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中國海外宏洋集團有限公司

CHINA OVERSEAS GRAND OCEANS GROUP LTD.

(incorporated in Hong Kong with limited liability)

(Stock Code: 81)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (“GM”) of China Overseas Grand Oceans Group Limited (the “**Company**”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 20 June 2022 at 10:30 a.m. or after the AGM (whichever is later) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 25 May 2022 of which this notice forms part (the “**Circular**”).

ORDINARY RESOLUTION

“THAT:

- (A) (i) the New Framework Agreement (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and transactions contemplated thereunder, and the implementation thereof be and are hereby approved, confirmed and ratified; and
- (ii) the New Caps for the period between 1 January 2022 and 31 December 2024 be and are hereby approved;
- (B) any one director of the Company (or any two directors of the Company or any two persons appointed by the board of directors of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the New Framework Agreement and the transactions contemplated thereunder, and the implementation thereof including the affixing of seal thereon.”

By Order of the Board
China Overseas Grand Oceans Group Limited
Zhuang Yong
Chairman and Executive Director

Hong Kong, 25 May 2022

Registered Office:
Suites 701-702, 7/F.
Three Pacific Place
1 Queen’s Road East
Hong Kong

Notes:

1. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the GM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares of the Company (“**Share(s)**”) may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder. A form of proxy for use at the GM is enclosed herewith.
 2. To be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s share registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not later than 10:30 a.m. on Friday, 17 June 2022.
 3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
 4. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the GM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
 5. Where there are joint registered holders of any Share, any one of such persons may vote at the GM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the GM personally or by proxy, that one of the said persons 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.
 6. The register of members of the Company will be closed from Wednesday, 15 June 2022 to Monday, 20 June 2022 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of the Shareholders who are entitled to attend and vote at GM, all transfer documents accompanied by the relevant share certificates must be lodged with Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 14 June 2022.
 7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of the Shareholders at the GM in respect of the resolution set out in this notice will be taken by poll and the Company will announce the poll results in the manner prescribed under Rule 13.39(5) of the Listing Rules.
 8. This notice will also be available for viewing on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk, on the website of the Company at www.cogogl.com.hk and the website of EQS TodayIR Limited at www.todayir.com/en/showcases.php?code=81.
 9. **In view of the ongoing coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company may conduct body temperature check and require the attending Shareholders or their proxy to wear surgical masks throughout the GM as preventive measures to protect attending Shareholders, staff and other stakeholders of the Company from the risk of infection. Any person with a body temperature of over 37.2 degrees Celsius may be denied entry into the GM venue or be required to leave the GM venue.**
- No distribution of gifts or cake coupons and no refreshments will be served at the GM.**
- Shareholders are strongly encouraged to appoint the chairman of the GM as their proxy and to return their proxy forms by the time specified above, instead of attending the GM in person.**
10. As at the date of this notice, the board of directors of the Company comprises eight directors, of which three are executive directors, namely Mr. Zhuang Yong, Mr. Yang Lin and Mr. Paul Wang Man Kwan; two non-executive directors, namely Mr. Guo Guanghui and Mr. Billy Yung Kwok Kee, and three independent non-executive directors, namely Dr. Timpson Chung Shui Ming, Mr. Jeffrey Lam Kin Fung and Mr. Dantes Lo Yiu Ching.