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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Ocean Group Development Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this circular, 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 circular.

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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)**

### **PROPOSALS FOR**

- (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY AND THE REPORTS OF THE DIRECTORS AND INDEPENDENT AUDITOR OF THE COMPANY FOR THE YEAR ENDED 31 MARCH 2022;**  
**(2) PROPOSED AMENDMENTS TO THE BYE-LAWS;**  
**AND**  
**(3) NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of the Company (the “**SGM**”) to be held at 39/F, Greater China International Exchange Plaza, 1 Fuhua 1st Road, Futian, Shenzhen on 30 May 2024 at 10:30 a.m. is set out on pages 14 to 16 of this circular. A form of proxy for use in connection with the SGM is enclosed with this circular.

If you are not able to attend the SGM but wish to exercise your right as a shareholder of the Company, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours (i.e. 10:30 a.m. on 28 May 2024) before the time appointed for holding the SGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or its adjournment should you so wish. If you attend and vote at the SGM, the authority of your proxy will be revoked.

This circular together with a form of proxy will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of publication. This circular together with a form of proxy are also published on the website of the company at [www.chinaoceangroup.com.hk](http://www.chinaoceangroup.com.hk).

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## CHARACTERISTICS OF THE GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“Board”	the board of Directors;
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours;
“Company”	China Ocean Group Development Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the GEM of the Stock Exchange (stock code: 8047);
“Director(s)”	director(s) of the Company;
“SGM”	the special general meeting of the Company to be convened and held at 39/F, Greater China International Exchange Plaza, 1 Fuhua 1st Road, Futian, Shenzhen on 30 May 2024 at 10:30 a.m., notice of which is set out on pages 14 to 16 of this circular, of any adjournment thereof;
“GEM”	GEM of Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	8 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Registrar”	the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong;
“Shareholder(s)”	holder(s) of the share(s) in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Liu Rongsheng (*Chairman*)  
Mr. Cai Haiming  
Mr. Cai Haipeng  
Mr. Fan Guocheng

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Directors:*

Mr. Lui Chun Pong  
Mr. Chen Jianchang

*Head office and Principal place of  
business in Hong Kong:*

Room 03, 22/F,  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

*Independent non-executive Directors:*

Mr. Kam Hou Yin, John  
Mr. Li Cao  
Mr. Chen Shenxiu  
Mr. Yang Ying

13 May 2024

*To the shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**

**(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL  
STATEMENT OF THE COMPANY AND THE REPORTS OF THE  
DIRECTORS AND INDEPENDENT AUDITOR OF THE COMPANY FOR  
THE YEAR ENDED 31 MARCH 2022;**

**(2) PROPOSED AMENDMENTS TO THE BY-LAWS; AND**

**(3) NOTICE OF SPECIAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval on (i) the proposed adoption of the Audited Consolidated Financial Statement of the Company and the Reports of the Directors and Independent Auditor of the Company for the year ended 31 March 2022 (the “**2022 Financial Statement**”); (ii) proposed amendments to the By-Laws; and (iii) notice of SGM.

### THE AUDITED CONSOLIDATED FINANCIAL STATEMENT AND THE REPORTS OF THE DIRECTORS AND INDEPENDENT AUDITOR

According to Rule 18.03 of the GEM Listing Rules, the Company should lay its annual financial statements before its members at its annual general meeting within the period of 6 months after the end of the financial year or accounting reference period to which the annual financial statements relate.

The Board wishes to update that, due to the outbreak of COVID-19 and changes of auditor, additional time was then required by the auditor to complete their audit procedures and the same was completed in 19 May 2023. Since then, the Company has concentrated its effort on business operation and business development and the resumption of trading and inadvertently delayed the presentation of the 2022 Financial Statement for shareholder approval, since the Audited Consolidated Financial Statement of the Company and the Reports of the Directors and Independent Auditor of the Company for the year ended 31 March 2023, were duly presented and approved by the shareholders on 29 December 2023.

