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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sino-Ocean Service Holding Limited**, you should at once hand this circular to the purchaser or other transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND
BUY BACK SHARES,
(2) PROPOSED DIVIDEND,
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used on this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A notice convening the AGM of Sino-Ocean Service Holding Limited to be held at Meeting Room, 2nd Floor, Tower A, No. A518 East Road of Chaoyang Sports Center, Chaoyang District, Beijing, PRC on Tuesday, 30 May 2023 at 9:30 a.m. is set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed to this circular and is also published on the websites of the Company (www.sinooceanservice.com) and the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e., not later than 9:30 a.m. on Sunday, 28 May 2023 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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DEFINITIONS

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

“2022 Final Dividend”	the proposed final dividend of the Company of RMB0.123 per Share (equivalent to HKD0.141 per Share, rounded to the nearest three decimal places) for the year ended 31 December 2022 to be paid to the Shareholders whose names are shown on the register of members of the Company at the close of business on the Record Date;
“AGM”	the annual general meeting of the Company to be held at Meeting Room, 2nd Floor, Tower A, No. A518 East Road of Chaoyang Sports Center, Chaoyang District, Beijing, PRC on Tuesday, 30 May 2023 at 9:30 a.m. or any adjournment thereof;
“AGM Date”	Tuesday, 30 May 2023;
“AGM Notice”	the notice of the AGM which is set out on pages 14 to 18 of this circular;
“Articles of Association”	the articles of association of the Company, as amended and adopted from time to time;
“Board”	the board of Directors;
“Buy-back Mandate”	the general mandate to buy back Shares proposed to be granted to the Directors as described in the ordinary resolution item 5(B) in the AGM Notice;
“Buy-back Resolution”	the ordinary resolution item 5(B) as set out in the AGM Notice in respect of the grant of the Buy-back Mandate;
“Company”	Sino-Ocean Service Holding Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general mandate to allot, issue and otherwise deal with Shares proposed to be granted to the Directors as described in the ordinary resolution item 5(A) in the AGM Notice;

DEFINITIONS

“Latest Practicable Date”	19 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Record Date”	Friday, 2 June 2023;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of the Company with a nominal value of HKD0.10 each;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



Executive Directors:

Mr. Yang Deyong
Ms. Zhu Geying

Non-executive Directors:

Mr. Cui Hongjie
Mr. Zhu Xiaoxing

Independent Non-executive Directors:

Dr. Guo Jie
Mr. Ho Chi Kin Sammy
Mr. Leung Wai Hung

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Headquarters in the PRC:

2nd Floor, Tower A
No. A518 East Road of
Chaoyang Sports Center
Chaoyang District
Beijing, PRC

*Principal place of business
in Hong Kong:*

Suite 601, One Pacific Place
88 Queensway
Hong Kong

25 April 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND
BUY BACK SHARES,
(2) PROPOSED DIVIDEND,
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

- (a) grant to the Directors the Issue Mandate to allot, issue and otherwise deal with Shares as set out in the AGM Notice as the ordinary resolution item 5(A) (and the extension thereto as described in the ordinary resolution item 5(C));

Sino-Ocean Service Holding Limited
(Incorporated in the Cayman Islands with limited liability)

Stock Code : 06677

LETTER FROM THE BOARD

- (b) grant to the Directors the Buy-back Mandate to buy back Shares as set out in the AGM Notice as the ordinary resolution item 5(B);
- (c) declaration of a final dividend for the year ended 31 December 2022; and
- (d) re-election of the retiring Directors.

ISSUE MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 25 May 2022, general mandates were granted to the Directors to exercise all powers of the Company, *inter alia*, (i) to allot, issue and deal with Shares not exceeding 20% of the number of Shares in issue as at 25 May 2022 and the number of Shares (up to a maximum of 10% of the number of Shares then issued) bought back by the Company, and (ii) to buy back Shares not exceeding 10% of the number of Shares in issue as at 25 May 2022.

