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CHINA ORIENTAL GROUP COMPANY LIMITED
中國東方集團控股有限公司*
(incorporated in Bermuda with limited liability)
(Stock Code: 581)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held on Thursday, 8 June 2023 at 3:00 p.m. at Boardrooms 3–4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong and any adjournment thereof, for the following purposes, and unless otherwise defined herein, the terms herein shall have the same meanings as defined in the circular to the shareholders of the Company dated 28 April 2023:

ORDINARY RESOLUTIONS

As ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements together with the reports of the Directors and auditor of the Company for the year ended 31 December 2022.
2. To declare a special dividend of HK\$0.03 per share for the year ended 31 December 2022.
3. To consider and, if thought fit, approve, each as a separate resolution, the following resolutions:
 - (a) To re-elect Mr. Shen Xiaoling as an executive Director.
 - (b) To re-elect Mr. Wong Man Chung, Francis as an independent non-executive Director who has served the Company for more than 9 years as independent non-executive Director.
 - (c) To re-elect Mr. Wang Bing as an independent non-executive Director.
 - (d) To authorise the board of Directors to fix the Directors' remuneration.

* For identification purposes only

4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of Directors to fix its remuneration.

As special business:

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph 5(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 5(d) below) of all powers of the Company to issue, allot and deal with the additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5(a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to: (i) a Rights Issue (as defined in paragraph 5(d) below); or (ii) any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issuance of shares or rights to acquire shares; or (iii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into ordinary shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of the ordinary shares of the Company in lieu of the whole or part of a dividend on the ordinary shares in accordance with the Bye-laws, shall not exceed 20% of the aggregate number of the issued shares of the Company at the date of passing this resolution and the said approval pursuant to paragraph 5(a) above shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law of Bermuda and the Bye-laws to be held; or

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or options to subscribe for shares open for a period fixed by the Directors of the Company 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 of the Company may deem necessary or expedient in relation to fractional entitlements and having regard to any restrictions of obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph 6(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 6(d) below) of all the powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 6(a) above shall be in addition to any other authorisation given to the Directors of the Company;
- (c) the aggregate number of shares of the Company, which the Company is authorised to repurchase on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on another stock exchange recognised for this purpose by The Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs of Hong Kong pursuant to the approval in paragraph 6(a) above during the Relevant Period, shall be no more than 10% of the aggregate number of the existing issued shares of the Company at the date of passing this resolution, and the authority pursuant to the paragraph 6(a) above shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law of Bermuda and the Bye-laws to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**, conditional upon the passing of the ordinary resolution as set out in resolutions nos. 5 and 6 above, the general mandate granted to the Directors pursuant to resolution no. 5 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such number of Shares shall not exceed 10% of the aggregate number of the issued Shares of the Company at the date of passing this resolution.”

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the bye-laws of the Company (the “**Bye-laws**”) be amended in the manner as set out in the circular of the Company dated 28 April 2023, and the amended and restated Bye-laws in the form of the document marked “A” and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which contains all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the Existing Bye-laws with immediate effect and that the Directors, secretary and registered office provider of the Company, be and are hereby authorised to do all things necessary to give effect to and implement the adoption of the amended and restated Bye-laws and reprint of the amended and restated Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

The form of proxy for use at the Annual General Meeting is despatched to the Shareholders, and can be accessed via and/or downloaded from the URL at <https://spot-meeting.tricor.hk/#/581>, the Stock Exchange's website at www.hkexnews.hk, and the Company's website at www.chinaorientalgroup.com. To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submitted electronically via <https://spot-meeting.tricor.hk/#/581> in accordance with the instructions printed on the accompanying notification letter sent to Shareholders by post on 28 April 2023, in each case as soon as possible and in any event no later than 3:00 pm (Hong Kong time) on Tuesday, 6 June 2023, or not less than 48 hours before the time of any adjourned meeting.

By Order of the Board
China Oriental Group Company Limited
Han Jingyuan
Chairman and Chief Executive Officer

Hong Kong, 28 April 2023

Notes:

- (1) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent the member who/which appointed it. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (2) To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submitted electronically via <https://spot-meeting.tricor.hk/#/581> in accordance with the instructions printed on the accompanying notification letter sent to the Shareholders by post on 28 April 2023, in each case as soon as possible and in any event no later than 3:00 pm (Hong Kong time) on Tuesday, 6 June 2023, or not less than 48 hours before the time of any adjourned meeting. Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.
- (3) Completion and delivery of the form of proxy will not preclude a member from attending and voting at the Annual General Meeting (or any adjournment thereof) in person if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share of the Company, any one of such holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the Annual General Meeting, the vote of such joint holder whose name stands first in the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (5) Voting of the resolutions set out in this notice will be by way of poll.

- (6) For the purposes of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 5 June 2023 to Thursday, 8 June 2023 (both days inclusive), during which no transfer of shares of the Company may be registered. In order to be eligible to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 2 June 2023.
- (7) For the purposes of ascertaining Shareholders' entitlement for the proposed special dividend, the register of members of the Company will be closed from Monday, 19 June 2023 to Wednesday, 21 June 2023 (both days inclusive), during which no transfer of shares of the Company may be registered. The record date for the proposed special dividend shall be Wednesday, 21 June 2023. In order to qualify for the proposed special dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 16 June 2023.
- (8) If a typhoon signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at or at any time after 12:30 p.m. on the day of the Annual General Meeting, the Annual General Meeting will be postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify Shareholders of the date, time and place of the postponed meeting. The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under unfavourable weather conditions bearing in mind their own situations.

As at the date of this notice, the Board comprises Mr. HAN Jingyuan, Mr. ZHU Jun, Mr. SHEN Xiaoling, Mr. HAN Li and Mr. Sanjay SHARMA being the Executive Directors, Mr. Ondra OTRADOVEC and Mr. ZHU Hao being the Non-executive Directors and Mr. WONG Man Chung, Francis, Mr. WANG Tianyi, Mr. WANG Bing and Dr. TSE Cho Che, Edward being the Independent Non-executive Directors.