

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Sino-Ocean Group Holding Limited**, you should at once hand this circular to the purchaser or other transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**遠洋集團**

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES  
AND BUY BACK SHARES,  
(2) PROPOSED DIVIDEND,  
(3) RE-ELECTION OF RETIRING DIRECTORS  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Sino-Ocean Group Holding Limited to be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Wednesday, 20 May 2020 at 9:30 a.m. is set out on pages 19 to 22 of this circular.

A form of proxy for use at the AGM is enclosed to this circular and is also published on the website of the Stock Exchange. If you intend to appoint a proxy to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e., not later than 9:30 a.m. on Monday, 18 May 2020 (Hong Kong Time)), or 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 should you so wish.

**PRECAUTIONARY MEASURES FOR THE AGM**

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of surgical face mask

Attendees who do not comply with the precautionary measures above may be denied entry to the AGM venue.

**For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.**

17 April 2020

Sino-Ocean Group Holding Limited

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

Stock Code : 03377

## PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the AGM venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

**For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.**

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements when at appropriate. Shareholders should check the Company's website and/or the Stock Exchange's website for future announcements and updates on the AGM arrangements.

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
Issue Mandate and Buy-Back Mandate .....	4
Proposed Dividend .....	4
Re-election of Retiring Directors .....	5
Book Closure for AGM Attendance .....	6
The AGM .....	6
Voting at the AGM .....	7
Recommendation .....	7
General .....	7
<b>APPENDIX I — EXPLANATORY STATEMENT ON                     BUY-BACK MANDATE</b> .....	8
<b>APPENDIX II — DETAILS OF THE DIRECTORS TO BE RE-ELECTED</b> .....	11
<b>THE AGM NOTICE</b> .....	19

## DEFINITIONS

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

“2019 Final Dividend”	the proposed final dividend of the Company of HK\$0.026 per Share for the year ended 31 December 2019 to be paid to the Shareholders whose names are shown on the register of members of the Company at the close of business on the Record Date;
“AGM”	the annual general meeting of the Company to be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Wednesday, 20 May 2020 at 9:30 a.m. or any adjournment thereof;
“AGM Date”	Wednesday, 20 May 2020;
“AGM Notice”	the notice of the AGM which is set out on pages 19 to 22 of this circular;
“Articles of Association”	the articles of association of the Company, as amended and adopted from time to time;
“Board”	the board of Directors;
“Buy-back Mandate”	the general mandate to buy back Shares proposed to be granted to the Directors as described in the ordinary resolution item 5(B) in the AGM Notice;
“Buy-back Resolution”	the ordinary resolution item 5(B) as set out in the AGM Notice in respect of the grant of the Buy-back Mandate;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto;
“Company”	Sino-Ocean Group Holding Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

## DEFINITIONS

“Issue Mandate”	the general mandate to allot, issue and otherwise deal with Shares proposed to be granted to the Directors as described in the ordinary resolution item 5(A) in the AGM Notice;
“Latest Practicable Date”	14 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Record Date”	Monday, 25 May 2020;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of the Company with no nominal value;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by Securities and Future Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

## LETTER FROM THE BOARD



遠洋集團

*Executive Directors:*

Mr. Li Ming  
Mr. Wen Haicheng  
Mr. Wang Honghui

*Non-executive Directors:*

Mr. Zhao Peng  
Mr. Fu Fei  
Mr. Hou Jun  
Ms. Li Liling

*Independent non-executive Directors:*

Mr. Han Xiaojing  
Mr. Suen Man Tak  
Mr. Wang Zhifeng  
Mr. Jin Qingjun  
Ms. Lam Sin Lai Judy

*Registered office:*

Suite 601, One Pacific Place  
88 Queensway  
Hong Kong

*Principal place of business:*

31–33 Floor, Tower A  
Ocean International Center  
56 Dongsihuanzhonglu  
Chaoyang District, Beijing  
PRC

17 April 2020

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES  
AND BUY BACK SHARES,  
(2) PROPOSED DIVIDEND,  
(3) RE-ELECTION OF RETIRING DIRECTORS  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, inter alia:

- (a) grant to the Directors the Issue Mandate to allot, issue and otherwise deal with Shares as set out in the AGM Notice as ordinary resolution item 5(A) (and the extension thereto as described in the ordinary resolution item 5(C));

Sino-Ocean Group Holding Limited

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

Stock Code : 03377

## LETTER FROM THE BOARD

- (b) grant to the Directors the Buy-back Mandate to buy back Shares as set out in the AGM Notice as ordinary resolution item 5(B);
- (c) declaration of a final dividend for the year ended 31 December 2019; and
- (d) re-election of the retiring Directors.