These general mandates will expire at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to grant the Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), and to extend the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy-back Mandate, as set out as the ordinary resolution items 5(A) and 5(C), respectively, in the AGM Notice. As at the Latest Practicable Date, the number of Shares in issue was 1,184,000,000. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the AGM Date, the Company would be allowed under the Issue Mandate to issue a maximum of 236,800,000 Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

An ordinary resolution will also be proposed at the AGM to grant the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back, at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated therein, Shares up to a maximum of 10% of the number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), as set out as the ordinary resolution item 5(B) in the AGM Notice. An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Buy-back Mandate, is set out in Appendix I to this circular.

PROPOSED DIVIDEND

On 31 March 2023, the Board announced the final results of the Group for the year ended 31 December 2022 and resolved to recommend at the AGM the payment of the 2022 Final Dividend of RMB0.123 per Share (equivalent to HKD0.141 per Share, rounded to the nearest three decimal places) for the year ended 31 December 2022 to the Shareholders whose names appeared on the register of members of the Company at the close of business on the Record Date. The 2022 Final Dividend will be paid in cash in HKD. To qualify for the 2022 Final Dividend, all properly completed transfer forms accompanied by the relevant

LETTER FROM THE BOARD

share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 2 June 2023.

It is expected that the cheques for dividend payment in relation to the 2022 Final Dividend will be despatched at the risk of those who are entitled thereto to their respective registered addresses on or around Wednesday, 14 June 2023.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. Yang Deyong and Ms. Zhu Geying were the executive Directors; Mr. Cui Hongjie and Mr. Zhu Xiaoxing were the non-executive Directors; and Dr. Guo Jie, Mr. Ho Chi Kin Sammy and Mr. Leung Wai Hung were the independent non-executive Directors.

In accordance with Article 87 of the Articles of Association, Mr. Yang Deyong, Mr. Cui Hongjie and Dr. Guo Jie shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee of the Company (the "**Nomination Committee**"), having reviewed, among others, the structure, size, skill mix and composition of the Board, the confirmation of independence provided by Dr. Guo Jie pursuant to Rule 3.13 of the Listing Rules, Dr. Guo Jie's contributions to the Board and his commitment to his roles, his qualification, working profile and extensive experience as set out in Appendix II to this circular which allow him to provide meaningful and objective opinion and independent guidance to the Company, as well as to contribute to the Board diversity, nominated Dr. Guo Jie to the Board for it to recommend to the Shareholders for re-election as an independent non-executive Director at the AGM.

In view of the above, the Board considers that Dr. Guo Jie will continue to bring valuable business experience, knowledge and professionalism to the Board in the areas of economics, for its efficient and effective functioning and diversity. The Board accepted the Nomination Committee's nomination and recommended Dr. Guo Jie to stand for re-election as an independent non-executive Director by the Shareholders at the AGM. The Board is satisfied that Dr. Guo Jie has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Dr. Guo Jie to be independent having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

The nominations of the Directors were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of Board diversity, as set out under the board diversity policy of the Company. The Nomination Committee has also reviewed the current Board succession planning and believes that the existing composition of the Board, including the proposed re-election of the retiring Directors, is in the best interests of the Company and the Shareholders as a whole, and thus there is no need to search for any potential candidate for nomination as an independent non-executive Director.

LETTER FROM THE BOARD

Given the extensive knowledge and experience of each of Mr. Yang Deyong, Mr. Cui Hongjie and Dr. Guo Jie (as set out in Appendix II to this circular), the Nomination Committee and the Board believe that their re-elections as Directors are in the best interests of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to re-elect each of Mr. Yang Deyong, Mr. Cui Hongjie and Dr. Guo Jie as a Director. Each of Mr. Yang Deyong, Mr. Cui Hongjie and Dr. Guo Jie has abstained from the discussion and voting at the Nomination Committee meeting and the Board meeting regarding his nomination. Separate resolutions will be proposed for their re-elections at the AGM.

