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## **ORIENT OVERSEAS (INTERNATIONAL) LIMITED**

**東方海外（國際）有限公司\***

*(Incorporated in Bermuda with members' limited liability)*

**(Stock Code: 316)**

### **NOTICE OF SPECIAL GENERAL MEETING**

NOTICE is hereby given that the Special General Meeting of ORIENT OVERSEAS (INTERNATIONAL) LIMITED (the “Company”) will be held on Thursday, 24th November 2022 at 10:00 a.m. at Dynasty Room, 7th Floor, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong (the “SGM”) to transact the following business.

Unless the context requires otherwise, the terms used in this notice of SGM shall have the same meanings as those defined in the Company’s circular dated 21st October 2022.

#### **ORDINARY RESOLUTIONS**

1. **“THAT** the Bunker Service transactions (including the annual caps relating thereto) for the three years ending 31st December 2025 be and are hereby approved and confirmed and that any Director of the Company be and is hereby authorized to do all such further acts and things, to execute such further documents and to take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement.”
2. **“THAT** the Non-exempt Equipment Procurement Service transactions (including the annual caps relating thereto) for the three years ending 31st December 2025 be and are hereby approved and confirmed and that any Director of the Company be and is hereby authorized to do all such further acts and things, to execute such further documents and to take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement.”

\* *For identification purpose only*

3. “**THAT** the Deposit Service transactions (including the Deposit Caps relating thereto) for the three years ending 31st December 2025 be and are hereby approved and confirmed and that any Director of the Company be and is hereby authorized to do all such further acts and things, to execute such further documents and to take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement.”
4. To consider and, if thought fit, to pass the following resolution as a special resolution:–

### **SPECIAL RESOLUTION**

“**THAT** the Proposed Amendments to the Existing Bye-laws as set forth in Appendix I to the circular of the Company dated 21st October 2022 be and are hereby approved, and the New Bye-laws, a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new bye-laws of the Company in substitution for, and to the exclusion of, the Existing Bye-laws with immediate effect, and **THAT** any Director or the Secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New Bye-laws.”

By order of the Board  
**Orient Overseas (International) Limited**  
**XIAO Junguang**  
*Company Secretary*

Hong Kong, 21st October 2022

*Notes:*

- (i) Any shareholder of the Company entitled to attend and vote at the SGM (or at any adjournment thereof) is entitled to appoint a proxy or proxies to attend and vote on his/her behalf in accordance with the Bye-laws of the Company. A proxy need not be a shareholder of the Company.
- (ii) Where there are joint registered holders of any share, any one of such persons may vote at the SGM (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders shall be present at the SGM personally or by proxy, that one of the holders 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.

- (iii) The proxy form must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- (iv) The register of members of the Company will be closed from 21st November 2022 to 24th November 2022, both days inclusive, to ascertain the shareholders entitled to attend and vote at the SGM. During this period, no transfer of shares will be registered. To be eligible to attend and vote at the SGM, all share transfer documents must be accompanied with the relevant share certificates and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 18th November 2022.
- (v) If a typhoon signal No.8 (or above) is hoisted or extreme conditions and/or a black rainstorm warning signal are in force at any time between 6:00 a.m. and 10:00 a.m. on the date of the SGM, the SGM may be adjourned in accordance with the bye-laws of the Company.

The Company will publish an announcement on the websites of both the Stock Exchange (<https://www.hkex.com.hk>) and the Company (<https://www.ooilgroup.com>) to notify the shareholders that the SGM has been adjourned (however, a failure to publish such a notice shall not affect the adjournment of such meeting). Shareholders may also contact the Branch Share Registrar (telephone: 852 2862 8555) for enquiries.

The Company will publish a further announcement on the websites of the Stock Exchange and the Company to notify the shareholders of the date, time and location of the adjourned SGM.

Shareholders should in any event exercise due care and caution when deciding to attend the SGM in adverse weather conditions.

- (vi) In the event of any regulation imposed by the Hong Kong Government due to COVID-19 requiring change of the date or venue of the SGM, the shareholders of the Company will be notified of the revised arrangements in the same manner as provided in note (v) above.
- (vii) If any shareholder of the Company has any particular access request or special needs for participating in the SGM, please contact the Branch Share Registrar (telephone: 852 2862 8555) on or before 22nd November 2022.
- (viii) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Directors of the Company are:

Executive Directors:	Mr. WAN Min, Mr. HUANG Xiaowen and Mr. YANG Zhijian
Non-Executive Directors:	Mr. TUNG Lieh Cheung Andrew, Mr. YAN Jun, Ms. WANG Dan and Mr. IP Sing Chi
Independent Non-Executive Directors:	Mr. CHOW Philip Yiu Wah, Dr. CHUNG Shui Ming Timpson, Mr. YANG Liang Yee Philip, Ms. CHEN Ying and Mr. SO Gregory Kam Leung

## **PRECAUTIONARY MEASURES FOR SPECIAL GENERAL MEETING**

The health of the Shareholders, staff and stakeholders of the Company is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the Company will implement the following at the SGM as part of the control measures to safeguard the health and safety of our attending Shareholders, staff and stakeholders of the Company:

- (i) compulsory body temperature checks will be conducted for every attending shareholder, proxy or other attendee at the entrance of the SGM venue. Any person with a body temperature of over 37.5 degrees Celsius or who has any flu-like symptom or is otherwise apparently unwell will be denied entry into the SGM venue or be required to leave the SGM venue;
- (ii) each attendee must scan the “LeaveHomeSafe” venue QR code and comply with the requirements of the Vaccine Pass Direction (defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong)) prior to entry into the SGM venue;
- (iii) each attendee would be required to wear a surgical face mask throughout the SGM and inside the SGM venue;
- (iv) any person who does not comply with the precautionary measures to be taken at the SGM, or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the SGM venue or be required to leave the SGM venue;
- (v) seating at the SGM venue will be arranged so as to allow for appropriate social distancing in accordance with prevailing requirements or guidelines published by the Hong Kong Government of the SGM date. Accordingly, for compliance reason, there will be limited capacity for Shareholders to attend SGM; and
- (vi) no refreshments and beverages will be served.

The Company would like to remind all attending Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. The Company encourages the Shareholders to appoint the chairman of the SGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the SGM, instead of attending the SGM in person.

If any Shareholder not attending the SGM in person has any question about the resolutions proposed to be passed at the SGM or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to the Company’s principal office at 31st Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong, China (Attention: Company Secretary) or to the Company’s email at [ooil@computershare.com.hk](mailto:ooil@computershare.com.hk).

In the event of any regulation imposed by the Hong Kong Government due to COVID-19 requiring change of the date or venue of the SGM, the Shareholders will be notified of the revised arrangements in the same manner as provided in note (v) in the notice of SGM.

If any Shareholder has any question relating to the SGM, please contact the Branch Share Registrar as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong  
Enquiries: <https://www.computershare.com/hk/contact>  
Tel: 852 2862 8555  
Fax: 852 2865 0990