### ISSUE MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 16 May 2019, general mandates were granted to the Directors to exercise all powers of the Company, inter alia, (i) to allot, issue and deal with Shares not exceeding 20% of the number of Shares in issue as at 16 May 2019 and the number of Shares (up to a maximum of 10% of the then issued Shares) bought back by the Company, and (ii) to buy back Shares not exceeding 10% of the number of Shares in issue as at 16 May 2019.

These general mandates will expire at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to grant the Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), and to extend the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy-back Mandate, as set out as ordinary resolution items 5(A) and 5(C), respectively, in the AGM Notice. As at the Latest Practicable Date, the number of Shares in issue was 7,616,095,657. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the AGM Date, the Company would be allowed under the Issue Mandate to issue a maximum of 1,523,219,131 Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

An ordinary resolution will also be proposed at the AGM to grant the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back, at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated therein, Shares up to a maximum of 10% of the number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), as set out as the ordinary resolution item 5(B) in the AGM Notice. An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Buy-back Mandate, is set out in Appendix I to this circular.

### PROPOSED DIVIDEND

On 24 March 2020, the Board announced the final results of the Group for the year ended 31 December 2019 and resolved to recommend at the AGM the payment of the 2019 Final Dividend of HK\$0.026 per Share for the year ended 31 December 2019 to Shareholders whose names appeared on the register of members of the Company on the Record Date. The final dividend will be paid in cash. To qualify for the 2019 Final Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the

## LETTER FROM THE BOARD

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 Monday, 25 May 2020.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. Li Ming, Mr. Wen Haicheng and Mr. Wang Honghui were the executive Directors; Mr. Zhao Peng, Mr. Fu Fei, Mr. Hou Jun and Ms. Li Liling were the non-executive Directors; and Mr. Han Xiaojing, Mr. Suen Man Tak, Mr. Wang Zhifeng, Mr. Jin Qingjun and Ms. Lam Sin Lai Judy were the independent non-executive Directors.

In accordance with Articles 102 and 103 of the Articles of Association, Mr. Han Xiaojing, Mr. Suen Man Tak, Mr. Jin Qingjun and Ms. Lam Sin Lai Judy shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

In accordance with Article 107 of the Articles of Association, each of Mr. Wang Honghui, Mr. Zhao Peng and Mr. Hou Jun, being appointed by the Board to fill a vacancy, shall also retire and, being eligible, will offer himself for re-election at the AGM.

The Nomination Committee of the Company (the “**Nomination Committee**”), having reviewed the structure and composition of the Board and the confirmation of independence provided by each of Mr. Han Xiaojing, Mr. Suen Man Tak, Mr. Jin Qingjun and Ms. Lam Sin Lai Judy pursuant to rule 3.13 of the Listing Rules, nominated each of Mr. Han, Mr. Suen, Mr. Jin and Ms. Lam to the Board for it to recommend to Shareholders for re-election as an independent non-executive Director at the AGM. The nomination was made in accordance with the Nomination Policy of the Company and the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy of the Company. The Nomination Committee had also taken into account the working profile and the extensive experience of each of Mr. Han, Mr. Suen, Mr. Jin and Ms. Lam as set out in Appendix II to this circular, their contributions to the Board and their commitment to their roles and it was satisfied with their independence having regard to the independence criteria as set out in rule 3.13 of the Listing Rules.

