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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) 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 Thursday, 25 May 2023 at 9:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the financial year ended 31 December 2022.
2. (A) (i) To re-elect Mr. LI Ming as an executive director of the Company;
(ii) To re-elect Mr. CUI Hongjie as an executive director of the Company;
(iii) To re-elect Mr. ZHAO Peng as a non-executive director of the Company;
(iv) To re-elect Mr. HOU Jun as a non-executive director of the Company;
(v) To re-elect Mr. CHEN Ziyang as a non-executive director of the Company;
(vi) To re-elect Mr. LYU Hongbin as an independent non-executive director of the Company; and
(B) To authorise the board of the directors of the Company (the “**Directors**”) (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass (with or without modifications) the following ordinary resolutions numbered 4(A) to 4(C):

ORDINARY RESOLUTIONS

4. (A) **“THAT**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, the articles of association of the Company (as amended and adopted from time to time) (the **“Articles of Association”**) and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) (as amended from time to time) (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the Articles of Association, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions 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).”

(B) **“THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission of Hong Kong for this purpose, subject to and in accordance with all applicable laws and the requirements of the Code on Share Buy-backs approved by the Securities and Futures Commission of Hong Kong and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company which are authorised to be bought back pursuant to the approval in paragraph (i) above 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 (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(C) **“THAT**

conditional upon the passing of the resolutions set out in paragraphs 4(A) and 4(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in paragraph 4(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company bought back or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 4(B) of the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company).”

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

Hong Kong, 18 April 2023

Notes:

- (a) The register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, 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, 19 May 2023.

- (b) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. 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 (excluding any part of a day that is a public holiday) before the time fixed for holding the meeting, or any adjourned meeting.
- (c) In relation to the proposed ordinary resolution item 2(A) above, Mr. LI Ming, Mr. CUI Hongjie, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. LYU Hongbin shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM. The re-election of these Directors will be individually voted on by the shareholders of the Company. Details of the retiring Directors to be re-elected were set out in Appendix II to the circular of the Company dated 18 April 2023 (the "**Circular**").
- (d) In relation to the proposed ordinary resolution item 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information reasonably necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules was set out in Appendix I to the Circular.
- (e) As at the date of this notice, the Board comprises three executive Directors, namely, Mr. LI Ming, Mr. WANG Honghui and Mr. CUI Hongjie; five non-executive Directors, namely, Ms. HUANG Xiumei, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. ZHAN Zhong; and five independent non-executive Directors, namely, Mr. HAN Xiaojing, Mr. SUEN Man Tak, Mr. JIN Qingjun, Ms. LAM Sin Lai Judy and Mr. LYU Hongbin.