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中國海外宏洋集團有限公司
CHINA OVERSEAS GRAND OCEANS GROUP LTD.

(incorporated in Hong Kong with limited liability)
(Stock Code: 81)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS WITH CHINA OVERSEAS GROUP TRADE MARK LIMITED IN RELATION TO THE TRADEMARK LICENCE AGREEMENT

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcement of the Company dated 30 March 2023 in relation to, among other things, the Existing Trademark Licence Agreement entered into between the Company and COGTM (a wholly-owned subsidiary of COLI and the Trademark owner), pursuant to which COGTM granted the Company a licence to use the Trademark in the PRC for a term of three years from 1 April 2023 to 31 March 2026 (both dates inclusive).

The Existing Trademark Licence Agreement will expire on 31 March 2026, and the Group expects to continue using the Trademark in the PRC for the purpose of or in connection with the marketing and sale of real estate developments. As such, on 30 March 2026, the Company and COGTM entered into the Renewal Trademark Licence Agreement, pursuant to which COGTM grants the Company, its subsidiaries, and the Member Companies a licence to continue to use the Trademark in the PRC.

LISTING RULES IMPLICATIONS

As at the date of this announcement, COLI, the holding company of COGTM, holds approximately 39.63% of the issued share capital of the Company. Therefore, COGTM is a connected person of the Company under Chapter 14A of the Listing Rules, and the entering into of the Renewal Trademark Licence Agreement constitutes continuing connected transactions of the Company.

Since one or more of the applicable percentage ratios calculated for the Company in respect of the Cap is more than 0.1% but all are less than 5%, the transactions contemplated under the Renewal Trademark Licence Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

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RENEWAL TRADEMARK LICENCE AGREEMENT

Set out below are the principal terms of the Renewal Trademark Licence Agreement.

Date

30 March 2026

Parties

1. The Company as licensee; and

2. COGTM as licensor.

Term

The Renewal Trademark Licence Agreement has a term of three years, commencing from 1 April 2026 to 31 March 2029 (both dates inclusive). It will be terminated automatically when COLI's equity interest in the Company falls below 30%, or upon expiry, whichever is earlier.

Subject Matter

1. Use of the Trademark and territory:

   COGTM grants a non-exclusive right to the Company, its subsidiaries, and the Member Companies to use the Trademark in PRC for the purpose of or in connection with the marketing and sale of real estate developments.

2. Royalty payable:

   Under the Renewal Trademark Licence Agreement and subject to the Caps, the Company agrees to pay COGTM (or such person as designated by COGTM) in cash 1% of its audited annual consolidated turnover for each financial year ending on 31 December 2026, 2027, and 2028, respectively, as royalty.

   The royalty payments are to be made in arrears on or before 31 March of each succeeding year until the expiry or early termination (in which case such royalty payment shall be pro-rated accordingly) of the Renewal Trademark Licence Agreement.

3. Other principal terms:

   If necessary, the Company's subsidiaries and the Member Companies may enter into separate trademark licence agreements with COGTM on the same terms and conditions as set out above and subject to the Caps, and pay 1% of their audited annual consolidated turnover for each financial year ending on 31 December 2026, 2027, and 2028, respectively, as royalty. For the avoidance of doubt, the Company shall not be liable to pay COGTM (or any person designated by COGTM) in accordance with the Renewal Trademark Licence Agreement for any royalty already paid by its subsidiaries and/or the Member Companies under their respective separate trademark licence agreements and vice versa.

Caps

The total royalty payable under the Renewal Trademark Licence Agreement by the Company, its subsidiaries, and the Member Companies for each of the 12-month periods between 1 April 2026 and 31 March 2029 shall not exceed HK$200 million.