Furthermore, Mr. Han Xiaojing is an independent non-executive Director and has served on the Board for more than nine years. As an independent non-executive Director with extensive experience and knowledge and in-depth understanding of the Company's operations and business, Mr. Han has expressed objective views and given independent guidance to the Company over the past years. He continues demonstrating a firm commitment to his role. The Nomination Committee and the Board consider that the long service of Mr. Han would not affect his exercise of independent judgement and considers Mr. Han to be independent. As at the Latest Practicable Date, Mr. Jin Qingjun held directorships in more than seven listed companies including the Company. Notwithstanding his directorships in more than seven listed companies, the Board is satisfied with his contribution to the Company as evidenced by his high attendance rate in the meetings of the Board and its audit committee and investment committee over the past years since his appointment as an independent non-executive Director. The Board believes that Mr. Jin will still be able to devote sufficient time to the Board.



## LETTER FROM THE BOARD

In view of the above, the Nomination Committee considers that each of Mr. Han, Mr. Suen, Mr. Jin and Ms. Lam will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board accepted Nomination Committee's nomination and recommended each of Mr. Han, Mr. Suen, Mr. Jin and Ms. Lam to stand for re-election as an independent non-executive Director by Shareholders at the AGM. The Board is satisfied that each of Mr. Han, Mr. Suen, Mr. Jin and Ms. Lam has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider all of them to be independent.

Given the extensive knowledge and experience of each of Mr. Wang Honghui, Mr. Zhao Peng, Mr. Hou Jun, Mr. Han Xiaojing, Mr. Suen Man Tak, Mr. Jin Qingjun and Ms. Lam Sin Lai Judy, the Nomination Committee and the Board believe that their re-elections as Directors are in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect each of Mr. Wang Honghui, Mr. Zhao Peng, Mr. Hou Jun, Mr. Han Xiaojing, Mr. Suen Man Tak, Mr. Jin Qingjun and Ms. Lam Sin Lai Judy as a Director. Separate resolutions will be proposed for their re-elections at the AGM.

Details of the Directors proposed to be re-elected at the AGM that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### BOOK CLOSURE FOR AGM ATTENDANCE

In order to ascertain the right to attend the AGM, the register of members of the Company will be closed from Friday, 15 May 2020 to Wednesday, 20 May 2020 (both days inclusive) during which period no transfer of Shares will be registered.

Shareholders are reminded that in order to be entitled to attend 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 Thursday, 14 May 2020.

### THE AGM

A notice convening the AGM to be held on Wednesday, 20 May 2020 at 9:30 a.m. at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC is set out on pages 19 to 22 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to 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 before the time appointed for holding the AGM (i.e., not later than 9:30 a.m. on Monday, 18 May 2020 (Hong Kong Time)). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

## LETTER FROM THE BOARD

### VOTING AT THE AGM

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

In the case of an equality of votes on a poll, the chairman shall, subject to the Articles of Association, be entitled to casting vote in addition to any other vote he may have.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting under the Listing Rules on the relevant resolutions to be proposed at the AGM.

### RECOMMENDATION

The Directors consider that the proposals for grant of the Issue Mandate (and the extension thereto as described in ordinary resolution item 5(C) set out in the AGM Notice contained in this circular) and the Buy-back Mandate, the proposed dividend and the re-election of retiring Directors are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the AGM Notice.

### GENERAL

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

Yours faithfully,  
By order of the Board  
**Sino-Ocean Group Holding Limited**  
**Li Ming**  
*Chairman*

*This Appendix I serves as an explanatory statement, as required by rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to you to enable you to make an informed decision as to whether to vote for or against the Buy-back Resolution.*

**SHARES IN ISSUE**

As at the Latest Practicable Date, the number of Shares in issue was 7,616,095,657.

Subject to the passing of the Buy-back Resolution at the AGM and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the AGM Date, exercise in full of the Buy-back Mandate could accordingly result in up to 761,609,565 Shares, representing 10% of the number of Shares in issue (subject to adjustment in the case of subdivision and consolidation of Shares), being bought back by the Company during the period from the AGM Date up to (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required by applicable laws or the Articles of Association to be held, or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying the Buy-back Mandate, whichever occurs first.