Details of the Directors proposed to be re-elected at the AGM that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

BOOK CLOSURE FOR AGM ATTENDANCE

In order to ascertain the right to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive) during which period no transfer of Shares will be registered.

Shareholders are reminded that in order to be entitled to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 23 May 2023.

THE AGM

A notice convening the AGM to be held at Meeting Room, 2nd Floor, Tower A, No. A518 East Road of Chaoyang Sports Center, Chaoyang District, Beijing, PRC on Tuesday, 30 May 2023 at 9:30 a.m. is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use at the AGM is enclosed to this circular and is also published on the websites of the Company (www.sinooceanservice.com) and the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e., not later than 9:30 a.m. on Sunday, 28 May 2023 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

In the case of an equality of votes on a poll, the chairman of the meeting shall, subject to the Articles of Association, be entitled to casting vote in addition to any other vote he may have.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting under the Listing Rules on the relevant resolutions to be proposed at the AGM.

RECOMMENDATION

The Directors consider that the proposals for grant of the Issue Mandate (and the extension thereto as described in the ordinary resolution item 5(C) set out in the AGM Notice contained in this circular) and the Buy-back Mandate, the 2022 Final Dividend and the re-election of retiring Directors are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the AGM Notice.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular. Shareholders are advised that in the event of any inconsistency between the English and Chinese versions in this circular, the English version shall prevail.

Yours faithfully,
By order of the Board
Sino-Ocean Service Holding Limited
YANG Deyong
Joint Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to you to enable you to make an informed decision as to whether to vote for or against the Buy-back Resolution.

SHARES IN ISSUE

As at the Latest Practicable Date, the number of Shares in issue was 1,184,000,000.

Subject to the passing of the Buy-back Resolution at the AGM and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the AGM Date, exercise in full of the Buy-back Mandate could accordingly result in up to 118,400,000 Shares, representing 10% of the number of Shares in issue (subject to adjustment in the case of subdivision and consolidation of Shares), being bought back by the Company during the period from the AGM Date up to (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required by applicable laws or the Articles of Association to be held, or (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the Buy-back Mandate, whichever occurs first.

REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it is appropriate to buy back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

FUNDING OF BUY-BACK

In buy-back of any Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. Share buy-backs pursuant to the Buy-back Mandate will be made out of funds legally permitted to be utilised in this connection, including the funds from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the applicable laws of the Cayman Islands.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 December 2022, the date to which the most recent audited accounts of the Company were made up) in the event that buy-backs of Shares under the Buy-back Mandate were to be carried out in full during the period of the Buy-back Mandate. The Directors do not propose to exercise the Buy-back Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

Month	Prices	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2022		
April	4.20	3.40
May	3.78	3.18
June	3.38	3.01
July	3.20	2.58
August	2.61	2.22
September	2.54	1.73
October	1.96	1.51
November	2.58	1.63
December	2.82	2.11
2023		
January	2.84	2.23
February	3.12	2.51
March	2.76	1.67
April (up to the Latest Practicable Date)	1.95	1.71

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company under the Buy-back Mandate.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the proposed Buy-back Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Resolution passed by the Shareholders and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

SHARE BUY-BACK BY THE COMPANY

No Shares had been bought back by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

TAKEOVERS CODE AND PUBLIC FLOAT

If as a result of buy-back(s) of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of his or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Sino-Ocean Group Holding Limited ("**Sino-Ocean**", together with its subsidiaries, the "**Sino-Ocean Group**"), through its wholly-owned subsidiary and a company which it controlled 30% or more of the voting rights, indirectly held a total of 827,100,000 Shares, representing approximately 69.86% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the shareholding of Sino-Ocean in the Company would be increased to approximately 77.62% of the total number of Shares in issue (subject to adjustment in the case of subdivision and consolidation of Shares). On this basis, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any buy-backs to be made under the Buy-back Mandate.

