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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Overseas Grand Oceans Group Limited (the "**Company**") will be held at 7/F., Three Pacific Place, 1 Queen's Road East, Hong Kong, on Monday, 29 June 2026 at 10:00 a.m. for the following matters and purposes:

1. To receive and consider the audited financial statements, the directors' report and the independent auditor's report of the Company for the year ended 31 December 2025.

2. To consider and declare a final dividend of HK2.5 cents per ordinary share for the year ended 31 December 2025.

3. To elect/re-elect directors of the Company, in particular:

   (a) to re-elect Mr. ZHUANG Yong as director of the Company.

   (b) to re-elect Mr. YANG Lin as director of the Company.

   (c) to re-elect Dr. CHUNG Shui Ming, Timpson as director of the Company.

4. To authorise the board of directors to fix the directors' remuneration.

5. To appoint auditor for the ensuing year and to authorise the board of directors to fix its remuneration.

6. To consider and if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares in the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, to determine whether such shares of the Company bought back shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") or of any other stock exchange as amended from time to time and is hereby generally and unconditionally approved;

(b) the aggregate number of the shares in the Company which may be bought back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the number of shares of the Company in issue as at the date of the passing of this resolution (excluding any treasury shares and subject to adjustment according to paragraph (d) below), and the said approval shall be limited accordingly;

(c) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

(d) if, after the passing of this resolution, the Company alters its share capital by converting its shares into a larger or smaller number of shares, the number of shares subject to the limit set out in paragraph (b) above shall be adjusted by being multiplied by the following fraction:

A/B

Where:

A is the number of shares of the Company in issue immediately after such alteration;

B is the number of shares of the Company in issue immediately before the alteration.

Such adjustment shall take effect at the same time as the alteration takes effect."

7. To consider and if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT**:

(a) subject to paragraph (c) of this resolution and pursuant to Section 141 of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale and transfer of treasury shares) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares in the Company) which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares in the Company; or (iii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such schemes or similar arrangements of shares or rights to acquire shares of the Company; or (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company, shall not exceed 20% of the number of shares of the Company in issue as at the date of the passing of this resolution (excluding any treasury shares and subject to adjustment according to paragraph (e) below), and the said approval shall be limited accordingly;

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance to be held; or

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

"Rights Issue" means an offer of shares in the Company or issue of options, warrants or other securities giving the right to subscribe for shares in the Company, open for a period fixed by the board of directors of the Company to the holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares in the Company (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company; and

(e) if, after the passing of this resolution, the Company alters its share capital by converting its shares into a larger or smaller number of shares, the number of shares subject to the limits set out in paragraph (c) above shall be adjusted by being multiplied by the following fraction:

A/B

Where:

A is the number of shares of the Company in issue immediately after such alteration;

B is the number of shares of the Company in issue immediately before the alteration.

Such adjustment shall take effect at the same time as the alteration takes effect."

8. To consider and if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT** subject to the passing of ordinary resolutions nos. 6 and 7 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares in the Company pursuant to ordinary resolution no. 7 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the number of shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the number of shares in issue as at the date of the passing of this resolution (subject to adjustment according to paragraph (e) of ordinary resolution no. 7 set out in the notice convening this meeting)."

9. To consider and if thought fit, pass, with or without modifications, the following resolution as a special resolution:

SPECIAL RESOLUTION

"**THAT:**

(a) the new articles of association of the Company in the form of the document marked "A" and produced to this meeting and for the purpose of identification signed by the chairman of this meeting be approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and

(b) any director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing."

By Order of the Board
CHINA OVERSEAS GRAND OCEANS GROUP LIMITED
Zhuang Yong
Chairman and Executive Director

Hong Kong, 28 April 2026

Registered office:
Suites 701–702, 7/F.,
Three Pacific Place,
1 Queen's Road East,
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.

2. To be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 10:00 a.m. on Friday, 26 June 2026, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of such adjourned meeting.

3. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 23 June 2026. The register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of shares will be effected. The record date on which the shareholders who are entitled to attend and vote at the annual general meeting of the Company is Monday, 29 June 2026.

4. In order to determine the identity of the shareholders for the entitlement of the proposed final dividend of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 3 July 2026. The register of members of the Company will be closed on Monday, 6 July 2026 (the record date on which the shareholders who are entitled to the proposed final dividend of the Company), no transfer of shares will be effected on that day.

5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders of the Company at the meeting in respect of the resolutions set out in this notice will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. With regard to matters nos. 1, 2, 3, 4 and 5 set out in this notice, relevant ordinary resolutions will be moved for each of these matters at the meeting.

7. With regard to matter no. 3 regarding election/re-election of directors of the Company, separate ordinary resolutions will be moved at the meeting:

   (a) to re-elect Mr. ZHUANG Yong as director of the Company.

   (b) to re-elect Mr. YANG Lin as director of the Company.

   (c) to re-elect Dr. CHUNG Shui Ming, Timpson as director of the Company.

8. With regard to the resolutions for matters nos. 3, 6 to 9 set out in this notice, a circular giving details of the proposed re-election of directors of the Company, the proposed general mandates to buy back and issue shares and the proposed amendments to the articles of association of the Company incorporating this notice has been despatched today to the shareholders of the Company.

9. This notice will also be available for viewing on the designated website of Hong Kong Exchanges and Clearing Limited ("**HKEx**") at www.hkexnews.hk and on the website of the Company at www.cogogl.com.hk.

10. If a tropical cyclone warning signal no. 8 or above, a black rainstorm warning signal and/or extreme conditions are in force in Hong Kong at anytime from 7:00 a.m. to 10:00 a.m. on the date of the annual general meeting, the annual general meeting will not be held on that day but will be automatically postponed. The Company will publish an announcement on the respective websites of HKEx and the Company to notify members of the Company of the date, time and location of the rescheduled meeting.

11. As at the date of this notice, the board of directors of the Company comprises eight directors, of which three are executive directors, namely Mr. ZHUANG Yong, Mr. YANG Lin and Mr. ZHOU Hancheng; two non-executive directors, namely Mr. YUNG Kwok Kee, Billy and Ms. LIU Ping; and three independent non-executive directors, namely Dr. CHUNG Shui Ming, Timpson, Mr. LAM Kin Fung, Jeffrey, and Mr. FAN Chun Wah, Andrew.

12. **No distribution of gifts or cake coupons and no refreshments will be served at the annual general meeting.**

13. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.