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遠洋集團

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20 MAY 2020

The Board of the Company hereby announces that all the proposed resolutions set out in the AGM Notice dated 17 April 2020 were duly passed by the Shareholders by way of poll at the AGM held on 20 May 2020.

The board of directors (the “**Board**”) of Sino-Ocean Group Holding Limited (the “**Company**”) hereby announces that all the proposed resolutions set out in the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) dated 17 April 2020 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 20 May 2020 at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 7,616,095,657 Shares. The total number of Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM was 7,616,095,657 Shares. None of the Shares entitled the Shareholders to attend the AGM and abstain from voting in favour as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. There were no restrictions on any Shareholders casting votes on any of the resolutions proposed at the AGM. No party has stated its intention in the circular of the Company dated 17 April 2020 that it would vote against any resolution or that it would abstain from voting at the AGM.

Sino-Ocean Group Holding Limited

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

Stock Code : 03377

All the resolutions as set out in the AGM Notice, which were voted by poll, were approved by the Shareholders. The poll results in respect of the resolutions proposed at the AGM were as follows:

| Ordinary Resolutions | | Number of Shares Voted (Approximate percentage) | |
|----------------------|---|--|-----------------------------|
| | | For | Against |
| 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. | 6,046,561,332 (99.999983%) | 1,001 (0.000017%) |
| 2. | To declare a final dividend for the year ended 31 December 2019. | 6,051,737,645 (99.999983%) | 1,001 (0.000017%) |
| 3(A). | To re-elect Mr. Wang Honghui as executive director and authorise the board of directors of the Company to fix his remuneration. | 6,013,744,972 (99.372186%) | 37,993,674 (0.627814%) |
| 3(B). | To re-elect Mr. Zhao Peng as non-executive director and authorise the board of directors of the Company to fix his remuneration. | 5,685,880,528 (93.954496%) | 365,858,118 (6.045504%) |
| 3(C). | To re-elect Mr. Hou Jun as non-executive director and authorise the board of directors of the Company to fix his remuneration. | 5,729,812,110 (94.680429%) | 321,926,536 (5.319571%) |
| 3(D). | To re-elect Mr. Han Xiaojing as independent non-executive director and authorise the board of directors of the Company to fix his remuneration. | 5,736,453,202 (94.790168%) | 315,285,444 (5.209832%) |
| 3(E). | To re-elect Mr. Suen Man Tak as independent non-executive director and authorise the board of directors of the Company to fix his remuneration. | 6,047,257,317 (99.925950%) | 4,481,329 (0.074050%) |
| 3(F). | To re-elect Mr. Jin Qingjun as independent non-executive director and authorise the board of directors of the Company to fix his remuneration. | 5,400,281,179 (89.235202%) | 651,457,467 (10.764798%) |
| 3(G). | To re-elect Ms. Lam Sin Lai Judy as independent non-executive director and authorise the board of directors of the Company to fix her remuneration. | 6,001,786,507 (99.174582%) | 49,952,139 (0.825418%) |
| 4. | To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the board of directors of the Company to fix their remuneration. | 6,047,346,606 (99.927425%) | 4,392,040 (0.072575%) |

| Ordinary Resolutions | | Number of Shares Voted (Approximate percentage) | |
|----------------------|--|--|-----------------------------|
| | | For | Against |
| 5(A). | Ordinary resolution as set out in item 5(A) of the AGM Notice (To grant a general mandate to the directors to issue shares of the Company). | 5,372,510,100 (88.787010%) | 678,499,085 (11.212990%) |
| 5(B). | Ordinary resolution as set out in item 5(B) of the AGM Notice (To grant a general mandate to the directors to buy back shares of the Company). | 6,051,008,184 (99.999983%) | 1,001 (0.000017%) |
| 5(C). | Ordinary resolution as set out in item 5(C) of the AGM Notice (To extend the general mandate to the directors to issue shares of the Company). | 5,375,612,100 (88.827565%) | 676,126,546 (11.172435%) |

Computershare Hong Kong Investor Services Limited, the Company's share registrar, was the scrutineer for the vote-taking at the AGM.

By order of the Board
Sino-Ocean Group Holding Limited
CHUNG Kai Cheong
Company Secretary

Hong Kong, 20 May 2020

As at the date of this announcement, the directors of the Company comprise:

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