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Private and Confidential

The Board of Directors  
Sino-Ocean Group Holding Limited  
Suite 601, One Pacific Place  
88 Queensway, Hong Kong

25 June 2024  
Our ref: 082171/VD0424/WFC

Dear Sirs,

**SINO-OCEAN GROUP HOLDING LIMITED (THE "COMPANY")**  
**CONSENT LETTER**

We refer to the circular of the Company (together with its subsidiaries, the "Group") dated 25 June 2024 (the "Circular") in connection with the proposed very substantial disposal of the Group's entire equity interests and corresponding creditor's rights in Beijing Xingtaitonggang Properties Company Limited (the "Target Company"). For ease of reference throughout this letter, the Company and its subsidiaries (other than the Target Company) are collectively referred to as the "Remaining Group". Unless otherwise defined, capitalised terms used in this consent letter shall have the same meanings as defined in the Circular. A copy of which is attached and initialled by us on its front cover for the purpose of identification.

We hereby consent to the inclusion of our review report dated 25 June 2024 on the unaudited financial information of the Target Company for the years ended 31 December 2021, 2022 and 2023 and four months ended 30 April 2024 (set out in Appendix II to the Circular) and our accountants' report dated 25 June 2024 on the unaudited pro forma financial information of the Remaining Group (set out in Appendix III to the Circular), and the references to our name in the form and context in which they are included.

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We also hereby consent to a copy of this letter and the above-named documents being published on the HKEX's website and the Company's own website as described in the section headed "8. DOCUMENTS ON DISPLAY" in Appendix VI to the Circular.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'BDO Limited'.

BDO Limited  
Certified Public Accountants  
Hong Kong

25 June 2024

Sino-Ocean Group Holding Limited  
Suite 601  
One Pacific Place  
88 Queensway  
Hong Kong

Attn: Board of Directors

Dear Sirs,

### VERY SUBSTANTIAL DISPOSAL AND CONNECTED TRANSACTION

We refer to the circular (the “Circular”) in relation to the captioned subject dated 25 June 2024 issued by Sino-Ocean Group Holding Limited (the “Company”, together with its subsidiaries, the “Group”) and confirm that we have given and have not withdrawn our written consent to the issue of the Circular with the inclusion of our letter (i.e. the letter from the Independent Financial Adviser) and references to our name in the form and context in which they are included.

We also hereby confirm that, as at the Latest Practicable Date (as defined in the Circular), we:-

- (a) had no shareholding, direct or indirect, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (b) had no direct or indirect interests in any assets which have been, since 31 December 2023 (the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

We also hereby give our consent to our letter and this letter being made available for public inspection as described in the section headed “8. DOCUMENTS ON DISPLAY” in Appendix VI – General Information to the Circular.

Yours faithfully,  
For and on behalf of  
Halcyon Capital Limited



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Terry Chu  
Managing Director

Our ref: LR-O-24124  
GL/VC/HL/jc

The Directors  
Sino-Ocean Group Holding Limited  
Suite 601  
One Pacific Place  
88 Queensway  
Hong Kong

25 June 2024

Dear Sirs,

**Re: Consent in relation to the circular to be issued by Sino-Ocean Group Holding Limited (the "Company") in connection with a very substantial disposal and connected transaction (the "Transaction")**

We refer to the circular to be issued by the Company dated 25 June 2024 in relation to the Transaction (the "Circular"). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We, Cushman & Wakefield Limited, the independent property valuer to the Company in respect of the Transaction, hereby consent to, and confirm that we have given and have not withdrawn our written consent to the issue of the Circular with the inclusion therein of our letter and/or report as set out in the section headed "VALUATION REPORT OF THE PROPERTY" in Appendix V to the Circular and/or opinion and references to our name, logo and qualifications in the form and context in which they are respectively included in the Circular.

We further consent to the text and the valuation report of which set out in the section headed "VALUATION REPORT OF THE PROPERTY" in Appendix V to the Circular, and this letter being made available for public inspection as described in the section headed "DOCUMENTS ON DISPLAY" in Appendix VI (General Information) to the Circular.

As at the Latest Practicable Date, we did not have any shareholding, direct or indirect, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, we did not have any direct or indirect interests in any assets which have been, since 31 December 2023 (the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.



Yours faithfully,  
For and on behalf of  
Cushman & Wakefield Limited

A handwritten signature in black ink, appearing to read "Grace Lam".

**Grace Lam**  
Senior Director  
Valuation & Advisory Services, Greater China