The Directors will use their best endeavours to ensure that the Buy-back Mandate will not be exercised to the extent that the percentage of total issued Shares held in public hands would fall below the minimum percentage prescribed by the Stock Exchange. The Directors have no intention to exercise the Buy-back Mandate which may result in possible mandatory offer being made under the Takeovers Code or the public float of the Company falling below the minimum percentage prescribed by the Stock Exchange.

The following sets out the details of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles of Association:

BIOGRAPHICAL INFORMATION

Executive Director

Mr. YANG Deyong (楊德勇)

Mr. Yang Deyong (楊德勇), aged 49, joined the Board in September 2020 and is the joint chairman, executive Director, chief executive officer, chairman of the nomination committee and member of the remuneration committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. Yang joined Sino-Ocean, the controlling shareholder of the Company and the shares of which are listed on the Main Board of the Stock Exchange, in April 2007 and served successively as general manager of Sino-Ocean Property Development (Zhongshan) Co., Ltd., general manager of customer services division, assistant to the president and vice president of Sino-Ocean Group and other positions. Mr. Yang joined Ocean Homeplus Property Service Corporation Limited in August 2015 and served successively as a director, chairman and general manager. Mr. Yang has extensive experience in corporate governance, business development and management. Mr. Yang graduated from Renmin University of China with a bachelor's degree in economics in 1995; graduated from Sun Yat-sen University with a master's degree in business administration in 2004; and graduated from China Europe International Business School with an EMBA degree in 2015.

As at the Latest Practicable Date, Mr. Yang was beneficially interested in 118,777 shares of Sino-Ocean (the “**Sino-Ocean Shares**”).

Mr. Yang has entered into a service contract with the Company for an initial fixed term of three years commencing on 25 November 2020. The appointment of Mr. Yang as an executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Yang is currently entitled to a remuneration comprising an annual salary of RMB1,620,000, which was determined by the Board with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions, and a discretionary bonus to be determined by the Company having regard to the operating results of the Group. The amount of emoluments paid for the year of 2022 to Mr. Yang is set out in note 36 to the consolidated financial statements contained in the 2022 annual report of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang (i) did not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any other interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Yang has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Non-executive Director

Mr. CUI Hongjie (崔洪杰)

Mr. Cui Hongjie (崔洪杰), aged 50, joined the Board in September 2020 and is the joint chairman, non-executive Director, member of the audit committee and nomination committee of the Company. Mr. Cui joined Sino-Ocean Group in August 1996 and is serving as an executive director and executive president of Sino-Ocean, and general manager of the product construction centre of Sino-Ocean Group. Mr. Cui previously served as general manager of the costing and engineering department, general manager of technology and cost department, assistant to CEO and vice president of Sino-Ocean Group. Mr. Cui has extensive experience in operation and development of real estate, product creation and management. Mr. Cui graduated from Beijing University of Technology with a bachelor's degree in engineering in 1996 and a master's degree in engineering in 2001; and graduated from China Europe International Business School with a master's degree in business administration in 2022. Mr. Cui is a member of the Royal Institution of Chartered Surveyors, a national registered first-class constructor and a senior engineer.

As at the Latest Practicable Date, Mr. Cui was beneficially interested in 369,571 Sino-Ocean Shares.

Pursuant to his letter of appointment, Mr. Cui is appointed for a term commencing from 25 May 2022 to the date of the annual general meeting of the Company to be held in 2023 (both days inclusive), which is renewable subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Cui has agreed to waive his Director's fee for the year ended 31 December 2022.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cui (i) did not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any other interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Cui has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Independent Non-executive Director***Dr. GUO Jie (郭杰)***

Dr. Guo Jie (郭杰), aged 58, joined the Board in November 2020 and is serving as an independent non-executive Director, member of the audit committee, remuneration committee and nomination committee of the Company. Since May 1997, Dr. Guo has worked in the school of economics of Renmin University of China, and is currently a professor and a doctoral advisor in the school of economics, engaged in teaching and research. Dr. Guo graduated from Renmin University of China with a master's degree in economics in 1996 and a doctorate in economics in 2004.

