860,460 Shares) remains unchanged as at the date of the AGM, and (ii) the shareholding of COHL (being 2,011,041,060 issued Shares) in the Company remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Repurchase 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 Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding of COHL in the issued Shares would be increased to approximately 67.98% 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.

#### **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 Repurchase 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 Repurchase 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 repurchase Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the laws of the Cayman Islands.

**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 2018 up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
April	1.45	1.34
May	1.49	1.28
June	1.63	1.36
July	1.58	1.40
August	1.76	1.40
September	1.96	1.59
October	2.10	1.81
November	2.18	1.83
December	2.12	1.82
<b>2018</b>		
January	3.03	2.22
February	3.07	2.22
March	3.04	2.30
April (up to the Latest Practicable Date)	2.54	2.25

**8.    SHARE REPURCHASES MADE BY THE COMPANY**

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

Pursuant to the Listing Rules, the details of the Directors who will retire and offer themselves for re-election at the AGM according to the Articles are provided below.

**(1) DR. YANG OU**

*Executive Director and Chief Executive Officer*

Dr. Yang, aged 40, was appointed as Executive Director and Chief Executive Officer of the Company on 22 March 2018. Dr. Yang graduated from Nanjing University of Science and Technology in the PRC with a Bachelor of Engineering degree in Materials Science in June 2000. He obtained his Master degree in Architecture and Civil Engineering from Chongqing University in the PRC in December 2006, a Master degree in Business Administration from National University of Singapore in June 2011 and a Doctor degree in management from The Hong Kong Polytechnic University in September 2015. He obtained qualifications in securities practice in December 2001, as a senior economist (business administration specialty in December 2009, materials science and engineering in June 2011) and a senior engineer in architecture and civil engineering in August 2013. Since September 2014, he has been an instructor at the VENCI-CIH Learning Centre (英國特許房屋經理學會中國學習中心). Since December 2014 and May 2015 respectively, Dr. Yang has been the corporate mentor of the MBA Education Centre of Shantou University and Southwest Jiaotong University in the PRC. Dr. Yang was appointed as the Executive Director and Vice President of the Company for the period from 25 June 2015 to 5 May 2016. From July 2013 to February 2014, he was the chairman of the board of three subsidiaries of the Group engaged in value-added services. From 2002 to 2015, he served as the director and deputy general manager of China Overseas Property Management Chengdu Company Limited (成都中海物業管理有限公司), the director and assistant general manager of China Overseas Xingye (Chengdu) Development Limited (中海興業(成都)發展有限公司), the director and general manager of the client relationship department of China Overseas Land and Investment Limited (“COLI”) (a company listed on the Stock Exchange, stock code: 688), the general manager of China Overseas Property Management Company Limited (中海物業管理有限公司) and the property management department of COLI, being responsible for the overall management and operation of the business in PRC and the general manager of China Overseas Grand Oceans Property Shantou Limited (汕頭市中海宏洋地產有限公司), a subsidiary of China Overseas Grand Oceans Group Limited (“COGO”) (a company listed on the Stock Exchange, stock code: 81). Dr. Yang was the president of Sichuan District of Country Garden Holdings Company Limited (a company listed on the Stock Exchange, stock code: 2007) from June 2016 to June 2017. Dr. Yang rejoined COLI as general manager of customer services department of COLI since June 2017. Dr. Yang has over 16 years of industry experience in property development and management.

**Length of service**

Dr. Yang entered into a service agreement with the Company for a term of three years commencing on 22 March 2018 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

Save as disclosed above, as far as the Directors are aware, Dr. Yang 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, Dr. Yang was not interested or deemed to be interested in any Shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**Director's emolument**

Under the service agreement with Dr. Yang, the director's remuneration for Dr. Yang is HK\$1,090,000 per annum and a discretionary bonus determined by the Board with reference to his job responsibilities, the overall performance of the Company and the prevailing economic situation and market practice.

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

As far as the Directors are aware, there is no information of Dr. Yang 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 Dr. Yang that need to be brought to the attention of the Shareholders.

**(2) MR. SHI YONG**

*Executive Director and Vice President*

Mr. Shi, aged 49, was appointed as Executive Director and Vice President of the Company on 25 June 2015. Mr. Shi is also a director of certain subsidiaries of the Company. He is responsible for human resources and administrative management of the Group. Mr. Shi graduated from Tianjin University in the PRC with a dual Bachelor degree in Civil Engineering and Technical Economics and is a qualified senior economist. Prior to joining the Group, he worked for the human resources department of China State Construction Engineering Corporation (中國建築集團有限公司, formerly known as 中國建築工程總公司), he held various positions in China Overseas Holdings Limited and its subsidiaries and COLI and its subsidiaries (together the "COLI Group") including deputy general manager of China Overseas Xingye (Xi'an) Limited (中海興業(西安)有限公司), deputy general manager of Shenzhen China Overseas Property Limited (深圳中海地產有限公司) and general manager of Zhongshan China Overseas Real Estate Development Limited (中山市中海房地產開發有限公司). Mr. Shi was the general manager of the integrated management department of COGO and a director of a subsidiary of COGO. He has been involved in human resources matters of the Group since May 2015. Mr. Shi has approximately 25 years of experience in corporate human resources management.

