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## CHANGE OF DIRECTORS, CHANGES IN COMPOSITION OF BOARD COMMITTEES AND LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

The board (the "**Board**") of directors (the "**Directors**" and each a "**Director**") of Sino-Ocean Group Holding Limited (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces the following change of Directors with effect from 3 February 2025:

### CHANGE OF DIRECTORS

- (i) Each of Ms. SUN Jianxin ("**Ms. SUN**") and Ms. WANG Manling ("**Ms. WANG**") has been appointed as a non-executive Director; and
- (ii) each of Mr. ZHAO Peng ("**Mr. ZHAO**") and Mr. SUN Jinfeng ("**Mr. SUN**") has resigned as a non-executive Director as both of them would like to devote more time to focus on their other engagements.

Each of Mr. ZHAO and Mr. SUN has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**" and each a "**Shareholder**") and/or The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Biographical details of each of Ms. SUN and Ms. WANG are set out below:

### Ms. SUN

Ms. SUN Jianxin, aged 48, is currently the deputy general manager of the financial and accounting department of Dajia Insurance Group Co., Ltd.\* (大家保險集團有限責任公司). Ms. SUN had previously served as a senior manager at the Beijing branch of Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership). Ms. SUN graduated from Paris 1 Panthéon-Sorbonne University in France and obtained a degree in Master of Business Administration in 2018. Ms. SUN is a certified public accountant of The Chinese Institute of Certified Public Accountants and has extensive experience in finance and auditing. Ms. SUN is nominated by Dajia Life Insurance Co., Ltd.\* (大家人壽保險股份有限公司) ("**Dajia Life Insurance**"), a substantial Shareholder.

Ms. SUN has entered into an appointment letter with the Company for a term of one year commencing from 3 February 2025, subject to retirement from office and re-election at the next following general meeting of the Company in accordance with the articles of association of the Company (the "**Articles**"). Pursuant to the appointment letter with the Company, Ms. SUN will be entitled to a Director's fee of HK\$460,000 per annum, which is determined by the Board upon the recommendation of the remuneration committee of the Company (the "**Remuneration Committee**") by reference to her experience, qualifications, duties and responsibilities undertaken in the Company and the prevailing market conditions.

Save as disclosed herein, as at the date of this announcement, Ms. SUN (i) does not have any relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"); (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"); (iii) does 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 nor other major appointments and professional qualifications; and (iv) does not hold any other positions with other members of the Group.

Save as disclosed herein, Ms. SUN has confirmed that there are no other matters relating to her appointment that need to be brought to the attention of the Shareholders or the Stock Exchange 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.

#### **Ms. WANG**

Ms. WANG Manling, aged 48, is currently the deputy general manager of the investment management department of Dajia Insurance Group Co., Ltd.\* (大家保險集團有限責任公司). Ms. WANG had previously served as a senior account manager of the portfolio management department of China Life Asset Management Company Limited (中國人壽資產管理有限公司), and as the deputy general manager of the research department of the investment center of China Life Pension Company Limited (中國人壽養老保險股份有限公司). Ms. WANG graduated from Dalian University of Technology and obtained a doctor's degree in Engineering in 2006. Ms. WANG has extensive experience in insurance asset management. Ms. WANG is nominated by Dajia Life Insurance, a substantial Shareholder.

Ms. WANG has entered into an appointment letter with the Company for a term of one year commencing from 3 February 2025, subject to retirement from office and re-election at the next following general meeting of the Company in accordance with the Articles. Pursuant to the appointment letter with the Company, Ms. WANG will be entitled to a Director's fee of HK\$460,000 per annum, which is determined by the Board upon the recommendation of the Remuneration Committee by reference to her experience, qualifications, duties and responsibilities undertaken in the Company and the prevailing market conditions.

Save as disclosed herein, as at the date of this announcement, Ms. WANG (i) does not have any relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does 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 nor other major appointments and professional qualifications; and (iv) does not hold any other positions with other members of the Group.

Save as disclosed herein, Ms. WANG has confirmed that there are no other matters relating to her appointment that need to be brought to the attention of the Shareholders or the Stock Exchange 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.

The Board would like to take this opportunity to express its sincere gratitude to each of Mr. ZHAO and Mr. SUN for his valuable contribution to the Company during his tenure of services. The Board also extends its warm welcome to each of Ms. SUN and Ms. WANG in joining the Board.

### **CHANGES IN COMPOSITION OF THE BOARD COMMITTEES**

The Board also hereby announces the following changes in composition of the Board committees with effect from 3 February 2025:

- (i) (a) Ms. SUN has been appointed as a member of the audit committee of the Company (the "**Audit Committee**"); and (b) Mr. ZHAO will cease to be a member of the Audit Committee; and
- (ii) (a) Ms. WANG has been appointed as a member of each of the nomination committee of the Company (the "**Nomination Committee**") and the strategic and investment committee of the Company (the "**Strategic and Investment Committee**"); and (b) Mr. SUN will cease to be a member of each of the Nomination Committee and the Strategic and Investment Committee.

## LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

With effect from 3 February 2025, the composition of the Board, the Audit Committee, the Nomination Committee, the Remuneration Committee and the Strategic and Investment Committee will be as follows:

Director \ Board Committee	Audit Committee	Nomination Committee	Remuneration Committee	Strategic and Investment Committee
<b>Executive Directors</b>				
Mr. LI Ming ( <i>Chairman of the Board and CEO</i> )		C		C
Mr. WANG Honghui				M
Mr. CUI Hongjie				M
Ms. CHAI Juan			M	
<b>Non-executive Directors</b>				
Mr. ZHANG Zhongdang				M
Mr. YU Zhiqiang	M			
Ms. SUN Jianxin	M			
Ms. WANG Manling		M		M
<b>Independent Non-executive Directors</b>				
Mr. HAN Xiaojing		M	C	
Mr. LYU Hongbin	M		M	
Mr. LIU Jingwei	C			M
Mr. JIANG Qi		M	M	
Mr. CHEN Guogang	M	M		

Notes:

C Chairman of the relevant Board committees

M Member of the relevant Board committees

By order of the Board  
**Sino-Ocean Group Holding Limited**  
**SUM Pui Ying**  
*Company Secretary*

Hong Kong, 2 February 2025

*As at the date of this announcement, the Board comprises Mr. LI Ming, Mr. WANG Honghui, Mr. CUI Hongjie and Ms. CHAI Juan as executive Directors; Mr. ZHAO Peng, Mr. ZHANG Zhongdang, Mr. YU Zhiqiang and Mr. SUN Jinfeng as non-executive Directors; and Mr. HAN Xiaojing, Mr. LYU Hongbin, Mr. LIU Jingwei, Mr. JIANG Qi and Mr. CHEN Guogang as independent non-executive Directors.*

\* For identification purposes only.

Sino-Ocean Group Holding Limited

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

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