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ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司*

(Incorporated in Bermuda with members' limited liability)

(Stock Code: 316)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of ORIENT OVERSEAS (INTERNATIONAL) LIMITED (the "Company") will be held on Friday, 20th May 2022 at 10:00 a.m. at Dynasty Room, 7th Floor, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong (the "AGM") to transact the following business:

1. To consider and adopt the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31st December 2021.
2.
 - (a) To declare a final dividend for the year ended 31st December 2021.
 - (b) To declare a special dividend for the year ended 31st December 2021.
3.
 - (a) To re-elect Mr. WAN Min as Director.
 - (b) To re-elect Mr. YANG Zhijian as Director.
 - (c) To re-elect Mr. FENG Boming as Director.
 - (d) To re-elect Mr. IP Sing Chi as Director.
 - (e) To re-elect Dr. CHUNG Shui Ming Timpson as Director.
 - (f) To re-elect Mr. SO Gregory Kam Leung as Director.
4. To authorise the Board of Directors to fix the Directors' remuneration.
5. To re-appoint Messrs. PricewaterhouseCoopers as Auditor and to authorise the Directors to fix their remuneration.

* *For identification purpose only*

6. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (a) **“THAT** a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and otherwise deal with the Shares (as hereinafter defined) or additional Shares and to make, issue or grant offers, agreements, options or warrants which will or might require the exercise of such mandate either during or after the Relevant Period, otherwise than pursuant to a rights issue, bonus issue, issue of scrip dividends or the exercise of rights of subscription or conversion under the terms of any share, bond, warrant or other securities carrying a right to subscribe for or purchase shares of the Company issued by the Company or a subsidiary or whose issue is authorised on or prior to the date this resolution is passed, not exceeding 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution.”
- (b) **“THAT** a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to purchase the Shares (as hereinafter defined), provided however that the aggregate number of such shares, or (as the case may be) conversion, subscription or purchase rights attaching to the respective securities, to be purchased shall not exceed 10% of the aggregate number of such Shares, or (as the case may be) conversion, subscription or purchase rights attaching to those securities, in issue as at the date of the passing of this resolution.”

For the purposes of resolutions 6(a) and 6(b):

“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 Bermuda laws or the Bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Shares” means shares of all classes in the capital of the Company and securities convertible into shares and options, warrants or similar rights to subscribe for or purchase any share or such convertible securities.

- (c) “**THAT** the general mandate granted to the Directors to allot Shares pursuant to the resolution set out in item 6(a) of the notice of this meeting be and is hereby extended by the addition thereto of such number representing the aggregate number of Shares purchased, or that number of Shares which would fall to be subscribed or purchased pursuant to the conversion, subscription or purchase rights attaching to any other securities purchased, by the Company pursuant to the authority granted by the resolution set out in item 6(b) of the notice of this meeting, provided that such number shall not exceed 10% of the aggregate number of Shares, or (as the case may be) conversion, subscription or purchase rights attaching to those securities, in issue as at the date of the passing of this resolution.”

By Order of the Board
Orient Overseas (International) Limited
XIAO Junguang
Company Secretary

Hong Kong, 14th April 2022

Notes:

- (i) Any shareholder of the Company entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint a proxy or proxies to attend and vote on his/her behalf in accordance with the Bye-laws of the Company. A proxy need not be a shareholder of the Company.
- (ii) Where there are joint registered holders of any share, any one of such persons may vote at the AGM (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders shall be present at the AGM personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) The proxy form must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (the “Branch Share Registrar”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) 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.
- (iv) The register of members of the Company will be closed during the following periods:
- (a) from 16th May 2022 to 20th May 2022, both days inclusive, to ascertain the Shareholders entitled to attend and vote at the AGM. During this period, no transfer of Shares will be registered. To be eligible to attend and vote at the AGM, all share transfer documents must be accompanied with the relevant share certificates and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 13th May 2022; and

- (b) from 27th May 2022 to 31st May 2022, both days inclusive, to ascertain the Shareholders entitled to the proposed final and special dividends. During this period, no transfer of Shares will be registered. To qualify for the proposed final and special dividends, all share transfer documents must be accompanied with the relevant share certificates and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 26th May 2022.
- (v) With regard to the ordinary resolutions in item 3 of this notice, Mr. WAN Min, Mr. YANG Zhijian, Mr. FENG Boming, Mr. IP Sing Chi, Dr. CHUNG Shui Ming Timpson and Mr. SO Gregory Kam Leung will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM. Details of the above retiring Directors seeking re-election are set out in Appendix II to the Circular dated 14th April 2022 (the "Circular").
- (vi) An explanatory statement containing information regarding the ordinary resolution in item 6(b) of this notice is set out in Appendix I to the Circular.
- (vii) If a typhoon signal No.8 (or above) is hoisted or extreme conditions and/or a black rainstorm warning signal are in force at any time between 6:00 a.m. and 10:00 a.m. on the date of the AGM, the AGM may be adjourned to a later date and/or time as determined by the Company.

