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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ContiOcean Environment Tech Group Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

ContiOcean

上海匯舸環保科技集團股份有限公司

CONTIOCEAN ENVIRONMENT TECH GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2613)

(1) 2025 ANNUAL REPORT
(2) 2025 ANNUAL FINANCIAL REPORT
(3) RE-APPOINTMENT OF AUDITORS
(4) 2025 REPORT OF THE BOARD
(5) 2025 REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
(6) GRANT OF THE GENERAL MANDATE TO ISSUE H SHARES
(7) GRANT OF THE GENERAL MANDATE TO REPURCHASE H SHARES
(8) EXTENSION OF THE ISSUE MANDATE
(9) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(10) NOTICE OF 2025 ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed ''DEFINITIONS'' of this circular.

The Company will convene and hold the AGM at Unit 3002, 30/F, South Tower, Shanghai International Fortune Center, No. 36 Xin Jin Qiao Road, Pudong New District, Shanghai, the PRC on Friday, 22 May 2026 at 10:00 a.m., the notice of which is set out on pages 17 to 18 of this circular. The form of proxy for use at the AGM is enclosed herein, which was also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.contioceangroup.com).

If you intend to attend the AGM by proxy, you are required to duly complete the accompanying form of proxy according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be) (which is 10:00 a.m. on 21 May 2026 (or other date in the event of any adjournment thereof)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

22 April 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

"AGM"	the annual general meeting of the Company to be held on 22 May 2026
"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board"	the board of Directors
"Company"	ContiOcean Environment Tech Group Co., Ltd. (stock code: 2613), a joint stock company incorporated in the PRC with limited liability whose H Shares are listed on the Main Board of the Stock Exchange
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, other than the H Shares
"Domestic Shareholder(s)"	the holder(s) of the Domestic Shares
"Group"	the Company and its subsidiaries
"H Share(s)"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are listed on the Stock Exchange
"H Shareholder(s)"	the holder(s) of the H Shares
"H Share Restricted Share Scheme"	the 2025 H Share Restricted Share Scheme adopted by the Company on 1 August 2025
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general mandate proposed to be granted to the Board to issue additional H Shares as further detailed in the paragraph headed "(6) Grant of the Issue Mandate" in the "Letter from the Board" of this circular
"Latest Practicable Date"	15 April 2026, being the latest practicable date for ascertaining certain information prior to the printing of this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
"PRC"	People's Republic of China (which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan)
"Proposed Amendments"	the proposed amendments to the Articles of Association, as further described in the announcement of the Company dated 22 April 2026
"Repurchase Mandate"	the general mandate proposed to be granted to the Board to repurchase H Shares of the Company as further detailed in the paragraph headed "(7) Grant of the Repurchase Mandate" in the "Letter from the Board" of this circular
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented, or otherwise modified from time to time
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"Year"	the year ended 31 December 2025
"%"	per cent.



上海匯舸環保科技集團股份有限公司
CONTIOCEAN ENVIRONMENT TECH GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2613)

Executive Directors:
Mr. Zhou Yang
Mr. Zhao Mingzhu
Mr. Chen Zhiyuan
Mr. Shu Wa Tung, Laurence
Mr. Chen Rui

Independent Non-executive Directors:
Mr. Zhu Rongyuan
Dr. Guan Yanmin
Ms. Ng Sin Kiu

Registered Office:
Room 1101, No. 2 Maji Road
China (Shanghai) Pilot Free Trade Zone
Shanghai, the PRC

Head Office and Principal Place of Business in the PRC:
Unit 3002, 30/F,
South Tower,
Shanghai International Fortune Center,
No. 36 Xin Jin Qiao Road,
Pudong New District,
Shanghai, the PRC

Principal Place of Business in Hong Kong:
2506, Landmark South
39 Yip Kan Street
Wong Chuk Hang
Hong Kong