**REASONS FOR BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think is appropriate to buy back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

**FUNDING OF BUY-BACK**

In buy-back of any Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of Hong Kong (including the Companies Ordinance) and the Listing Rules. Share buy-backs pursuant to the Buy-back Mandate will be made out of funds legally permitted to be utilised in this connection, including the funds from the distribution profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 December 2019, the date to which the most recent audited accounts of the Company were made up) in the event that buy-backs of Shares under the Buy-back Mandate were to be carried out in full during the period of the Buy-back Mandate. The Directors do not propose to exercise the Buy-back Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Prices</b>	
	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2019</b>		
April	4.25	3.43
May	3.62	3.00
June	3.35	3.08
July	3.58	3.12
August	3.17	2.72
September	2.94	2.59
October	2.89	2.60
November	3.13	2.85
December	3.22	2.83
<b>2020</b>		
January	3.27	2.79
February	3.12	2.76
March	2.99	1.91
April (up to the Latest Practicable Date)	2.12	1.92

**DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company under the Buy-back Mandate.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the proposed Buy-back Mandate is approved by the Shareholders.

**UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Resolution passed by the Shareholders and in accordance with the Listing Rules and the applicable laws of Hong Kong.

**SHARE BUY-BACK BY THE COMPANY**

No Shares had been bought back by the Company in the six months preceding the Latest Practicable Date.

**TAKEOVERS CODE**

If as a result of buy-back(s) of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of his or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, (i) China Life Insurance (Group) Company ("**China Life Group**"), through China Life Insurance Company Limited ("**China Life**"), indirectly held 2,253,459,151 Shares, representing approximately 29.59% of the total number of Shares in issue, and (ii) Dajia Insurance Group Co., Ltd.\* (大家保險集團有限責任公司) ("**Dajia Insurance**"), through Dajia Life Insurance Co., Ltd.\* (大家人壽保險股份有限公司), indirectly held 2,252,646,115 Shares, representing approximately 29.58% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the shareholding of China Life Group and Dajia Insurance would be increased to approximately 32.88% and 32.86% of the number of Shares in issue (subject to adjustment in the case of any subdivision and consolidation of Shares), respectively. Such increase in the shareholding of China Life Group and Dajia Insurance may give rise to an obligation on both of China Life Group and Dajia Insurance to make a mandatory general offer under rules 26 and 32 of the Takeovers Code.

However, the Directors currently have no intention to buy back Shares which would trigger a mandatory general offer obligation on the part of above persons. Save as disclosed aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs to be made under the Buy-back Mandate.

\* For identification purposes only

*The following sets out the details of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles of Association:*

**Biographical Information*****Executive Director*****Mr. WANG Honghui (王洪輝)**

Mr. WANG Honghui, aged 40, is an Executive Director of the Company and a member of the Investment Committee of the Board. He is also an Executive President of the Company and the general manager of Sino-Ocean Capital Limited, an associated company of the Company. Mr. Wang has joined the Company since July 2005 and had served as the investment head for the Beijing region, general manager of the secretarial administration department, general manager of the CEO management centre and general manager of capital operation department of the Company. Mr. Wang is also a director of certain subsidiaries of the Company. Mr. Wang is a non-executive director as well as a member of the nomination committee and strategic investment committee of Beijing Capital Grand Limited, a company listed on the Stock Exchange. He has extensive experience in real estate investment, equity investment and capital operation. Mr. Wang graduated from Renmin University of China and obtained a bachelor's degree in Real Estate Operation and Management in 2002 and graduated from the Chinese Academy of Social Sciences and obtained a master's degree in Regional Economics in 2004. Mr. Wang is a senior economist, specialises in real estate economy, and a registered real estate appraiser in China.

As at the Latest Practicable Date, Mr. Wang was beneficially interested in 273,295 Shares and under the share option scheme of the Company, Mr. Wang was beneficially interested in share options to subscribe for 180,000 Shares, 2,400,000 Shares, and 2,000,000 Shares at an exercise price of HK\$4.04, HK\$3.80 and HK\$4.70 per Share, respectively. Mr. Wang was also beneficially interested in 132,000 shares of Gemini Investments (Holdings) Limited, an indirect subsidiary of the Company listed on the Stock Exchange.

There is currently no service contract signed between the Company and Mr. Wang for services as a Director. However, Mr. Wang has entered into an executive service contract with the Company with no fixed period of service length. The appointment of Mr. Wang as an executive Director has no specific term but is subject to retirement from office and re-election at the next general meeting of the Company in accordance with the Articles of Association. Mr. Wang is currently entitled to a remuneration comprising an annual salary of RMB3,050,000, and a discretionary bonus to be determined by the Company having regard to the operating results of the Group.