Basis of Calculation of the Caps

The Caps were arrived at after arm's length negotiations between the Company and COGTM with reference to the following factors:

1. the historical amounts of the royalty paid or payable under the Existing Trademark Licence Agreement, which were as follows:

   (i) for the period from 1 April 2023 to 31 March 2024: HK$200 million;
   (ii) for the period from 1 April 2024 to 31 March 2025: HK$200 million; and
   (iii) for the period from 1 April 2025 to 31 March 2026: HK$200 million;

2. the royalty charged by other independent licensors for comparable trademarks;

3. prevailing market conditions of the PRC property market;

4. contribution of the Trademark to the Company's business (as explained further hereinbelow under the paragraph headed "Reasons for and benefits of entering into the Renewal Trademark Licence Agreement"); and

5. the Company's historical and estimated turnover.

Shareholders should note that the Caps represent the best estimates by the Directors of the amount of the relevant transactions based on the information currently available. The Caps bear no direct relationship to, nor should be taken to have any direct bearing on, the Group's financial or potential financial performance.

REASONS FOR AND BENEFITS OF ENTERING INTO THE RENEWAL TRADEMARK LICENCE AGREEMENT

The Trademark, which has been registered as a well-known trademark in the PRC, is a sought-after famous brand in the PRC's property market. The use of a well-known trademark (such as the Trademark) in the selling, marketing, and promotion of the relevant real estate development projects in the PRC will increase sales volume and enable more competitive pricing, thereby enhancing the value of such real estate development projects. Beyond immediate turnover uplift, the licence provides powerful marketing leverage through access to COLI's existing customer database, while eliminating the enormous time and cost of building comparable brand equity internally. Ultimately, the arrangement strengthens competitive differentiation in a crowded real-estate market, improves long-term asset appreciation, and delivers measurable returns through higher capital values and sustained rental yields. Therefore, the Board believes that it is in the best interests of the Company to enter into the Renewal Trademark Licence Agreement. Furthermore, it is in line with the Group's principal activities of property development and commercial property operations and will ensure continuous business growth and contribute to the Group's turnover and profits.

The Directors (including the independent non-executive Directors) are of the view that the transactions contemplated under the Renewal Trademark Licence Agreement are expected to be entered into in the ordinary and usual course of business of the Group, and the Renewal Trademark Licence Agreement (together with the Caps) has been entered into on normal commercial terms, after arm's length negotiations between the parties, and the terms of the Renewal Trademark Licence Agreement (together with the Caps) and the transactions contemplated thereunder are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES

The Group has adopted the following measures to ensure that the transactions contemplated under the Renewal Trademark Licence Agreement will be conducted on normal commercial terms and not prejudicial to the interests of the Company and the Shareholders:

1. the finance and treasury department of the Group will calculate, monitor and record the actual royalty payments under the Renewal Trademark Licence Agreement to ensure the Caps will not be exceeded;

2. the finance and treasury department of the Group will monitor the implementation of the Renewal Trademark Licence Agreement on a regular basis and ensure that the transactions contemplated thereunder will be conducted under the terms of the Renewal Trademark Licence Agreement;

3. the intendance and audit department of the Group will continue to review on a regular basis the implementation and the effectiveness of the internal control system of the Group;

4. the Company will appoint an external auditor pursuant to the Listing Rules to conduct annual review of the transactions contemplated under the Renewal Trademark Licence Agreement (together with the Caps); and

5. the independent non-executive Directors will review the report of the continuing connected transactions of the Group (including the transactions contemplated under the Renewal Trademark Licence Agreement) annually to ensure that they have been entered into in the ordinary and usual course of business of the Group and on normal commercial terms after arm's length negotiations, and have been carried out pursuant to the terms of such transactions, and that such terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, COLI, the holding company of COGTM, holds approximately 39.63% of the issued share capital of the Company. Therefore, COGTM is a connected person of the Company and the entering into of the Renewal Trademark Licence Agreement constitutes continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios calculated for the Company in respect of the Cap is more than 0.1% but all are less than 5%, the transactions contemplated under the Renewal Trademark Licence Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

None of the Directors is regarded as having a material interest in the Renewal Trademark Licence Agreement (together with the Caps) and the transactions contemplated thereunder. However, Mr. Zhuang Yong, being the Chairman and Executive Director of the Company, vice chairman and non-executive director of COLI and director of COHL, and Ms. Liu Ping, being the Non-executive Director of the Company and the deputy finance director and general manager of the finance and treasury department of COLI, have voluntarily abstained from voting on the Board resolutions of the Company approving the Renewal Trademark Licence Agreement (together with the Caps) and the transactions contemplated thereunder. Save for Mr. Zhuang Yong and Ms. Liu Ping, none of the other Directors have abstained from voting on the Board resolutions approving the Renewal Trademark Licence Agreement (together with the Caps) and the transactions contemplated thereunder.