22 April 2026

To the Shareholders

Dear Sir or Madam,

(1) 2025 ANNUAL REPORT
(2) 2025 ANNUAL FINANCIAL REPORT
(3) RE-APPOINTMENT OF AUDITORS
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(6) GRANT OF THE GENERAL MANDATE TO ISSUE H SHARES
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(8) EXTENSION OF THE ISSUE MANDATE
(9) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(10) NOTICE OF 2025 ANNUAL GENERAL MEETING

I. INTRODUCTION

The AGM will be convened and held at Unit 3002, 30/F, South Tower, Shanghai International Fortune Center, No. 36 Xin Jin Qiao Road, Pudong New District, Shanghai, the PRC on Friday, 22 May 2026 at 10:00 a.m. (Hong Kong time), the notice of which is set out on pages 17 to 18 of this circular.

The purpose of this circular is to provide you with the information reasonably necessary of relevant resolutions to be considered at the AGM, so as to enable you to make an informed decision on whether to vote for or against such resolutions.

II. MATTERS TO BE RESOLVED AT THE AGM

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval include:

(1) the annual report of the Company for the Year (the "**2025 Annual Report**");

(2) the annual financial report of the Company for the Year (the "**2025 Annual Financial Report**");

(3) the re-appointment of auditors;

(4) the report of the Board for the Year (the "**2025 Report of the Board**");

(5) the report of the independent non-executive Directors for the Year (the "**2025 Report of the independent non-executive Directors**");

(6) the grant of the Issue Mandate;

(7) the grant of the Repurchase Mandate;

(8) the extension of the Issue Mandate; and

(9) the amendments to the Articles of Association.

Details of the matters to be resolved at the AGM are set out in the notice of the AGM on pages 17 to 18 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the AGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

Ordinary Resolutions

(1) 2025 Annual Report

The 2025 Annual Report as published on the websites of the Stock Exchange and the Company were considered and approved by the Board on 31 March 2026, and is hereby proposed at the AGM as an ordinary resolution for consideration and approval.

(2) 2025 Annual Financial Report

The 2025 Annual Financial Report was considered and approved by the Board on 31 March 2026, and is hereby proposed at the AGM as an ordinary resolution for consideration and approval. The Company has prepared the consolidated statement of financial position as at 31 December 2025, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended 31 December 2025 in accordance with the International Financial Reporting Standards. The abovementioned financial statements have been audited by Fan, Chan & Co. Limited and the standard unqualified audit report has been issued.

(3) Re-appointment of auditors

The Board considered and resolved, on 31 March 2026, to propose an ordinary resolution at the AGM to consider and approve the re-appointment of Fan, Chan & Co. Limited as the auditors of the Company for 2026 and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the general manager of the Company to determine the specific matters, including but not limited to fixing its remuneration, in relation to such appointment.

(4) 2025 Report of the Board

The 2025 Report of the Board, the full text of which is set out in the 2025 Annual Report, was considered and approved by the Board on 31 March 2026, and is hereby proposed at the AGM as an ordinary resolution for consideration and approval.

(5) 2025 Report of the independent non-executive Directors

The 2025 Report of the independent non-executive Directors, the full text of which is set out in the 2025 Annual Report, was considered and approved by the Board on 31 March 2026, and is hereby proposed at the AGM as an ordinary resolution for consideration and approval.

Special Resolutions

(6) Grant of the Issue Mandate

In order to meet capital requirements of the Company for its continuous business development, to utilise financing platforms effectively and flexibly and to take advantage of capital market windows in a timely manner, in accordance with the applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association, the Board considered and resolved, on 31 March 2026, to propose a special resolution at the AGM to grant the Issue Mandate as detailed below to the Board to allot, issue or deal with additional H Shares and/or sell or transfer treasury shares of the Company during the Relevant Period (as defined below) not exceeding 20% of the total number of issued H Shares (excluding treasury shares) of the Company as at the date of passing such resolution at the AGM.