Save as disclosed above, (i) Mr. Wang does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he does not have any other interest in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last

three years preceding the Latest Practicable Date, nor does he hold any other major appointments or professional qualifications; and (iv) he does not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Wang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

### *Non-executive Directors*

#### **Mr. ZHAO Peng (趙鵬)**

Mr. ZHAO Peng, aged 47, is a Non-Executive Director of the Company and a member of the Audit Committee of the Board. Mr. Zhao has joined the Group since September 2019. Mr. Zhao is currently an executive director, the vice president and the person in charge of finance of China Life. Mr. Zhao served various positions in China Life, including assistant to the president and the general manager of Zhejiang branch. Mr. Zhao graduated from Hunan College of Finance and Economics in July 1995, majoring in actuarial science with a bachelor's degree in economics, from Central University of Finance and Economics in June 2002, majoring in finance with a master's degree in economics, and from Tsinghua University in January 2007, majoring in business administration with a master's degree in business administration. Mr. Zhao is nominated by China Life, a substantial shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhao did not have any interest in Shares within the meaning of Part XV of the SFO.

Pursuant to his letter of appointment, Mr. Zhao is appointed for a term of one year commencing from 30 September 2019, subject to retirement from office and re-election at the next general meeting of the Company in accordance with the Articles of Association. Mr. Zhao is currently entitled to receive a director's fee of HK\$380,000 per annum, which was determined by the Board with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions. Mr. Zhao has agreed not to receive the director's fee for the financial year of 2019.

Save as disclosed above, (i) Mr. Zhao does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he does not have any other interest in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, nor does he hold any other major appointments or professional qualifications; and (iv) he does not hold any other positions with other members of the Group.



Save as disclosed above, Mr. Zhao has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. HOU Jun (侯俊)**

Mr. HOU Jun, aged 42, is a Non-Executive Director of the Company and a member of the Investment Committee of the Board. Mr. Hou has joined the Group since April 2020. Mr. Hou is currently the assistant to general manager of the investment management department of China Life Group. Mr. Hou had served in various departments of China Life Group including finance department, asset management department and investment management department since 2004. Mr. Hou graduated from Shanxi University of Finance and Economics in July 2000, majoring in investment economics with a bachelor's degree in economics, and graduated from Central University of Finance and Economics in June 2004, majoring in finance with a master's degree in economics. Mr. Hou is nominated by China Life, a substantial shareholder of the Company.

As at the Latest Practicable Date, Mr. Hou did not have any interest in Shares within the meaning of Part XV of the SFO.

Pursuant to his letter of appointment, Mr. Hou is appointed for a term of one year commencing from 14 April 2020, subject to retirement from office and re-election at the next general meeting of the Company in accordance with the Articles of Association. Mr. Hou is currently entitled to receive a director's fee of HK\$380,000 per annum, which was determined by the Board with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

Save as disclosed above, (i) Mr. Hou does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he does not have any other interest in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, nor does he hold any other major appointments or professional qualifications; and (iv) he does not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Hou has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.



*Independent Non-executive Director***Mr. HAN Xiaojing (韓小京)**

Mr. HAN Xiaojing, aged 65, is an Independent Non-Executive Director of the Company, the Chairman of the Remuneration Committee and a member of the Nomination Committee of the Board. Mr. Han has joined the Group since June 2007. Mr. Han is the founding partner of the Commerce & Finance Law Offices. He has over 30 years' experience in the practice of corporate and securities laws in China, especially in the restructuring of large-scale state-owned enterprises and private companies and offshore listing of Chinese companies. Mr. Han is currently an independent non-executive director of each of Far East Horizon Limited and Vital Innovations Holdings Limited, companies listed on the Stock Exchange. He has been serving as an independent director of Ping An Bank Co., Ltd., a company listed on the Shenzhen Stock Exchange, since February 2014, an independent director of Beijing Sanju Environmental Protection and New Material Co., Ltd., a company listed on the Shenzhen Stock Exchange, since April 2014 and an external director of China National Aviation Fuel Group Limited since December 2017. Mr. Han was an independent non-executive director of Sinotrans Limited, a company listed on the Stock Exchange. Mr. Han graduated from China University of Political Science and Law and obtained a master's degree in Law in 1985.

