



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 May 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Sino-Ocean Group Holding Limited

Date Submitted: 03 June 2025

I. Movements in Authorised / Registered Share Capital Not applicable

Remarks:

Sino-Ocean Group Holding Limited (the "Company") does not have an authorised share capital and par value of shares in its share capital.

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	03377	Description	Shares			
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		10,109,312,874	0	10,109,312,874		
Increase / decrease (-)		392,221,879	0			
Balance at close of the month		10,501,534,753	0	10,501,534,753		

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares		Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)		Yes	
Stock code (if listed)		03377	Description	Shares				
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1). 2018 Share Option Scheme*	0		0	0	0	0	0	
General Meeting approval date (if applicable) 06 August 2018								

Increase in issued shares (excluding treasury shares): _____ 0 Ordinary shares (AA1)

Decrease in treasury shares: _____ 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD _____ 0

Remarks:

*761,528,565 shares is the total number of shares which the Company may issue under the 2018 Share Option Scheme as adopted by the Company on 6 August 2018 as approved by SEHK. The number of share options available for grant (and the number of shares issuable under the share options available for grant) under the 2018 Share Option Scheme was 17,400,000 at close of the month.

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes				
Stock code (if listed)	03377	Description							
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	
1). Class A zero-coupon mandatory convertible bonds due 2027 issued on 27 March 2025 ("Class A MCB")	USD	501,545,033	Converted	-70,344,557	431,200,476	354,899,635	0	2,175,475,949	
Type of the Convertibles	Bond/Notes								
Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price	HKD	1.55							
General Meeting approval date (if applicable)	18 November 2024								
2). Class B zero-coupon mandatory convertible bonds due 2027 issued on 27 March 2025 ("Class B MCB")	USD	812,563,168	Converted	-22,402,883	790,160,285	30,520,998	0	1,076,490,144	
Type of the Convertibles	Bond/Notes								
Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price	HKD	5.74							
General Meeting approval date (if applicable)	18 November 2024								
3). Class C zero-coupon mandatory convertible bonds due 2027 issued on 27 March 2025 ("Class C MCB")	USD	347,805,748	Converted	-13,143,752	334,661,996	5,955,047	0	151,625,539	
Type of the Convertibles	Bond/Notes								
Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price	HKD	17.26							
General Meeting approval date (if applicable)	18 November 2024								
4). Class D zero-coupon mandatory convertible bonds due 2027 issued on 27 March 2025 ("Class D MCB")	USD	358,603,209	Converted	-1,229,263	357,373,946	846,199	0	246,009,177	
Type of the Convertibles	Bond/Notes								

Stock code of the Convertibles (if listed on the Exchange) (Note 1)		
Subscription/Conversion price	HKD	11.36
General Meeting approval date (if applicable)	18 November 2024	

Increase in issued shares (excluding treasury shares):	392,221,879	Ordinary shares (CC1)
Decrease in treasury shares:	0	Ordinary shares (CC2)

Remarks:

References are made to the circular of Sino-Ocean Group Holding Limited (the "Company") dated 1 November 2024 (the "Circular") and the announcement of the Company dated 27 March 2025 (the "Announcement"). Unless otherwise specified, terms used below shall have the same meanings as defined in the Circular.

As set out in the Announcement, the conversion price for each series of the MCBs is as follows:

Class A MCB: 3.1 times of 90-Trading Day-VWAP (subject to a minimum MCB Conversion Price of HK\$1.55 per Share, subject to adjustments)

Class B MCB: 11.5 times of 90-Trading Day-VWAP (subject to a minimum MCB Conversion Price of HK\$5.74 per Share, subject to adjustments)

Class C MCB: 34.5 times of 90-Trading Day-VWAP (subject to a minimum MCB Conversion Price of HK\$17.26 per Share, subject to adjustments)

Class D MCB: 22.7 times of 90-Trading Day-VWAP (subject to a minimum MCB Conversion Price of HK\$11.36 per Share, subject to adjustments)

Details of the conversion events and the calculation of the 90-Trading Day-VWAP for each of the conversion events are set out in the Circular.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	392,221,879	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 5);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: SUM Pui Ying

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.