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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the "**EGM**") of Sino-Ocean Group Holding Limited (the "**Company**") will be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Wednesday, 17 March 2021 at 9:30 a.m. for the following purposes. Capitalised terms used herein have the same meanings as those defined in the circular (the "**Circular**") of the Company dated 24 February 2021.

### **Purposes of the EGM**

1. To provide the forum and opportunity for the Shareholders to ask questions and express their comments in connection with the Investment, the First Call Option and the Second Call Option.

### *Background*

In December 2020, the Company entered into the Agreements in connection with the Investment, the First Call Option and the Second Call Option.

The principal terms of Investment, the First Call Option and the Second Call Option are set out in the Circular.

As explained under the section headed "Listing Rules Implications — Waivers from strict compliance with Rule 14.34(2), Rule 14.40 and Rule 14.49 of the Listing Rules" in the letter from the Board of the Circular, the Agreements were not entered into conditional upon Shareholders' approval.

As such, no resolutions relating to the Investment, the First Call Option and the Second Call Option will be proposed at the EGM.

2. To re-elect Mr. Cui Hongjie, the retiring Director, and authorise the Board to fix his remuneration.

By order of the Board  
**Sino-Ocean Group Holding Limited**  
**Li Ming**  
*Chairman*

24 February 2021

*Notes:*

- (a) The register of members of the Company will be closed from Monday, 15 March 2021 to Wednesday, 17 March 2021 (both dates inclusive), during which period no transfer of shares in the Company can be registered. In order to be entitled to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 12 March 2021.
- (b) Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting (i.e., not later than 9:30 a.m. on Monday, 15 March 2021 (Hong Kong Time)), or any adjourned meeting.
- (c) As at the date of this notice, the Board comprises of three executive Directors, namely, Mr. Li Ming, Mr. Wang Honghui and Mr. Cui Hongjie; four non-executive Directors, namely, Mr. Zhao Peng, Mr. Fu Fei, Mr. Hou Jun and Ms. Li Liling; and five independent non-executive Directors, namely, Mr. Han Xiaojing, Mr. Suen Man Tak, Mr. Wang Zhifeng, Mr. Jin Qingjun and Ms. Lam Sin Lai Judy.