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中國海洋集團

CHINA OCEAN GROUP
DEVELOPMENT LIMITED

China Ocean Group Development Limited

中國海洋集團發展有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8047)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 DECEMBER 2023

All the Applicable Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2023 AGM.

POLL RESULTS OF THE AGM

The board of directors (the “**Board**”) of China Ocean Group Development Limited (the “**Company**”) is pleased to announce that all the applicable proposed resolutions as set out in the notice of the annual general meeting of the Company (the “**AGM**” and the “**Applicable Proposed Resolutions**”, respectively) dated 7 December 2023 (the “**AGM Notice**”) were duly passed by the holders of the Company’s ordinary shares of HK\$0.01 each (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Friday, 29 December 2023 (the “**2023 AGM**”).

As at the date of the AGM, there were 6,483,656,179 issued Shares entitling the Shareholders to attend and vote on the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM**” and the “**GEM Listing Rules**”, respectively).

None of the Shareholders are required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders have stated in the Company’s circular dated 7 December 2023 in relation to the transactions contemplated under the AGM Notice (the “**Circular**”) their intention to vote against or to abstain from voting on any of the resolutions at the AGM.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong acted as the scrutineer for the vote-taking at the 2023 AGM.

The poll results in respect of all the resolutions put to vote at the AGM are set out as follows:

ORDINARY RESOLUTION		Number of Votes	
		For	Against
1	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “ Directors ”) and independent auditor (the “ Independent Auditor ”) of the Company for the year ended 31 March 2023;	2,038,552,000 100%	0 0%
2	(a) To re-elect Mr. Cai Haiming as an executive Director;	2,038,552,000 100%	0 0%
	(b) To re-elect Mr. Cai Haipeng as an executive Director;	2,038,552,000 100%	0 0%
	(c) To re-elect Mr. Lui Chun Pong as a non-executive Director;	2,038,552,000 100%	0 0%
	(d) To re-elect Mr. Kam Hou Yin, John as an independent non-executive Director (“ INED ”);	2,038,552,000 100%	0 0%
	(e) To re-elect Mr. Liu Qiang as an INED;	2,038,552,000 100%	0 0%
	(f) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors for the year ending 31 March 2024;	2,038,552,000 100%	0 0%
3	To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number as and when the Board considers necessary and appropriate:	2,038,552,000 100%	0 0%
4	To re-appoint Elite Partners CPA Limited as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration;	2,038,552,000 100%	0 0%

ORDINARY RESOLUTION		Number of Votes	
		For	Against
5	To grant the general mandate to the Board to issue, allot and otherwise deal with the Company's shares (the "Shares"), not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution*	2,038,552,000 100%	0 0%
6	To grant the general mandate to the Board to repurchase the Shares, not exceeding 10% of the aggregate number of the issued Shares as at date of passing of this resolution*	2,038,552,000 100%	0 0%
7	To extend the general mandate to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company*	2,038,552,000 100%	0 0%
SPECIAL RESOLUTION			
8	To approve the proposed amendments to the bye-laws of the Company	2,038,552,000 100%	0 0%

* For the full text of the Applicable Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

Notes:

- The number of votes and approximate percentage of voting as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions at the AGM, the above ordinary resolutions were duly passed by the Shareholders as ordinary resolutions of the Company.

As not less than 75% of the votes were cast in favour of resolution numbered 8 proposed at the AGM, resolution numbered 8 was duly passed by the Shareholders as a special resolution of the Company.

By Order of the Board
China Ocean Group Development Limited
Liu Rongsheng
Executive Director and Chairman

Hong Kong, 29 December 2023

As at the date of this announcement, the executive Directors are Mr. Liu Rongsheng, Mr. Cai Haiming, Mr. Cai Haipeng and Mr. Fan Guocheng; the non-executive Director is Mr. Lui Chun Pong; independent non-executive Directors are Mr. Kam Hou Yin, John, Mr. Li Cao and Mr. Liu Qiang.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at <http://www.chinaoceangroup.com.hk>.