As at the Latest Practicable Date, Mr. Han was beneficially interested in 460,000 Shares and under the share option schemes of the Company, Mr. Han was beneficially interested in share options to subscribe for 350,000 Shares, 500,000 Shares, 600,000 Shares, 600,000 Shares and 600,000 Shares at an exercise price of HK\$4.04, HK\$3.80, HK\$3.96, HK\$3.37 and HK\$2.106 per Share, respectively.

Pursuant to his letter of appointment, Mr. Han is appointed for a term commencing from 16 May 2019 to the date of the annual general meeting to be held in 2020 (both days inclusive) subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Han is currently entitled to receive a director's fee of HK\$380,000 per annum, which was determined by the Board with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

Save as disclosed above, (i) Mr. Han does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he does not have any other interest in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, nor does he hold any other major appointments or professional qualifications; and (iv) he does not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Han has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. SUEN Man Tak (孫文德)**

Mr. SUEN Man Tak, aged 61, is an Independent Non-Executive Director of the Company and a member of the Audit Committee and Remuneration Committee of the Board. Mr. Suen has joined the Group since December 2015. Mr. Suen has extensive experience in the enforcement of securities and futures related legislation as well as commercial crime investigations. Mr. Suen had served with the Securities and Futures Commission of Hong Kong (the “SFC”) for more than 17 years. He is now a practicing barrister-at-law specializing in litigation and advisory work on the Securities and Futures Ordinance, the Takeovers Code, the Listing Rules, the Code of Conduct for Persons Licensed by or Registered with the SFC, market misconduct, white collar crimes and anti-money laundering activities. Mr. Suen is an independent non-executive director of Zijin Mining Group Co., Ltd., a company listed on the Stock Exchange. Mr. Suen is a member of the Board of Review under the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) since 1 July 2014. Mr. Suen received his master’s degree in Accountancy from the Charles Sturt University, Australia in September 1996. He further obtained a degree of Juris Doctor in July 2010 and a postgraduate certificate in Laws in July 2011, both from the City University of Hong Kong. He was called to the Hong Kong Bar in February 2013. Mr. Suen has been a member of the Hong Kong Institute of Certified Public Accountants since July 1998 and a member of the Hong Kong Securities and Investment Institute since April 1999.

As at the Latest Practicable Date, Mr. Suen was beneficially interested in 120,000 Shares and under the share option schemes of the Company, Mr. Suen was beneficially interested in share options to subscribe for 500,000 Shares, 600,000 Shares, 600,000 Shares and 600,000 Shares at an exercise price of HK\$3.80, HK\$3.96, HK\$3.37 and HK\$2.106 per Share, respectively.

Pursuant to his letter of appointment, Mr. Suen is appointed for a term commencing from 16 May 2019 to the date of the annual general meeting to be held in 2020 (both days inclusive) subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Suen is currently entitled to receive a director’s fee of HK\$380,000 per annum, which was determined by the Board with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

Save as disclosed above, (i) Mr. Suen does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he does not have any other interest in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, nor does he hold any other major appointments or professional qualifications; and (iv) he does not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Suen has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. JIN Qingjun (靳慶軍)**

Mr. JIN Qingjun, aged 62, is an Independent Non-Executive Director of the Company and a member of the Audit Committee and Investment Committee of the Board. Mr. Jin has joined the Group since March 2016. Mr. Jin is currently the senior partner of King & Wood Mallesons, Beijing. His major areas of practice include securities, finance, investment, corporate and insolvency, as well as foreign-related legal affairs. Mr. Jin currently serves as an independent non-executive director of each of Times China Holdings Limited, a company listed on the Stock Exchange, Guotai Junan Securities Co., Ltd., a company listed on the Stock Exchange and the Shanghai Stock Exchange, Bank of Tianjin Co., Ltd., a company listed on the Stock Exchange and Central Development Holdings Limited, a company listed on the Stock Exchange, an independent director of Shenzhen Asiantime International Construction Co., Ltd., a company listed on the Shenzhen Stock Exchange and is a director of Shenzhen Kondarl (Group) Co., Ltd., a company listed on the Shenzhen Stock Exchange. Mr. Jin is also an independent non-executive director of Goldstream Investment Limited, a company listed on the Stock Exchange. Mr. Jin was an independent director of Gemdale Corporation, a company listed on the Shanghai Stock Exchange, a director of Konka Group Co., Ltd., a company listed on the Shenzhen Stock Exchange, and an external supervisor of China Merchants Bank Co., Ltd., a company listed on the Stock Exchange and the Shanghai Stock Exchange. Mr. Jin graduated from China University of Political Science and Law and obtained a master's degree in Law.