The Company will publish an announcement on the websites of both the Stock Exchange (<http://www.hkex.com.hk>) and the Company (<https://www.oilgroup.com>) to notify the shareholders that the AGM has been adjourned (however, a failure to publish such a notice shall not affect the adjournment of such meeting). Shareholders may also contact the Branch Share Registrar (telephone: 852 2862 8555) for enquiries.

The Company will publish a further announcement on the websites of the Stock Exchange and the Company to notify the shareholders of the date, time and location of the adjourned AGM.

Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.

- (viii) In the event of any regulation imposed by the Hong Kong Government due to COVID-19 requiring change of the date or venue of the AGM, the shareholders of the Company will be notified of the revised arrangements in the same manner as provided in note (vii) above.
- (ix) If any shareholder of the Company has any particular access request or special needs for participating in the AGM, please contact the Branch Share Registrar (telephone: 852 2862 8555) on or before 18th May 2022.
- (x) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Directors of the Company are:

Executive Directors:	Mr. WAN Min, Mr. HUANG Xiaowen, Mr. YANG Zhijian and Mr. FENG Boming
Non-Executive Directors:	Mr. TUNG Lih Cheung Andrew, Mr. YAN Jun, Ms. WANG Dan and Mr. IP Sing Chi
Independent Non-Executive Directors:	Mr. CHOW Philip Yiu Wah, Dr. CHUNG Shui Ming Timpson, Mr. YANG Liang Yee Philip, Ms. CHEN Ying and Mr. SO Gregory Kam Leung

SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING

The health of the shareholders, staff and stakeholders of the Company is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the AGM will be a hybrid meeting. Shareholders can attend the AGM in person or through the online platform. The Company will implement the following at the AGM as part of the control measures to safeguard the health and safety of our attending shareholders, staff and stakeholders of the Company:

Physical attendance

- (i) compulsory body temperature checks will be conducted for every attending shareholder, proxy or other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius or who has any flu-like symptoms or is otherwise apparently unwell will be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) each attendee must scan the “LeaveHomeSafe” venue QR code and comply with the requirements of the Vaccine Pass Direction (defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong)) prior to entry into the AGM venue;
- (iii) each attendee would be required to wear a surgical face mask throughout the AGM and inside the AGM venue;
- (iv) any person who does not comply with the precautionary measures to be taken at the AGM, or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the AGM venue or be required to leave the AGM venue;
- (v) seating at the AGM venue will be arranged so as to allow for appropriate social distancing in accordance with prevailing requirements or guidelines published by the Hong Kong Government on the AGM date. Accordingly, for compliance reason, there will be limited capacity for shareholders to attend AGM; and
- (vi) no refreshments and beverages will be served.

The Company would like to remind all attending shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. The Company encourages the shareholders to appoint the chairman of the AGM as their proxy to vote as instructed by the shareholders on the relevant resolutions at the AGM or to participate in the AGM through the online platform, instead of attending the AGM in person.

If any shareholder not attending the AGM in person nor through the online platform has any question about the resolutions proposed to be passed at the AGM or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to the Company’s principal office at 31st Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong, China (Attention: Company Secretary) or to the Company’s email at ooil@computershare.com.hk.

Online attendance

Shareholders can attend and vote at the AGM through an online platform. By logging in the dedicated online platform with a smart phone, tablet or computer with access to the internet, shareholders participate in the AGM through the live video broadcast, cast vote in real-time and submit questions. Details of the dedicated online platform and the login details are set out in the Company's notification letter and user guide sent together with the Circular.

Non-registered shareholders whose shares in the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or HKSCC Nominees Limited (together, the "Intermediary") may be able to attend the AGM, vote and submit questions online. In this regard, you should consult directly with your Intermediary for the necessary arrangements.

As at the date of this Notice of AGM, conduct of physical general meetings of companies are not permitted pursuant to the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Cap. 599F of the Laws of Hong Kong). In the event that the ban on physical general meetings is still in force on the AGM date, or any regulation imposed by the Hong Kong Government due to COVID-19 requiring change of the date or venue of the AGM, the shareholders will be notified of the revised arrangements in the same manner as provided in note (vii) in the Notice of AGM.

If any shareholder has any question relating to the AGM, please contact the Branch Share Registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre,
183 Queen's Road East, Wan Chai, Hong Kong
Enquiries: <http://www.computershare.com/hk/contact>
Tel: 852 2862 8555
Fax: 852 2865 0990