

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Ocean One Holding Ltd.

大洋環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8476)

**PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION AND PROPOSED
ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

This announcement is made by Ocean One Holding Ltd. (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated articles of association of the Company (the “**Existing Articles of Association**”) by adopting the new amended and restated articles of association of the Company (the “**New Articles of Association**”) in substitution for and to the exclusion of the Existing Articles of Association in order to, among other things, bring the Existing Articles of Association in line with the latest amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022 and the relevant changes to the applicable laws of the Cayman Islands and the GEM Listing Rules.

The major areas of amendments to the Existing Articles of Association that will be incorporated in the New Articles of Association include the following:

1. to provide that the Company shall hold an annual general meeting for each financial year and the annual general meeting must be held within six months after the end of the financial year of the Company;
2. to provide that a meeting of members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting;
3. to provide for members the right to speak and vote at a general meeting except where a member is required, by the applicable rules of a designated stock exchange to abstain from voting to approve the matter under consideration;
4. to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting;

5. to provide that the Company may by an ordinary, rather than special, resolution of members to remove the Company's auditors at any time before the expiration of his term of office;
6. to provide that the financial year end of the Company shall be 31 of March in each year, unless otherwise determined by the Directors; and
7. to make other necessary and housekeeping amendments for updating the Existing Articles of Association and better aligning with the wording in the applicable laws of Cayman Islands and the GEM Listing Rules.

The proposed amendments to the Existing Articles of Association and the proposed adoption of the New Articles of Association are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the forthcoming annual general meeting to be convened by the Company. A circular containing, among other things, further information relating to the proposed amendments to the Existing Articles of Association and the proposed adoption of the New Articles of Association, together with a notice convening the forthcoming annual general meeting will be despatched to the Shareholders in due course.

By Order of the Board
Ocean One Holding Ltd.
Chan Kin Fung

*Chairman of the Board, Chief Executive Officer
and Executive Director*

Hong Kong, 14 June 2022

As at the date of this announcement, the executive Directors are Mr. Chan Kin Fung and Ms. Tse Chun Ha Amy and the independent non-executive Directors are Mr. So Yuk Ki, Mr. Lee Kam Wan and Dr. Leung Wai Ping Noel.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on GEM's website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at www.oceanoneholding.com.