### PROPOSED AMENDMENTS TO THE BY-LAWS

Reference is made to the announcement (“**Announcement**”) and the circular (“**Circular**”) of the Company both dated 7 December 2023 in relation to, among other things, the proposed adoption of the amended bye-laws of the Company (“**Amended Bye-Laws**”) in substitution for, and to the exclusion of the previous bye-laws of the Company (“**Previous Bye-Laws**”).

The Board amended the Previous Bye-Laws to, among other things, bring the Previous Bye-Laws in line with certain amendments, among others, latest regulatory requirements in relation to the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the GEM Listing Rules which took effect from 31 December 2023, and make other consequential and housekeeping amendments. As disclosed in the poll results announcement of the Company dated 29 December 2023, the special resolution for the adoption of the Amended Bye-Laws was passed and therefore the Amended Bye-Laws were adopted. It came to the knowledge of the Board that certain amendments need to be made to the Amended Bye-Laws in further for the purpose of bringing the Amended Bye-Laws standards up to the level required by the GEM Listing Rules, the Board proposes again to put forward the further proposed amendments to the Amended Bye-Laws as set out in the Circular (“**Proposed Amendments**”) for the Shareholders to consider and approve at the forthcoming SGM.

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## LETTER FROM THE BOARD

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In view of the above, the Board will propose a special resolution to adopt the Proposed Amendments and incorporate the same to the Amended Bye-Laws (the “**New Bye-Laws**”).

Full particulars of the Proposed Amendments (marked-up against the Amended Bye-Laws) are set out in the Appendix to this circular.

The Proposed Amendments and the adoption of the New Bye-Laws incorporating the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the SGM, and will respectively become effective upon the approval by the Shareholders at the SGM. The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of Bermuda have confirmed that the Proposed Amendments do not contravene the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

### **SGM**

A notice convening the SGM to be held at 39/F, Greater China International Exchange Plaza, 1 Fuhua 1st Road, Futian, Shenzhen at 10:30 a.m. on 30 May 2024 is set out on pages 14 to 16 of this circular. Ordinary resolutions and special resolutions, respectively, will be proposed at the SGM for the Shareholders to consider and, if thought fit, to approve, amongst others, the adoption of the 2022 Financial Statement and the Proposed Amendments to the Amended Bye-Laws.

A form of proxy for the SGM is also enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting thereof. Completion of the proxy form and its return will not preclude you from attending, and voting at, the SGM, or any adjournment thereof, should you so wish and in such event, the form of proxy shall be deemed to be revoked.

The register of members of the Company will be closed from 27 May 2024 to 30 May 2024, both dates inclusive, during which period, no transfer of Shares will be registered. In order to qualify to attend and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 24 May 2024.

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## LETTER FROM THE BOARD

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Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the SGM shall be voted by poll in accordance with the GEM Listing Rules and the By-Laws. The poll results will be announced in accordance with Rule 17.47(5) of the GEM Listing Rules after the conclusion of the SGM.

### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

### RECOMMENDATION

The Board believes that (i) the proposed adoption of the 2022 Financial Statement; and (ii) proposed amendments to the Amended By-Laws are in the interests of the Company and the Shareholders and accordingly recommends you to vote in favour of all resolutions to be proposed at the SGM.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

*The following are the proposed amendments to the existing Bye-Laws.*

**Proposed amendments (showing changes to the existing Bye-Laws):**

**AMENDED AND RESTATED**

BYE-LAWS

OF

China Ocean Group Development Limited

(Adopted at an Annual Special General Meeting held on ~~29 December 2023~~ 30 May 2024)

**Bye-Laws before amendments**

**Bye-Laws after amendments**

Bye-law 59

Bye-law 59

(1) An annual general meeting and a general meeting for the passing of an extraordinary resolution shall be called by Notice of not less than twenty-one (21) clear days, other special general meetings may be called by Notice of not less than fourteen (14) clear days. If permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

(1) An annual general meeting and a general meeting for the passing of an **special** resolution shall be called by Notice of not less than twenty-one (21) clear days, other special general meetings may be called by Notice of not less than fourteen (14) clear days. If permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

Bye-law 149

Bye-law 149

...

