

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



CHINA ORIENTAL GROUP COMPANY LIMITED
中國東方集團控股有限公司*
(incorporated in Bermuda with limited liability)
(Stock Code: 581)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held on Wednesday, 2 June 2021 at 3:00 p.m. with the combination of an in-room meeting at Boardrooms 3 to 4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong and an online virtual meeting and any adjournment thereof, for the following purposes, and unless otherwise defined herein, the terms herein shall have the same meanings as defined in the circular to the shareholders of the Company dated 29 April 2021:

As ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements together with the Directors' Report and the Independent Auditor's Report of the Group for the year ended 31 December 2020.
2. To declare a final dividend of HK\$0.05 per share for the year ended 31 December 2020.
3. (a) To re-elect Mr. Han Jingyuan as an Executive Director;
(b) To re-elect Mr. Han Li as an Executive Director;
(c) To re-elect Mr. Ondra Otradovec as a Non-executive Director;
(d) To re-elect Mr. Zhu Hao as a Non-executive Director; and
(e) To authorise the board of Directors to fix the Directors' remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

* For identification purposes only

As special business:

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph 5(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 5(d) below) of all powers of the Company to issue, allot and deal with the additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5(a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph 5(d) below) or the exercise of options granted by the Company under any share option schemes of the Company or the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into ordinary shares of the Company, or any scrip dividend or similar arrangement providing for the allotment of the ordinary shares of the Company in lieu of the whole or part of a dividend on the ordinary shares in accordance with the Byelaws, shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company at the date of passing this resolution and the said approval pursuant to paragraph 5(a) above shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law of Bermuda and the current Byelaws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or options to subscribe for shares open for a period fixed by the Directors of the Company 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 of the Company may deem necessary or expedient in relation to fractional entitlements and having regard to any restrictions of obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph 6(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 6(d) below) of all the powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 6(a) above shall be in addition to any other authorisation given to the Directors of the Company;
- (c) the aggregate nominal value of share capital of the Company, which the Company is authorised to repurchase on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on another stock exchange recognised for this purpose by The Securities and Futures Commission and the Stock Exchange under Hong Kong Code on Share Repurchases pursuant to the approval in paragraph 6(a) above during the Relevant Period, shall be no more than 10% of the aggregate nominal value of the existing issued share capital of the Company at the date of passing this resolution, and the authority pursuant to the paragraph 6(a) above shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by applicable law of Bermuda and the current Bye-laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**, conditional upon the passing of the ordinary resolution as set out in resolutions nos. 5 and 6 above, the general mandate granted to the Directors pursuant to resolution no. 5 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such amount shall not exceed 10% of the aggregate nominal value of the existing issued share capital of the Company at the date of passing this resolution.”

To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the Annual General Meeting to prevent the spreading of the COVID-19:

- (1) compulsory body temperature checks for all attendees, including Directors and Shareholders at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.3 degrees Celsius and/or exhibiting flu-like symptoms will be denied entry into the Annual General Meeting venue.
- (2) every attendee will be required to wear a surgical facial mask throughout the Annual General Meeting and maintain a safe distance between seats.
- (3) the Company will not provide refreshments and will not distribute souvenirs.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry into or be required to leave the Annual General Meeting venue at the absolute discretion of the Company.

Shareholders are reminded that they should carefully consider the health risks of attending the Annual General Meeting in person, taking into account of their own personal circumstances. To the extent permitted under laws, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In light of the continuing risks posed by the COVID-19, the Company strongly recommends the Shareholders to consider (i) attending and voting at the Annual General Meeting vote online; or (ii) completing and returning the accompanying form of proxy or submitting the form of proxy electronically by the time specified and appointing the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting on their behalf.

The form of proxy for use at the Annual General Meeting is despatched to the Shareholders, and can be accessed via and/or downloaded from the URL at <https://spot-emeeting.tricor.hk/#/479>, the Stock Exchange's website at www.hkexnews.hk, the Company's website at www.chinaorientalgroup.com. To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of

that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) submitted electronically via <https://spot-meeting.tricor.hk/#/479> in accordance with the instructions printed on the accompanying notification letter sent to Shareholders by post on 29 April 2021, in each case as soon as possible and in any event no later than 3:00 pm (Hong Kong time) on Monday, 31 May 2021, or not less than 48 hours before the time of any adjourned meeting.

By Order of the Board
China Oriental Group Company Limited
Han Jingyuan
Chairman and Chief Executive Officer

Hong Kong, 29 April 2021

Notes:

- (1) The Company will conduct the Annual General Meeting with the combination of an in-room meeting and an online virtual meeting. Shareholders may attend the Annual General Meeting either (a) through the in-room meeting at Boardrooms 3 to 4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong; or (b) online through the online virtual meeting with the personalised login and access code provided by the Company by post. Shareholders attending the Annual General Meeting through the online virtual meeting will be able to vote and submit questions online. For beneficial owners or CCASS non-registered Shareholders whose Shares are held by banks, brokers, custodians or HKSCC who wish to attend the Annual General Meeting through the online virtual meeting, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalised login and access code will be sent to them upon receipt of request through such respective banks, brokers, custodians or HKSCC.
- (2) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent the member who/which appointed it. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (3) To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) submitted electronically via <https://spot-meeting.tricor.hk/#/479> in accordance with the instructions printed on the accompanying notification letter sent to the Shareholders by post on 29 April 2021, in each case as soon as possible and in any event no later than 3:00 pm (Hong Kong time) on Monday, 31 May 2021, or not less than 48 hours before the time of any adjourned meeting. Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.
- (4) Completion and delivery of the form of proxy will not preclude a member from attending and voting at the Annual General Meeting (or any adjournment thereof) in person or online (if applicable) if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (5) Where there are joint holders of any share of the Company, any one of such holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the Annual General Meeting, the vote of such joint holder whose name stands first in the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (6) Voting of the ordinary resolutions set out in this notice will be by way of poll.
- (7) For the purposes of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 28 May 2021 to Wednesday, 2 June 2021 (both days inclusive), during which period no transfer of shares of the Company may be registered. In order to be eligible to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 27 May 2021.
- (8) For the purposes of ascertaining Shareholders' entitlement for the proposed final dividend, the register of members of the Company will be closed from Wednesday, 9 June 2021 to Friday, 11 June 2021 (both days inclusive), during which period no transfer of shares of the Company may be registered. The record date for the proposed final dividend shall be Friday, 11 June 2021. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 8 June 2021.
- (9) If a typhoon signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at or at any time after 12:30 p.m. on the day of the Annual General Meeting, the Annual General Meeting will be postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify Shareholders of the date, time and place of the postponed meeting. The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under unfavourable weather conditions bearing in mind their own situations.
- (10) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website or the website of the Stock Exchange for future announcements and updates on the Annual General Meeting arrangements.

As at the date of this notice, the Board of Directors of the Company comprises Mr. HAN Jingyuan, Mr. ZHU Jun, Mr. SHEN Xiaoling, Mr. HAN Li and Mr. Sanjay SHARMA being the Executive Directors, Mr. Ondra OTRADOVEC and Mr. ZHU Hao being the Non-executive Directors and Mr. WONG Man Chung, Francis, Mr. WANG Tianyi, Mr. WANG Bing and Dr. TSE Cho Che, Edward being the Independent Non-executive Directors.