HKEX
香港交易所

Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 October 2026 Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Sino-Ocean Group Holding Limited

Date Submitted: 04 November 2026

I. Movements in Authorised / Registered Share Capital Not applicable

Remarks:

Sino-Ocean Group Holding Limited (the "Company") does not have an authorised share capital and par value of shares in its share capital.

II. Movements in Issued Shares and/or Treasury Shares and Public Float Sufficiency Confirmation

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	03377	Description	Shares			

	Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares
Balance at close of preceding month	12,668,617,223	0	12,668,617,223
Increase / decrease (-)	67,723,165		
Balance at close of the month	12,736,340,388	0	12,736,340,388

Public float sufficiency confirmation (Note 4)

Pursuant to Main Board Rule 13.32D(1) or 19A.28D(1) / GEM Rule 17.37D(1) or 25.21D(1), we hereby confirm that, in relation to the class of shares as set out above, as at the close of the month:
☑ the applicable public float requirement (see below) has been complied with
☐ the applicable public float requirement (see below) has not been complied with
The applicable minimum public float requirement for the class of shares as set out above pursuant to Main Board Rule 13.32B or 19A.28B / GEM Rule 17.37B or 25.21B (as the case may be) is:

Applicable public float threshold	Initial Prescribed Threshold - 25% of the total number of issued shares in the class to which the listed shares belong (excluding treasury shares)
Additional information	

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	03377	Description	Shares			

Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month	Number of share options outstanding at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1). 2018 Share Option Scheme*	0	0	0	0	0	0	0

General Meeting approval date (if applicable) 06 August 2018

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (AA1)

Decrease in treasury shares: 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD 0

Remarks:

*761,528,565 shares is the total number of shares which the Company may issue under the 2018 Share Option Scheme as adopted by the Company on 6 August 2018 as approved by SEHK. The number of share options available for grant (and the number of shares issuable under the share options available for grant) under the 2018 Share Option Scheme was 17,400,000 at close of the month.

(B). Warrants to Issue Shares of the Issuer	Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	03377	Description				

	Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	Class A zero-coupon mandatory convertible bonds due 2027 issued on 27 March 2025 ("Class A MCB")	USD	129,151,327	Converted	-5,810,803	123,340,524	29,316,438	0	622,272,837
	Type of the Convertibles	Bond/Notes							
	Stock code of the Convertibles (if listed on the Exchange) (Note 1)								
	Subscription/Conversion price	HKD 1.55							
	General Meeting approval date (if applicable)	18 November 2024							
2).	Class B zero-coupon mandatory convertible bonds due 2027 issued on 27 March 2025 ("Class B MCB")	USD	351,097,278	Converted	-18,023,979	333,073,299	24,555,308	0	453,768,849
	Type of the Convertibles	Bond/Notes							
	Stock code of the Convertibles (if listed on the Exchange) (Note 1)								
	Subscription/Conversion price	HKD 5.74							
	General Meeting approval date (if applicable)	18 November 2024							
3).	Class C zero-coupon mandatory convertible bonds due 2027 issued on 27 March 2025 ("Class C MCB")	USD	214,254,949	Converted	-18,555,339	195,699,610	8,406,877	0	88,665,756
	Type of the Convertibles	Bond/Notes							
	Stock code of the Convertibles (if listed on the Exchange) (Note 1)								
	Subscription/Conversion price	HKD 17.26							
	General Meeting approval date (if applicable)	18 November 2024							
4).	Class D zero-coupon mandatory convertible bonds due 2027 issued on 27 March 2025 ("Class D MCB")	USD	160,864,484	Converted	-7,909,218	152,955,266	5,444,542	0	105,291,389
	Type of the Convertibles	Bond/Notes							

Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price	HKD	11.36							
General Meeting approval date (if applicable)	18 November 2024								
5). Zero-coupon mandatory convertible bonds due 2027 issued on 18 December 2025 ("First Bilateral MCB")	USD	21,187,476		0		21,187,476	0	0	106,894,233
Type of the Convertibles	Bond/Notes								
Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price	HKD	1.55							
General Meeting approval date (if applicable)	18 November 2024								
6). Zero-coupon mandatory convertible bonds due 2027 issued on 23 March 2026 ("Second Bilateral MCB")	USD	16,622,239		0		16,622,239	0	0	83,861,876
Type of the Convertibles	Bond/Notes								
Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price	HKD	1.55							
General Meeting approval date (if applicable)	18 November 2024								

Increase in issued shares (excluding treasury shares): 67,723,165 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

Remarks:

References are made to the circular of Sino-Ocean Group Holding Limited (the "Company") dated 1 November 2024 (the "Circular") and the announcements of the Company dated 27 March 2025, 22 December 2025 and 25 March 2026 (the "Announcements"). Unless otherwise specified, terms used below shall have the same meanings as defined in the Circular.

As set out in the Announcements, the conversion price for each series of the mandatory convertible bonds is as follows:
Class A MCB: 3.1 times of 90-Trading Day-VWAP (subject to a minimum MCB Conversion Price of HK$1.55 per Share, subject to adjustments)
Class B MCB: 11.5 times of 90-Trading Day-VWAP (subject to a minimum MCB Conversion Price of HK$5.74 per Share, subject to adjustments)
Class C MCB: 34.5 times of 90-Trading Day-VWAP (subject to a minimum MCB Conversion Price of HK$17.26 per Share, subject to adjustments)
Class D MCB: 22.7 times of 90-Trading Day-VWAP (subject to a minimum MCB Conversion Price of HK$11.36 per Share, subject to adjustments)
First Bilateral MCB: HK$1.55 per Share, subject to adjustments
Second Bilateral MCB: HK$1.55 per Share, subject to adjustments

Details of the conversion events and the calculation of the 90-Trading Day-VWAP (if applicable) for each of the conversion events are set out in the Circular and the Announcements.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes) Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	67,723,165	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR)

Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:
(Note 5)

(i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical (Note 6);

(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;

(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Chan Ka Man

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.

2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".

   In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".

3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.

4. "Initial Prescribed Threshold", "Alternative Threshold" and "market value" have the meanings ascribed thereto under Main Board Rule 13.32A or 19A.28A / GEM Rule 17.37A or 25.21A. See also Main Board Rule 13.32D(4) or 19A.28D(4) / GEM Rule 17.37D(4) or 25.21D(4) on the basis of the public float disclosure.

5. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.

6. "Identical" means in this context:

   - the securities are of the same nominal value with the same amount called up or paid up;
   - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
   - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.