Pursuant to his letter of appointment, Dr. Guo is appointed for a term commencing from 25 May 2022 to the date of the annual general meeting of the Company to be held in 2023 (both days inclusive), which is renewable subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Dr. Guo is currently entitled to receive a Director's fee of HKD600,000 per annum, which was determined by the Board with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions. The amount of emoluments paid for the year of 2022 to Dr. Guo is set out in note 36 to the consolidated financial statements contained in the 2022 annual report of the Company.

Save as disclosed above, as at the Latest Practicable Date, Dr. Guo (i) did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Dr. Guo has confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Dr. Guo has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM



NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Sino-Ocean Service Holding Limited (the “**Company**”) will be held at Meeting Room, 2nd Floor, Tower A, No. A518 East Road of Chaoyang Sports Center, Chaoyang District, Beijing, PRC on Tuesday, 30 May 2023 at 9:30 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the financial year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. To re-elect the retiring directors and authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”).
4. To re-appoint Fan, Chan & Co. Limited as auditor of the Company and authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass (with or without modifications) the following ordinary resolutions numbered 5(A) to 5(C):

ORDINARY RESOLUTIONS

5. (A) “**THAT**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

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(iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; or (c) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next AGM;
- (b) the expiration of the period within which the next AGM is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

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(B) “**THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and requirements of the Hong Kong Code on Share Buy-backs and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company which are authorised to be bought back pursuant to the approval granted in paragraph (i) above shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next AGM;
- (b) the expiration of the period within which the next AGM is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(C) “**THAT**

conditional upon the passing of the resolutions set out in paragraphs 5(A) and 5(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in paragraph 5(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company bought back or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 5(B) of the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate

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number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company).”

By order of the Board
Sino-Ocean Service Holding Limited
YANG Deyong
Joint Chairman

Hong Kong, 25 April 2023

Notes:

- (a) The register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive), during which period no transfer of shares in the Company can be registered. In order to be entitled to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 23 May 2023.
- (b) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time fixed for holding the AGM (i.e., not later than 9:30 a.m. on Sunday, 28 May 2023 (Hong Kong Time)) or any adjourned meeting. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
- (c) The Board has recommended a final dividend of RMB0.123 per share of the Company in issue (equivalent to HKD0.141 per share, rounded to the nearest three decimal places) for the year ended 31 December 2022 and, if the final dividend is approved by the shareholders of the Company by passing the proposed ordinary resolution item 2 above, the final dividend is expected to be paid on or around Wednesday, 14 June 2023 to those shareholders whose names are on the Company’s register of members at the close of business on Friday, 2 June 2023. Particulars of the final dividend were set out in the circular of the Company dated 25 April 2023 (the “**Circular**”). In order to qualify for the 2022 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 2 June 2023.
- (d) In relation to the proposed ordinary resolutions item 3 above, Mr. Yang Deyong, Mr. Cui Hongjie and Dr. Guo Jie will retire from their offices of Directors by rotation and, being eligible, have offered themselves for re-election at the AGM. The re-election of these Directors will be individually voted on by the shareholders of the Company. Details of the Directors to be offered for re-election were set out in Appendix II to the Circular.

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- (e) In relation to the proposed ordinary resolution item 5(B) above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information reasonably necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules was set out in Appendix I to the Circular.
- (f) The Chinese translation of this notice is for reference only, and in the event of any inconsistency between the English and Chinese versions, the English version shall prevail.
- (g) As at the date of this notice, the Board comprises of two executive Directors, namely, Mr. Yang Deyong and Ms. Zhu Geying; two non-executive Directors, namely, Mr. Cui Hongjie and Mr. Zhu Xiaoxing; and three independent non-executive Directors, namely, Dr. Guo Jie, Mr. Ho Chi Kin Sammy and Mr. Leung Wai Hung.