**Length of service**

Mr. Shi entered into a service agreement with the Company for a term of three years commencing on 25 June 2015 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

Save as disclosed above, as far as the Directors are aware, Mr. Shi 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. Shi is interested in 150,000 A shares (ordinary shares) in China State Construction Engineering Corporation Limited (中國建築股份有限公司) and 1,000,000 ordinary shares of Far East Global Group Limited, both are associated corporations of the Company within the meaning of Part XV of the SFO. Save as aforesaid, Mr. Shi does not have any interest 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 emolument**

Under the service agreement with Mr. Shi, Mr. Shi received a total director's remuneration of HK\$4,059,000 for the year ended 31 December 2017. Mr. Shi's emolument is determined by reference to his performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice.

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

As far as the Directors are aware, there is no information of Mr. Shi 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. Shi that need to be brought to the attention of the Shareholders.

**(3) MR. LIM WAN FUNG, BERNARD VINCENT**

*JP, PPHKIA, MHKIUD, Independent Non-executive Director*

Mr. Lim, aged 60, was appointed as Independent Non-executive Director of the Company on 9 October 2015. He also serves as a member of audit committee, remuneration committee and nomination committee of the Company. He is responsible for giving independent strategic advice and guidance on the business and operations of the Group. He has been a principal of AD+RG Architecture Design and Research Group Ltd. since February 2001. He is a Registered Architect (Hong Kong) and has been a member of the Hong Kong Institute of Architects (HKIA) since November 1984, Authorized Person (List of Architects) (Hong Kong) since May 1985, a member of Royal Institute of British Architects since March 1985, Asia Pacific Economic Cooperation (APEC) Architect since December 2005, PRC Class 1 Registered Architect Qualification (中華人民共和國一級註冊建築師) since August 2007. He was appointed as a Justice of the Peace in 2008 by the Government of Hong Kong. He became member of Shenzhen Registered Architects Association (深圳市註冊建築師協會) in September 2012.

Mr. Lim has also been a National Committee member of the 12th Chinese People's Political Consultative Conference of the PRC (中國人民政治協商會議第十二屆全國委員會委員) in February 2013 and Committee member of the 3rd Chinese People's Political Consultative Conference of Chongqing City (中國人民政治協商會議重慶市第三屆委員會委員) in 2008, an Adjunct Professor of the School of Architecture of The Chinese University of Hong Kong in 2014, member of the Hong Kong Housing Authority, chairman of its Building Committee and member of its Strategic Planning Committee since April 2012, member of the Advisory Committee on Education Development Fund of Education Bureau since September 2014, chairman of Advisory Board of Nan Lian Garden of Home Affairs Bureau since November 2012 and Committee Member of the Chinese General Chamber of Commerce since November 2014.

Mr. Lim was a president of Hong Kong Institute of Architects, a president of the Hong Kong Institute of Urban Design and a member of Town Planning Board from 2004 to 2010, a member of Antiquities Advisory Board of Development Bureau from 2005 to 2010, an adviser to the Guangdong Registered Architects Association (廣東省註冊建築師協會) in 2008 and a member of the Energy Advisory Committee of Environment Bureau from 2004 to 2010.

Mr. Lim obtained a Bachelor of Arts in Architectural Studies (1st Hons) from the University of Hong Kong in November 1979, a Bachelor degree in Architecture (Distinction) from the University of Hong Kong in November 1981 and a Master of Science in Urban Planning from the University of Hong Kong in November 1985.

**Length of service**

Mr. Lim entered into a letter of appointment with the Company for a term of three years commencing on 9 October 2015 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

Save as disclosed above, as far as the Directors are aware, Mr. Lim 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. Lim was not interested or deemed to be interested in any Shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**Director's emolument**

Under the letter of appointment with Mr. Lim, Mr. Lim received a total Director's fee of HK\$250,000 for the year ended 31 December 2017. Mr. Lim's emolument is determined by the Board with reference to his job responsibilities, the overall performance of the Company and the prevailing economic situation and market practice.

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

As far as the Directors are aware, there is no information of Mr. Lim 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. Lim that need to be brought to the attention of the Shareholders.

