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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Sino-Ocean Group Holding Limited (the “**Company**”) will be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Monday, 29 June 2026 at 9:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the financial year ended 31 December 2025.
2. (A) (i) To re-elect Mr. ZHANG Zhongdang as a non-executive director of the Company;
(ii) To re-elect Mr. YU Zhiqiang as a non-executive director of the Company;
(iii) To re-elect Mr. HAN Xiaojing as an independent non-executive director of the Company;
(iv) To re-elect Mr. LIU Jingwei as an independent non-executive director of the Company;
(v) To re-elect Mr. JIANG Qi as an independent non-executive director of the Company; and
(B) To authorise the board of directors of the Company (the “**Directors**”) (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass (with or without modifications) the following ordinary resolution and special resolution:

ORDINARY RESOLUTION

4. "THAT

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, the articles of association of the Company (as amended and adopted from time to time) (the "**Articles of Association**") and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; or (c) the exercise of rights of subscription or conversion under the terms of any warrants, any convertible bonds or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the Articles of Association, shall not exceed 20% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

SPECIAL RESOLUTION

5. **“THAT:**

- (i) the proposed amendments to the existing articles of association of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix II to the circular of the Company dated 5 June 2026, be and are hereby approved;
- (ii) the new articles of association of the Company (a copy of which has been produced to the AGM and for the purpose of identification, marked “A” and initialed by the chairman of the AGM, the **“New Articles of Association”**), be and is hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and

- (iii) any Director or 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 he/she shall, in his/her absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the Proposed Amendments and the adoption of the New Articles of Association.”

By order of the Board
Sino-Ocean Group Holding Limited
LI Ming
Chairman

Hong Kong, 5 June 2026

Notes:

- (a) The register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 23 June 2026. The record date for determining the eligibility of the shareholders of the Company (except for the holders of treasury shares, if any) to attend and vote at the AGM will be Monday, 29 June 2026.
- (b) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form 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 the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the meeting, or any adjourned meeting.
- (c) In relation to the proposed ordinary resolution item 2(A) above, Mr. ZHANG Zhongdang, Mr. YU Zhiqiang, Mr. HAN Xiaojing, Mr. LIU Jingwei and Mr. JIANG Qi shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM. The re-election of these Directors will be individually voted on by the shareholders of the Company. Details of the retiring Directors to be re-elected were set out in Appendix I to the circular of the Company dated 5 June 2026.
- (d) As at the date of this notice, 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.