As at the Latest Practicable Date, Mr. Jin was beneficially interested in 120,000 Shares and under the share option schemes of the Company, Mr. Jin was beneficially interested in share options to subscribe for 500,000 Shares, 600,000 Shares, 600,000 Shares and 600,000 Shares at an exercise price of HK\$3.80, HK\$3.96, HK\$3.37 and HK\$2.106 per Share, respectively.

Pursuant to his letter of appointment, Mr. Jin is appointed for a term commencing from 16 May 2019 to the date of the annual general meeting to be held in 2020 (both days inclusive) subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Jin is currently entitled to receive a director's fee of HK\$380,000 per annum, which was determined by the Board with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

Save as disclosed above, (i) Mr. Jin does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he does not have any other interest in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last

three years preceding the Latest Practicable Date, nor does he hold any other major appointments or professional qualifications; and (iv) he does not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Jin has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. LAM Sin Lai Judy (林倩麗)**

Professor LAM Sin Lai Judy, aged 65, is an Independent Non-Executive Director of the Company, the Chairman of the Audit Committee and a member of the Investment Committee of the Board. Professor Lam has joined the Group since August 2017. Professor Lam is currently a senior consultant of the Institute of New Economic Thinking. She has been appointed as the chancellor and board director of Wuhan College from 2015 to June 2017 and has been appointed as the board director and the chairman of the committee on education strategy since 2018. She is a senior advisor of Enrichment Education Group Limited. Professor Lam is the first scholar in Hong Kong who was awarded a PhD in accounting at The Chinese University of Hong Kong and is the first Cheung Kong chair professor in accounting engaged by the Ministry of Education of the PRC in Xiamen University. Professor Lam also holds positions as honorary professor and visiting professor at several universities in Mainland China. Professor Lam co-authored a book, titled *Business Sustainability in Asia*, published by Wiley. From 2001 to 2004, Professor Lam was elected as a council member of the Hong Kong Institute of Certified Public Accountants and also served as the vice-chairman of Corporate Governance Committee of Hong Kong Institute of Certified Public Accountants. Professor Lam is a fellow member of the Hong Kong Institute of Certified Public Accountants, a chartered professional accountant and chartered accountant of the Chartered Professional Accountants of British Columbia, a fellow member of The Institute of Chartered Secretaries and Administrators, a fellow member of The Hong Kong Institute of Chartered Secretaries, a fellow member of CPA Australia, a fellow member of The Institute of Chartered Accountants in England and Wales and the vice-chairman of its Chinese committee. In 2018, Professor Lam was awarded the Honorary Member of the Chinese Institute of Certified Public Accountant in Shenzhen. In 2019, Professor Lam was invited by the Chinese Institute of Certified Public Accountant as an editorial member of its professional journal *Chinese Certified Public Accountant*. Recently, Professor Lam has been appointed as vice chairman of the Organizing Committee of Greater Bay Area Impact Forum and senior advisor of the Greater Bay Area Impact Forum Foundation. She is also the chairman of Steering Committee on Research Study on Ranking of GBA Cities using United Nations Sustainable Development Goals.

As at the Latest Practicable Date, under the share option schemes of the Company, Professor Lam was beneficially interested in share options to subscribe for 500,000 Shares, 600,000 Shares, 600,000 Shares and 600,000 Shares at an exercise price of HK\$4.70, HK\$3.96, HK\$3.37 and HK\$2.106 per Share respectively.