(a) Subject to sub-paragraphs (i) to (iii) below, the Board be and is hereby granted an unconditional general mandate to separately or concurrently allot, issue or deal with H Shares, and/or to sell or transfer any treasury shares of the Company, and to make or grant offers, agreements or options (including bonds, warrants and securities or debentures convertible into shares), and rights to exchange or convert into shares in respect thereof:

(i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options (including bonds, warrants and securities or debentures convertible into shares), and rights to exchange or convert into shares which might require the exercise of such powers after the end of the Relevant Period;

(ii) the aggregate number of H Shares to be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise, and including sale and transfer of treasury shares) by the Board shall not exceed 20% of the aggregate number of the existing issued H Shares (excluding any treasury shares) as at the date on which this resolution is passed; and

(iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Listing Rules and the requirements of the relevant PRC regulatory authorities;

(b) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of passing this resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

(ii) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting;

(c) contingent on the Board's resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds, and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and the new share capital structure of the Company.

Subject to the passing of the resolution in relation to the grant of the Issue Mandate and on the basis that no further Shares will be issued or repurchased or canceled and the Company does not have any treasury shares on or before the date of the AGM, the Company will be allowed under the Issue Mandate to allot and issue additional H Shares and/or sell or transfer treasury shares of the Company, up to a maximum of 2,000,000 H Shares.

(7) Grant of the Repurchase Mandate

The Board considered and resolved, on 31 March 2026, to propose a special resolution as detailed below at the AGM to consider and approve the granting of the Repurchase Mandate to the Board to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding treasury shares) as at the date of the passing of the resolution proposed at the AGM, and to authorise the Board to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the Repurchase Mandate:

(1) Repurchase plan

a. Method of repurchase: repurchase on the Stock Exchange pursuant to the Listing Rules, the Takeovers Code and other applicable laws and regulations.

b. Quantity of repurchase: no more than 10% of the total number of H Shares of the Company in issue and listed on the Stock Exchange (excluding treasury shares) as at the date of passing this resolution at the AGM.

c. Price of repurchase: the repurchase will be implemented by batches, and the repurchase price shall not be higher by 5% than the average closing market price for the 5 trading days prior to the actual repurchase date. When implementing repurchase, the specific repurchase price shall be determined within the scope in accordance with the actual situation of the market and the Company.

(2) Scope of the Repurchase Mandate

The Board proposes to the AGM for the granting of a general and unconditional mandate to the Board to decide on and deal with the repurchase of H Shares within the scope and validity of the general mandate, including but not limited to:

a. formulating and implementing specific repurchase plan, including but not limited to determining the repurchase timing, repurchase period, repurchase price and repurchase quantity;

b. notifying creditors and making announcement(s) in accordance with the requirements of any applicable laws and regulations and the Articles of Association;

c. opening overseas stock accounts, capital accounts and handling corresponding procedures of change in foreign exchange registration;

d. performing relevant approval or filing procedures (if any) in accordance with applicable laws, regulations and regulatory provisions;

e. if applicable, handling the cancellation of repurchased H Shares, reducing the registered capital of the Company, revising the total amount of share capital, share capital structure and other relevant contents in relation to the Articles of Association and handling the procedures for modification registration and filing;

f. signing and handling all other documents and matters in relation to the repurchase of H Shares; and

g. agreeing that the Board authorises the Chairman of the Board and his authorised persons to handle the above specific matters within the scope of the above authorisation.

(3) Period of the Repurchase Mandate

a. The Repurchase Mandate shall be valid for the period from the date on which such resolution is passed at the AGM to the earlier of the following dates: (1) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (2) the date on which the authority contained in the resolution was revoked or varied by the Shareholders at a general meeting.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

(8) Extension of Issue Mandate

Subject to the passing of the special resolutions to grant the Issue Mandate and the Repurchase Mandate, the Board considered and resolved, on 31 March 2026, to propose a special resolution at the AGM to extend the Issue Mandate by the addition to the aggregate number of H Shares which Board is authorised to issue, allot (or conditionally or unconditionally agree to issue or allot), or otherwise deal with pursuant to such general mandate of an amount representing the aggregate number of the H Shares repurchased by the Company pursuant to the Repurchase Mandate, provided that such number of H Shares shall not exceed 10% of the aggregate number of the issued H Shares listed on the Stock Exchange (excluding any treasury shares) as at the date of passing the special resolution for extension of the Issue Mandate.