INFORMATION ON THE PARTIES

The Group is principally engaged in property development and commercial property operations.

COGTM is principally engaged in owning trademarks of the COLI Group. The COLI Group is principally engaged in property development, commercial property operations, and other businesses.

CSCEC (a state-owned corporation in the PRC) is the ultimate holding company of CSCECL, COHL, and COLI. The CSCECL Group is principally engaged in housing construction, infrastructure and investment, real estate investment and development, and investigation and design.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

"Board"	the board of Directors;
"Cap(s)"	the maximum total royalty payable for each of the 12-month periods under the Renewal Trademark Licence Agreement;
"COGTM"	China Overseas Group Trade Mark Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of COLI;
"COHL"	China Overseas Holdings Limited, a company incorporated in Hong Kong with limited liability and the holding company of COLI;
"COLI"	China Overseas Land & Investment Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 688). COLI holds approximately 39.63% of the issued share capital of the Company as at the date of this announcement;

"COLI Group"	COLI and its subsidiaries from time to time;
"Company"	China Overseas Grand Oceans Group Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 81);
"connected person(s)", "continuing connected transactions", "holding company", "percentage ratios" and "subsidiary(ies)"	each has the meaning ascribed to it under the Listing Rules;
"CSCEC"	中國建築集團有限公司 (China State Construction Engineering Corporation), a state-owned corporation organised and existing under the laws of the PRC, and the ultimate holding company of CSCECL, COHL, and COLI;
"CSCECL"	中國建築股份有限公司 (China State Construction Engineering Corporation Limited), a joint stock company incorporated in the PRC whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601668), and an intermediate holding company of COHL and COLI;
"CSCECL Group"	CSCECL and its subsidiaries (for the purpose of this announcement, excluding COHL, COLI, China State Construction International Holdings Limited, China Overseas Property Holdings Limited, and their respective subsidiaries) from time to time;
"Director(s)"	the director(s) of the Company;
"Existing Trademark Licence Agreement"	the trademark licence agreement dated 30 March 2023 entered into between the Company and COGTM in relation to the grant of non-exclusive rights by COGTM to the Company, its subsidiaries, and the Member Companies to use the Trademark in the PRC;
"Group"	the Company and its subsidiaries from time to time;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange;

"Member Companies"	the companies or enterprises which are not classified as subsidiaries of the Company according to the Companies Ordinance (Cap. 622 of the laws of Hong Kong);
"PRC"	the People's Republic of China, but for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region, and Taiwan of the People's Republic of China;
"Renewal Trademark Licence Agreement"	the trademark licence agreement dated 30 March 2026 entered into between the Company and COGTM in relation to the grant of non-exclusive rights by COGTM to the Company, its subsidiaries, and the Member Companies to use the Trademark in the PRC;
"Shareholder(s)"	the shareholder(s) of the Company from time to time;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Trademark"	the well-known trademark「中海地产」(trademark no. 1948142), which is registered in the PRC and owned by COGTM; and
"%"	per cent.

By Order of the Board
China Overseas Grand Oceans Group Limited
Zhuang Yong
Chairman and Executive Director

Hong Kong, 30 March 2026

As at the date of this announcement, the Board comprises eight Directors, of which three are executive Directors, namely Mr. Zhuang Yong, Mr. Yang Lin and Mr. Zhou Hancheng; two are non-executive Directors, namely Mr. Billy Yung Kwok Kee and Ms. Liu Ping; and three are independent non-executive Directors, namely Dr. Timpson Chung Shui Ming, Mr. Jeffrey Lam Kin Fung and Mr. Andrew Fan Chun Wah.