**(4) MR. SUEN KWOK LAM**

*BBS, MH, JP, Independent Non-executive Director*

Mr. Suen, aged 71, was appointed as Independent Non-executive Director of the Company on 9 October 2015. Mr. Suen also serves as chairman of remuneration committee and a member of audit committee and nomination committee of the Company. He is responsible for giving independent strategic advice and guidance on the business and operations of the Group.

Mr. Suen has over 42 years of experience in property management, and served in Hsin Chong Real Estate Management Ltd. from 1970 to 1997 with the last held position of director and general manager. Mr. Suen joined Henderson Land Development Company Limited (stock code: 12, a company listed on the Main Board of the Stock Exchange) in 1997 and has been an executive director thereof since January 2002. He previously served as an executive director of Henderson Investment Limited (stock code: 97, a company listed on the Main Board of the Stock Exchange) from July 1999 until his retirement in June 2011. He is the vice president of Hong Kong Institute of Real Estate Administrators and obtained individual membership of the Real Estate Developers Association of Hong Kong in January



1999. He was the president of the Hong Kong Association of Property Management Companies from 2003 to 2007. He was awarded the Medal of Honour in 2005, appointed as a Justice of the Peace in 2011 and awarded the Bronze Bauhinia Star in 2015 by the Government of Hong Kong respectively. He was a member of the 13th Chinese People's Political Consultative Conference of the Shunde District of Foshan City (中國人民政治協商會議佛山市順德區第十三屆委員會委員) until 2016, and a member of the 10th Chinese People's Political Consultative Conference of Changsha City (中國人民政治協商會議長沙市第十屆委員會委員) from 2008 to 2012. He is also the president and vice chairman of Federation of Hong Kong Guangdong Community Organisations. Mr. Suen was also elected as an Honorary Fellow by the Hong Kong Institute of Housing in 2007.

**Length of service**

Mr. Suen entered into a letter of appointment with the Company for a term of three years commencing on 9 October 2015 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

Save as disclosed above, as far as the Directors are aware, Mr. Suen 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. Suen was not interested or deemed to be interested in any Shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**Director's emolument**

Under the letter of appointment with Mr. Suen, Mr. Suen received a total Director's fee of HK\$360,000 for the year ended 31 December 2017. Mr. Suen's emolument is determined by the Board with reference to his job responsibilities, the overall performance of the Company and the prevailing economic situation and market practice.

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

As far as the Directors are aware, there is no information of Mr. Suen 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. Suen 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 of China Overseas Property Holdings Limited (the “Company”) will be held at Salon 1–3 of JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 7 June 2018 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2017.
2. To approve the declaration of a final dividend of HK1.5 cents per share for the year ended 31 December 2017.
3. (A) To re-elect Dr. Yang Ou as director of the Company;  
(B) To re-elect Mr. Shi Yong as director of the Company;  
(C) To re-elect Mr. Lim Wan Fung, Bernard Vincent as director of the Company;  
and  
(D) To re-elect Mr. Suen Kwok Lam as director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of directors.
5. To re-appoint PricewaterhouseCoopers 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 share capital of the Company and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which

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## NOTICE OF ANNUAL GENERAL MEETING

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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 authorise 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 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); or
  - (ii) the exercise of rights of subscription or conversion under terms of any securities or bonds which are convertible into shares of the Company; or
  - (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 in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company from time to time,

shall not exceed the aggregate of:

- (aa) 20% of the total number of the shares of the Company in issue as at the date of passing of this resolution; and
- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company repurchased 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 as at the date of this resolution),

and the said approval given under this resolution in paragraph (a) above shall be limited accordingly; and

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(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 of Association of the Company 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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 repurchase its shares, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which are authorised to be repurchased 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 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;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company 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 a number of shares representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution (7) as set out in the notice convening the meeting of which this resolution form part, provided that such number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution."

By order of the Board  
**CHINA OVERSEAS PROPERTY HOLDINGS LIMITED**  
**Yan Jianguo**  
*Chairman and Non-executive Director*

Hong Kong, 24 April 2018

*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. A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies (who must be an individual) to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the meeting 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.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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6. For the purpose of determining shareholders' right to attend and vote at the meeting, the register of members of the Company will be closed from 1 June 2018 to 7 June 2018 (both days inclusive). In order to qualify for attending and voting at the meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 31 May 2018.
7. With respect to the ordinary resolution set out in Resolution 6 of the 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.
8. With respect to the ordinary resolution set out in Resolution 7 of the notice, approval is being sought from members for a general mandate to be given to the directors of the Company to repurchase shares of the Company.
9. 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 repurchase shares of the Company will be sent to the shareholders of the Company together with the Company's 2017 Annual Report.