(9) Amendments to the Articles of Association

Reference is made to the announcement of the Company dated 22 April 2026 in relation to the Proposed Amendments proposed by the Board.

Details of the Proposed Amendments are set out in Appendix II to this circular. Save for the Proposed Amendments, the other provisions of the Articles of Association remain unchanged. The Proposed Amendments was considered and approved by the Board on 31 March 2026, and is hereby proposed at the AGM as a special resolution for consideration and approval. The Proposed Amendments shall come into effect upon the approval of the Shareholders at the AGM. The Board also proposes to authorise any Directors to handle the registration of the amendments to the Articles of Association and other related matters.

In order to comply with the Listing Rules and to streamline the administrative management of the Company in respect of, among others, the number of members of the Board and the appointment of the financial officer, the Company proposes to make appropriate amendments to the Articles of Association. The legal advisers to the Company as to Hong Kong laws and PRC laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not contravene the PRC laws. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Articles of Association is written in Chinese and there is no official English translation in respect thereof. The English translation is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

III. THE AGM

The notice convening the AGM at Unit 3002, 30/F, South Tower, Shanghai International Fortune Center, No. 36 Xin Jin Qiao Road, Pudong New District, Shanghai, the PRC on 22 May 2026 at 10:00 a.m. is set out on pages 17 to 18 in this circular. For the purpose of determining the H Shareholders entitled to attend and vote at the AGM, the register of members of H Shares will be closed from 19 May 2026 to 22 May 2026 (both days inclusive). H Shareholders and Domestic Shareholders whose names appear on the register of members of the Company on 22 May 2026 are entitled to attend and vote at the AGM. In order to qualify for the entitlement to attend and vote at the AGM, H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 18 May 2026.

Voting on the relevant resolutions at the AGM will be conducted by poll. As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, save for Ocean Yields Enterprises Limited as the company wholly-owned by the trustee holding 910,000 unvested H Shares under the H Share Restricted Share Scheme, which is required to abstain from voting on matters that require Shareholders' approval under Rule 17.05A of the Listing Rules, no Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM.

The form of proxy for use at the AGM is enclosed in this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.contioceangroup.com).

If you intend to attend the AGM by proxy, you are required to return the duly completed accompanying form of proxy according to the instructions printed thereon. Shareholders who intend to attend the AGM by proxy are required to duly complete the form of proxy and return the same to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company's office at Unit 3002, 30/F, South Tower, Shanghai International Fortune Center, No. 36 Xin Jin Qiao Road, Pudong New District, Shanghai, the PRC (for holders of Domestic Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. 21 May 2026 at 10:00 a.m.), or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

IV. RECOMMENDATIONS

The Directors are of the opinion that, all the resolutions as set out in the notice of the AGM for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

VI. MISCELLANEOUS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement herein misleading.

This circular is prepared in both English and Chinese. Unless otherwise provided herein, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
ContiOcean Environment Tech Group Co., Ltd.
Zhou Yang
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM and in relation to the granting of the Repurchase Mandate.

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1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 10,000,000 H Shares with a nominal value of RMB1.00 each in issue.

Subject to the passing of the special resolution at the AGM granting the proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 1,000,000 H Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date upon which such authority is revoked or varied by a resolution of the Shareholders in a general meeting.

2. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to seek a mandate from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE OF H SHARES

The Company may only apply funds legally available for Share repurchase in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the requirements of the PRC applicable laws or administrative regulations, the Company is entitled by its Articles of Association to repurchase its H Shares. The Company may not repurchase H Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2025, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the

Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and the best interests of the Company.

