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## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

This announcement is made by Sino-Ocean Group Holding Limited (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board of directors of the Company (the "**Board**") proposes certain amendments to the existing articles of association of the Company (the "**Proposed Amendments**") for the purpose of, inter alia, (i) aligning with the latest legal and regulatory requirements following the relevant amendments to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules in relation to the implementation of the treasury share regime, the expanded paperless listing regime, the electronic dissemination of corporate communications by means of website and the conduct of general meetings (including holding hybrid/virtual general meetings); and (ii) making other consequential and housekeeping changes. The Board further proposes that the Proposed Amendments be made by the adoption of a new set of articles of association of the Company (the "**New Articles of Association**") in substitution for, and to the exclusion of, the existing articles of association of the Company.

The Proposed Amendments and the adoption of the New Articles of Association are subject to the passing of a special resolution by shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 29 June 2026 (the "**AGM**"). A circular containing, inter alia, details of the Proposed Amendments and a notice convening the AGM will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Sino-Ocean Group Holding Limited**  
**CHAN Ka Man**  
Company Secretary

Hong Kong, 4 June 2026

*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. ZHANG Zhongdang, Mr. YU Zhiqiang, Ms. SUN Jianxin and Ms. WANG Manling 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.*