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**中國海外宏洋集團有限公司**

**CHINA OVERSEAS GRAND OCEANS GROUP LTD.**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 81)**

## **VOTING RESULTS AT ANNUAL GENERAL MEETING HELD ON 24 JUNE 2020**

At the annual general meeting of China Overseas Grand Oceans Group Limited (the “**Company**”) held on 24 June 2020 (the “**Annual General Meeting**”), a poll was demanded by the chairman for voting on the proposed resolutions as set out in the notice of Annual General Meeting dated 19 May 2020.

The Company’s share registrar, namely, Tricor Standard Limited, was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking. Set out below are the poll results in respect of the respective resolutions put to the vote at the Annual General Meeting:

<b>Ordinary Resolutions*</b>		<b>No. of votes (%) For</b>	<b>No. of votes (%) Against</b>
1.	To receive and consider the audited financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2019.	2,211,542,177 (99.77%)	5,050,510 (0.23%)
2.	To consider and declare a final dividend of HK19.5 cents per ordinary share for the year ended 31 December 2019.	2,221,404,212 (99.99%)	12,510 (0.01%)
3.	(a) To re-elect Mr. Zhuang Yong as Director.	2,163,504,987 (97.39%)	57,911,735 (2.61%)
	(b) To re-elect Mr. Wang Man Kwan, Paul as Director.	2,171,692,750 (97.97%)	44,968,062 (2.03%)
	(c) To re-elect Mr. Yan Jianguo as Director.	2,143,764,329 (96.71%)	72,896,483 (3.29%)
	(d) To re-elect Dr. Chung Sui Ming, Timpson as Director.	1,916,727,800 (86.47%)	299,933,012 (13.53%)
4.	To authorise the Board of Directors to fix the Directors’ remuneration.	2,220,131,472 (99.99%)	12,510 (0.01%)

Ordinary Resolutions*		No. of votes (%) For	No. of votes (%) Against
5.	To appoint auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.	2,221,404,212 (99.99%)	12,510 (0.01%)
6.	To give a general mandate to the Directors to buy back shares of the Company not exceeding 10 per cent. of the number of shares of the Company in issue.	2,214,904,562 (99.76%)	5,239,420 (0.24%)
7.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20 per cent. of the number of shares of the Company in issue.	1,787,022,135 (80.66%)	428,365,937 (19.34%)
8.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of an amount not exceeding the number of shares bought back by the Company.	1,884,964,545 (84.85%)	336,452,177 (15.15%)
9.	To approve the Master Engagement Agreement, the transactions contemplated thereunder and the Caps (all as defined in the circular to the shareholders of the Company dated 19 May 2020).	904,682,736 (99.99%)	12,510 (0.01%)

On the basis of the votes set out above, all the above resolutions were duly passed as ordinary resolutions.

*Notes:*

1. Total number of shares entitling the holders to attend and vote on ordinary resolutions No. 1 to No. 8 at the Annual General Meeting: 3,423,359,841 shares.
2. Total number of shares for holders required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to abstain from voting on ordinary resolutions No. 1 to No. 8 at the Annual General Meeting: Nil.
3. As stated in the circular to the shareholders of the Company dated 19 May 2020, China Overseas Holdings Limited (“**COHL**”, being the controlling shareholder of the Company), and its associates together held 1,311,965,566 shares, representing approximately 38.32% of the issued share capital of the Company as at the date of the Annual General Meeting, of which 1,262,211,316 shares are held by Star Amuse Limited (“**Star Amuse**”) and 49,754,250 shares are held by Chung Hoi Finance Limited (“**Chung Hoi Finance**”) (Star Amuse is a wholly-owned subsidiary of Big Crown Limited (“**Big Crown**”) and Big Crown and Chung Hoi Finance are wholly-owned subsidiaries of China Overseas Land & Investment Limited, which in turn is a non-wholly owned subsidiary of COHL), are required to abstain from voting on the ordinary resolution No. 9 at the Annual General Meeting.

4. Total number of shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules at the Annual General Meeting: Nil.

For and on behalf of  
**CHINA OVERSEAS GRAND OCEANS  
GROUP LIMITED**  
**Zhuang Yong**  
*Chairman and Executive Director*

*\* The full text of the resolutions is set out in the Notice of the Annual General Meeting contained in the circular titled "Proposals for (1) Re-election of Retiring Directors; (2) General Mandates to Buy Back Shares and to Issue Shares; and (3) Continuing Connected Transactions with China State Construction International Holdings Limited; and Notice of Annual General Meeting" dated 19 May 2020.*

Hong Kong, 24 June 2020

*As at the date of this announcement, the board of directors of the Company comprises eight directors, of which three are executive directors, namely Mr. Zhuang Yong, Mr. Yang Lin and Mr. Paul Wang Man Kwan; two non-executive directors, namely Mr. Yan Jianguo and Mr. Billy Yung Kwok Kee, and three independent non-executive directors, namely Dr. Timpson Chung Shui Ming, Mr. Jeffrey Lam Kin Fung and Mr. Dantes Lo Yiu Ching.*