4. STATUS OF REPURCHASED H SHARES

The Company may cancel any Shares it repurchased and/or hold them as treasury shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

5. MARKET PRICES OF H SHARES

During the pervious twelve months and up to the Latest Practicable Date, the highest and lowest prices per H Share at which H Shares have traded on the Stock Exchange were as follows:

Month	**Highest** *HKD*	**Lowest** *HKD*
2025		
April	29.85	27.30
May	28.55	26.00
June	28.30	23.75
July	29.50	22.95
August	29.80	26.80
September	29.06	27.00
October	28.80	26.96
November	28.66	27.00
December	38.04	27.60
2026		
January	32.60	28.40
February	31.80	29.80
March	32.82	29.00
April *(up to the Latest Practicable Date)*	31.86	31.74

6. GENERAL INFORMATION

The Directors will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

To the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors or any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders. The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan (each of whom is an executive Director) are parties acting in concert (the "**Concert Group**"). Please see "Relationship with Our Controlling Shareholders — Controlling Shareholders — The Concert Party Agreement" in the prospectus of the Company dated 31 December 2024 for further details.

As at the Latest Practicable Date, each of Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan held 9,787,500 Domestic Shares, 8,156,250 Domestic Shares and 8,156,250 Domestic Shares, representing approximately 24.47%, 20.39% and 20.39% of the total issued shares of the Company, respectively. In addition, for the purpose of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), each of them is deemed to be interested in the 2,400,000 Domestic Shares (representing 6% of the total issued shares of the Company) held by ContiOcean Corporate Development LLP, whose general partner is ContiOcean (Nantong) Environment Industrial Holdings Co., Ltd., a company owned by Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan. Taking into account the above, as at the Latest Practicable Date, the Concert Group controlled an aggregate of 28,500,000 Domestic Shares, representing approximately 71.25% of the total issued shares of the Company. In the event that the Directors exercise in full the power to repurchase H Shares under the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date, the collective shareholding of the aforementioned Shareholders would be increased to approximately 73.08% of the total issued shares of the Company.

Based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to repurchase H Shares under the Repurchase Mandate.

As at the Latest Practicable Date, the Company's public float is approximately 22.73%, which is below the prescribed minimum threshold of 25% under Rule 19A.28B(1)(a) of the Listing Rules. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation on the above Shareholders or any Shareholder or group of Shareholders to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

The trustee of the H Share Restricted Share Scheme acquired a total of 910,000 H Shares on the Stock Exchange pursuant to the terms of the trust deed in respect of the H Share Restricted Share Scheme with details as follows:

Date of acquisition	Number of H Shares acquired	Price per H Share		Total consideration
		Highest	Lowest	
		HK$	*HK$*	*HK$*
16 December 2025	80,000	32.58	30.58	2,606,114.22
17 December 2025	150,000	31.50	31.50	4,731,742.58
18 December 2025	190,000	31.78	31.78	6,046,817.31
19 December 2025	70,000	30.48	30.48	2,136,645.05
15 January 2026	200,000	31.68	31.22	6,292,403.02
16 January 2026	220,000	32.60	32.48	7,174,364.09

Save as disclosed, during the previous six months preceding and up to the Latest Practicable Date, the Company had not repurchased any of its H Shares (whether on the Stock Exchange or otherwise).