Pursuant to her letter of appointment, Professor Lam is appointed for a term commencing from 16 May 2019 to the date of the annual general meeting to be held in 2020 (both days inclusive) subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Professor Lam is currently entitled to receive a director's fee of HK\$380,000 per annum, which was determined by the Board with reference to her experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

Save as disclosed above, (i) Professor Lam does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) she does not have any other interest in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) she does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, nor does she hold any other major appointments or professional qualifications; and (iv) she does not hold any other positions with other members of the Group.

Save as disclosed above, Professor Lam has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

## THE AGM NOTICE



# 遠洋集團

**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 Wednesday, 20 May 2020 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditor for the financial year ended 31 December 2019.
2. To declare a final dividend for the year ended 31 December 2019.
3. To re-elect the retiring directors and authorise the board of directors of the Company (the “**Board**”) to fix their remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass (with or without modifications) the following ordinary resolutions numbered 5(A) to 5(C):

### ORDINARY RESOLUTIONS

5. (A) “**THAT**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company (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 and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “**Listing Rules**”), 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;

Sino-Ocean Group Holding Limited

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

Stock Code : 03377

## THE AGM NOTICE

- (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 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 of the Company (the “**Article of Association**”), shall not exceed 20% of the number of shares of the Company in issue 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 AGM;
- (b) the expiration of the period within which the next AGM 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).”



## THE AGM NOTICE

### (B) “THAT

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Hong Kong Code on Share Buy-backs and the Listing Rules be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company which are authorised to be bought back pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate number of shares of the Company in issue 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
- (iii) 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 AGM;
- (b) the expiration of the period within which the next AGM 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.”

### (C) “THAT

conditional upon the passing of the resolutions set out in paragraphs 5(A) and 5(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 5(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company bought back or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 5(B) above, provided that such amount shall not exceed 10% of the number of shares of the Company in issue as at



## THE AGM NOTICE

the date of passing this resolution (subject to adjustment in the case of subdivision and consolidation of shares of the Company).”

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

Hong Kong, 17 April 2020

*Notes:*

- (a) The register of members of the Company will be closed from Friday, 15 May 2020 to Wednesday, 20 May 2020 (both dates inclusive), during which period no transfer of shares in the Company can 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 Thursday, 14 May 2020.
- (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 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 before the time fixed for holding the meeting (i.e., not later than 9:30 a.m. on Monday, 18 May 2020 (Hong Kong Time)), or any adjourned meeting. **In light of the epidemic situation of COVID-19, shareholders of the Company are encouraged to appoint the chairman of the meeting as his/her proxy to vote on the resolutions, instead of attending the meeting in person.**
- (c) The Board has recommended a final dividend of HK\$0.026 per share in the number of shares of the Company in issue for the year ended 31 December 2019 and, if such dividend is approved by the shareholders of the Company by passing the ordinary resolution item 2 above, the final dividend is expected to be paid on or around Thursday, 9 July 2020 to those shareholders whose names are on the Company's register of members on Monday, 25 May 2020. Particulars of the final dividend were set out in the circular of the Company dated 17 April 2020 (the “**Circular**”). In order to qualify for the 2019 final dividend, 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 Monday, 25 May 2020.
- (d) In relation to the proposed ordinary resolution item 3 above, Mr. Wang Honghui, Mr. Zhao Peng, Mr. Hou Jun, Mr. Han Xiaojing, Mr. Suen Man Tak, Mr. Jin Qingjun and Ms. Lam Sin Lai Judy will retire from their offices of Directors and, being eligible, will offer themselves for re-election at the AGM. Details of the Directors to be offered for re-election were set out in the Circular.
- (e) In relation to the proposed ordinary resolution item 5(B) above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules was set out in the Circular.
- (f) As at the date of this notice, the Board comprises of three executive Directors, namely, Mr. Li Ming, Mr. Wen Haicheng and Mr. Wang Honghui; four non-executive Directors, namely, Mr. Zhao Peng, Mr. Fu Fei, Mr. Hou Jun and Ms. Li Liling; and five independent non-executive Directors, namely, Mr. Han Xiaojing, Mr. Suen Man Tak, Mr. Wang Zhifeng, Mr. Jin Qingjun and Ms. Lam Sin Lai Judy.

Sino-Ocean Group Holding Limited

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

Stock Code : 03377