...

**“corporate communication” shall have the same meaning as ascribed to it under the rules of the Designated Stock Exchange as modified from time to time.**



## Bye-law 149

Subject to Section 88 of the Act and Bye-law 153, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

## Bye-law 149

Subject to Section 88 of the Act and Bye-law 153, a ~~printed~~ copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided **in any manner in which Notices and documents may be sent to such Members as provided in these Bye-laws that this Bye-law** shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

## Bye-law 150

To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon

## Bye-law 150

To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete ~~printed~~ copy of the Company's annual financial statement and the directors' report thereon **in any manner in which Notices and documents may be sent to such Members as provided in these Bye-laws.**

## Bye-law 158

Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers

## Bye-law 158

Any Notice or document (including any “corporate communication” ~~within the meaning ascribed thereto under the rules of the Designated Stock Exchange~~), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either **(a)** personally or **(b)** by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, **(c)** as the case may be, **by any other means (including but not limited to electronic means) as permitted by the Act and the requirements of the Designated Stock Exchange** ~~by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or~~ **(d)** may also be served by advertisement in appointed newspapers

(as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and (where required by the rules of the Designated Stock Exchange) giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability, where required, may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

(as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, (e) to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, ~~and (where required by the rules of the Designated Stock Exchange) giving to the member a notice stating that the notice or other document is available there (a "notice of availability").~~ ~~The notice of availability, where required, may be given to the Member by any of the means set out above other than by posting it on a website.~~ In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

Bye-law 159

Bye-law 159

Any Notice or other document:

Any Notice or other document, **including any corporate communication:**

...

...

(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website **or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the requirements of the Designated Stock Exchange specify a different date, in which case the deemed date of service shall be as provided or required by the requirements of the Designated Stock Exchange** by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

...

...

## Bye-law 160

- (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

## Bye-law 160

- (1) Any Notice or other document delivered or sent by post to or left at the registered address of, **or sent by electronic means to** any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

...

(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through **electronic means or** the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at **electronic address or** the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an **electronic address or** address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

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## NOTICE OF SGM

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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)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an special general meeting of China Ocean Group Development Limited (the “**Company**”) will be held at 39/F, Greater China International Exchange Plaza, 1 Fuhua 1st Road, Futian, Shenzhen on 30 May 2024 at 10:30 a.m. for the following purposes:

#### ORDINARY RESOLUTION

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 2022.

And as special business, to consider and, if thought fit, pass the following resolution as a special resolution:



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## NOTICE OF SGM

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### SPECIAL RESOLUTION

2. **“That:**
- (i) the amendments to the existing amended and restated By-Laws of the Company (the **“Proposed Amendments”**) as set out in the circular of the Company dated 13 May 2024 be and are hereby approved and the New Bye-Laws consolidating all the Proposed Amendments, a copy of which is produced to the meeting and marked “A” and has been signed by the Chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of all of the existing bye-laws of the Company.”

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

Hong Kong, 13 May 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and Principal place of  
business in Hong Kong:*  
Room 03, 22/F,  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the By-Laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a certified copy of that power of attorney or authority, as soon as possible and in any event no later than 10:30 a.m. on 28 May 2024.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

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## NOTICE OF SGM

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4. The register of members of the Company will be closed from 27 May 2024 to 30 May 2024, both dates inclusive, during which period, no transfer of shares will be registered. In order to qualify to attend and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 24 May 2024.
5. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 6:00 a.m. on the date of the SGM, then the SGM will be adjourned in accordance with the existing By-Laws of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the existing By-Laws of the Company.

*As of the Latest Practicable Date, 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 and Mr. Chen Jianchang; independent non-executive Directors are Mr. Kam Hou Yin, John, Mr. Li Cao, Mr. Chen Shenxiu and Mr. Yang Ying.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 notice 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 notice misleading.*

*This notice will be available on the Company's website [www.chinaoceangroup.com.hk](http://www.chinaoceangroup.com.hk) and will remain on the "Latest Listed Company Information" page on the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting.*