Articles of Association before and after amendments

Before amendments	After amendments
Article 45 The shareholders' meeting is the power of authority of the Company, comprising all shareholders, and shall exercise the following functions and powers in accordance with the laws: …… Transactions in which the Company unilaterally obtains benefits, including receipt of cash assets as gifts, debt relief, guarantees and subsidies, may be exempted from the shareholders' meeting agenda as stipulated in the first paragraph in this Article. Transactions between the Company and its controlled subsidiaries under the scope of its consolidated statements or among the above controlled subsidiaries are exempted from the shareholders' meeting agenda as set in the first paragraph in this Article, unless otherwise stipulated or damaging the legitimate interests of shareholders.	**Article 45** The shareholders' meeting is the power of authority of the Company, comprising all shareholders, and shall exercise the following functions and powers in accordance with the laws: …… ~~Transactions in which the Company unilaterally obtains benefits, including receipt of cash assets as gifts, debt relief, guarantees and subsidies, may be exempted from the shareholders' meeting agenda as stipulated in the first paragraph in this Article. Transactions between the Company and its controlled subsidiaries under the scope of its consolidated statements or among the above controlled subsidiaries are exempted from the shareholders' meeting agenda as set in the first paragraph in this Article, unless otherwise stipulated or damaging the legitimate interests of shareholders.~~
Article 118 The board of directors shall comprise eight directors. The board of directors shall have one chairman. Members of the Company's board of directors include three independent non-executive directors.	**Article 118** The board of directors shall comprise **5–15** directors. The board of directors shall have one chairman. **The number of independent non-executive directors among the members of the board of directors of the Company shall not be less than 3 and shall represent at least one-third.**
Article 120 The Company's board of directors has established four special committees, namely the Audit Committee……(3) The appointment or dismissal of the financial officer of listed companies; (4) Changes in accounting policies or accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards; (5) Laws, administrative regulations, the requirements of CSRC, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and other matters stipulated in these Articles of Association. ……	**Article 120** The Company's board of directors has established four special committees, namely the Audit Committee……~~(3) The appointment or dismissal of the financial officer of listed companies;~~ **(3)** Changes in accounting policies or accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards; **(4)** Laws, administrative regulations, the requirements of CSRC, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and other matters stipulated in these Articles of Association. ……



上海匯舸環保科技集團股份有限公司
CONTIOCEAN ENVIRONMENT TECH GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2613)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of ContiOcean Environment Tech Group Co., Ltd. (the "**Company**") will be held at Unit 3002, 30/F, South Tower, Shanghai International Fortune Center, No. 36 Xin Jin Qiao Road, Pudong New District, Shanghai, the PRC on Friday, 22 May 2026 at 10:00 a.m. for the purpose of considering and, if though fit, passing the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 22 April 2026.

Ordinary resolutions

1. To consider and approve the resolution on the 2025 Annual Report.

2. To consider and approve the resolution on the 2025 Annual Financial Report.

3. To consider and approve the re-appointment of Fan, Chan & Co. Limited as the auditors of the Company for 2026 with a term of one year, and to authorise the general manager of the Company to determine the specific matters, including but not limited to fixing its remuneration, in relation to such appointment.

4. To consider and approve the resolution on the 2025 Report of the Board.

5. To consider and approve the resolution on the 2025 Report of the independent non-executive Directors.

Special resolutions

6. To consider and approve the resolution to grant the general mandate to the Board to issue H Shares.

7. To consider and approve the resolution to grant the general mandate to the Board to repurchase H Shares.

8. Conditional upon the passing of the above resolutions numbered 6 and 7, to extend the general mandate granted by resolution numbered 6 by adding thereto the aggregate number of H Shares repurchased pursuant to the general mandate granted by resolution numbered 7.

9. To approve the amendments to the Articles of Association and to adopt the amended and restated Articles of Association, a copy of which has been produced to the AGM and initialed by the Chairman of the AGM for the purpose of identification.

By Order of the Board
ContiOcean Environment Tech Group Co., Ltd.
Zhou Yang
Chairman

Shanghai, PRC, 22 April 2026

Notes:

(i) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.

(ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.

(iii) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company's office at Unit 3002, 30/F, South Tower, Shanghai International Fortune Center, No. 36 Xin Jin Qiao Road, Pudong New District, Shanghai, the PRC (for holders of Domestic Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. 21 May 2026 at 10:00 a.m.), or any adjourned meeting thereof (as the case may be).

(iv) Completion and return of the form of proxy shall not preclude the Shareholders of the Company from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

(v) Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall alone be entitled to vote in respect thereof.

(vi) For the purpose of determining the H Shareholders of the Company entitled to attend and vote at the AGM, the register of members of H shares of the Company will be closed from 19 May 2026 to 22 May 2026 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be 22 May 2026. In order to qualify for the entitlement to attend and vote at the AGM, the H Shareholders of the Company must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 18 May 2026.

(vii) The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and food and accommodation expenses. Shareholders (or their proxies) attending the AGM shall procure their identity documents.

(ix) All times refer to Hong Kong local time, except as otherwise stated.