遠洋集團
SINO-OCEAN GROUP

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") 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 Friday, 10 December 2021 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. "**THAT**:

   (a) the sale and purchase agreement dated 13 October 2021 (the "**Sale and Purchase Agreement**") (a copy of which has been produced to the EGM marked "A" and initialed by the chairman of the EGM for the purpose of identification) entered into among among Fast Fame Capital Investment Limited (迅榮創富有限公司) and Sino-Ocean Holding Group (China) Limited (遠洋控股集團(中國)有限公司) (as sellers), Jade Fortune Global Limited (翠運環球有限公司) and 北京遠睿企業管理諮詢有限公司 (Beijing Yuanrui Enterprise Management Consulting Co., Ltd.*) (as purchasers) and 北京天江通睿置業有限公司 (Beijing Skyriver CBD Property Co., Ltd.*) (the "**Project Company**") in relation to the disposal of (i) the entire equity interests in Super Goal Development Limited (崇高發展有限公司) (which in turn holds 99.9% of the equity interests in the Project Company); and (ii) the remaining 0.1% of the equity interests in the Project Company, and the transactions contemplated under the Sale and Purchase Agreement be and are hereby approved, confirmed and ratified; and

   (b) any director of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in his/her opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder."

2. "**THAT**:

   (a) (i) the subscription agreement (the "**Subscription Agreement**") (a copy of which has been produced to the EGM marked "B" and initialed by the chairman of the EGM for the purpose of identification) between New Shine Global Limited (新耀環球有限公司) (the "**Sponsor Limited Partner**") and Brilliant Day Limited (卓日有限公司) (the "**General**

Partner") executed by the Sponsor Limited Partner on 13 October 2021 in relation to the investment in Sino-Ocean Prime Office Partners I LP (the "**Partnership**") by the Sponsor Limited Partner; and (ii) the amended and restated limited partnership agreement dated 13 October 2021 (the "**Partnership Agreement**") (a copy of which has been produced to the EGM marked "C" and initialed by the chairman of the EGM for the purpose of identification) entered into among the General Partner (for itself and acting as attorney for and on behalf of each of the limited partners of the Partnership other than Soaring City Limited (騰城有限公司), being the "**Special Limited Partner**") and the Special Limited Partner in relation to the Partnership, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any director of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in his/her opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Subscription Agreement, the Partnership Agreement and the transactions contemplated thereunder."

3. (A) To re-elect Mr. ZHAO Peng as a non-executive director of the Company and to authorise the board of directors of the Company (the "**Board**") to fix his remuneration.

(B) To re-elect Mr. CHEN Ziyang as a non-executive director of the Company and to authorise the Board to fix his remuneration.

(C) To re-elect Mr. ZHAN Zhong as a non-executive director of the Company and to authorise the Board to fix his remuneration.

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

Hong Kong, 24 November 2021

* *For identification purposes only*

Notes:

(a) The register of members of the Company will be closed from Tuesday, 7 December 2021 to Friday, 10 December 2021 (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 EGM, 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, 6 December 2021.

(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. 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 Wednesday, 8 December 2021 (Hong Kong Time)), or any adjourned meeting.

(c) In relation to the proposed ordinary resolution item 3 above, Mr. ZHAO Peng, Mr. CHEN Ziyang and Mr. ZHAN Zhong will retire from their offices as the non-executive directors of the Company and, being eligible, will offer themselves for re-election at the EGM. The re-election of these directors will be individually voted on by the shareholders of the Company. Details of the retiring directors to be re-elected were set out in Appendix IV to the circular of the Company dated 24 November 2021.

(d) As at the date of this notice, the Board comprises of three executive directors, namely, Mr. LI Ming, Mr. WANG Honghui and Mr. CUI Hongjie; five non-executive directors, namely, Ms. HUANG Xiumei, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. ZHAN Zhong; 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.