THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the Circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Orient Overseas (International) Limited, you should at once hand the Circular and the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司*

(Incorporated in Bermuda with members' limited liability) (Stock Code: 316)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND TO REPURCHASE SECURITIES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of Orient Overseas (International) Limited (the "Company") to be held on Friday, 20th May 2022 at 10:00 a.m. at Dynasty Room, 7th Floor, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong (the "AGM") is set out on pages 18 to 22 of this circular (the "Circular"). A proxy form for use by the shareholders of the Company (the "Shareholders") at the AGM is also enclosed with the Circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the AGM (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you so wish.

As part of our control measures to safeguard the health and safety of the Shareholders, the Company encourages the Shareholders to appoint the chairman of the AGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the AGM or to participate in the AGM through the online platform, instead of attending the AGM in person. Subject to the prevailing Hong Kong Government regulations, it is possible that Shareholders and/or their proxies may not be able to attend in person at the AGM. Please see pages 23 and 24 of the Circular for special arrangements and precautionary measures being taken at the AGM, which shall be subject to Hong Kong Government regulations as at the date of the AGM.

* For identification purpose only

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LETTER FROM THE BOARD



ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司*

(Incorporated in Bermuda with members' limited liability) (Stock Code: 316)

Executive Directors:

Mr. WAN Min *(Chairman)* Mr. HUANG Xiaowen *(Chief Executive Officer)* Mr. YANG Zhijian Mr. FENG Boming

Non-Executive Directors:

Mr. TUNG Lieh Cheung Andrew Mr. YAN Jun Ms. WANG Dan Mr. IP Sing Chi

Independent Non-Executive Directors:

Mr. CHOW Philip Yiu Wah Dr. CHUNG Shui Ming Timpson Mr. YANG Liang Yee Philip Ms. CHEN Ying Mr. SO Gregory Kam Leung

Principal Office:

31st Floor Harbour Centre 25 Harbour Road Wanchai Hong Kong, China

Registered Office: Clarendon House 2 Church Street Hamilton HM 11 Bermuda

14th April 2022

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND TO REPURCHASE SECURITIES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the last annual general meeting of the Company held on 21st May 2021, resolutions were passed granting the directors of the Company (the "Directors") general mandates to issue shares and to repurchase shares of the Company (the "Existing General Mandates"). Such Existing General Mandates will lapse at the conclusion of the AGM. On 17th September 2021, 23,180,000 new ordinary shares were allotted and issued by the Company under the Existing General Mandates pursuant to a placing and subscription agreement dated 9th September 2021 (details of which were set out in the announcements of the Company dated 10th September 2021 and 17th September 2021) at a price of HK\$151.00 per share. Save as disclosed above, no shares have been issued or repurchased or otherwise dealt with by the Company pursuant to the Existing General Mandates. It is proposed that at the AGM, the Directors be granted general mandates to issue and to repurchase shares of the Company.

* For identification purpose only

The purpose of the Circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the proposed general mandates to issue and to repurchase shares of the Company; and (ii) re-election of Directors.

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SECURITIES

An ordinary resolution will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with, at any time until the conclusion of the next annual general meeting following the passing of the relevant resolution, or such earlier period as stated in the ordinary resolution of the Shareholders in general meeting (the "Relevant Period"), shares of all classes in the capital of the Company and securities convertible into shares and options, warrants or similar rights to subscribe for or purchase any share in the capital of the Company or such convertible securities (the "Shares" or "Share", as the case may be) and to make, issue or grant offers, agreements, options or warrants which will or might require the exercise of such mandate either during or after the Relevant Period, up to 20% of the aggregate number of Shares in issue at the date of passing of the resolution (the "Ordinary Shares") will be issued prior to the AGM, the Directors would be authorised under the Securities Issue Mandate to issue up to a limit of 132,074,659 Ordinary Shares.

Another ordinary resolution will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase the Shares during the Relevant Period of up to a maximum of 10% of the aggregate number of Shares in issue at the date of passing of the resolution (the "Securities Repurchase Mandate").

In addition, an ordinary resolution will be proposed to authorise the extension of the Securities Issue Mandate, if passed, to increase the limit of the Securities Issue Mandate by adding to it the number of the Shares repurchased under the Securities Repurchase Mandate.

To keep in line with current corporate practice, resolutions will be proposed to renew these mandates and an explanatory statement providing information regarding the Securities Repurchase Mandate as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") is set out in Appendix I to the Circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board of Directors of the Company (the "Board") currently consists of 13 Directors, namely Mr. Wan Min (Chairman), Mr. Huang Xiaowen (Chief Executive Officer), Mr. Yang Zhijian, Mr. Feng Boming, Mr. Tung Lieh Cheung Andrew, Mr. Yan Jun, Ms. Wang Dan, Mr. Ip Sing Chi, Mr. Chow Philip Yiu Wah, Dr. Chung Shui Ming Timpson, Mr. Yang Liang Yee Philip, Ms. Chen Ying and Mr. So Gregory Kam Leung.

In accordance with bye-law 86(2) of the bye-laws the Company (the "Bye-laws"), Mr. Wan Min, appointed as a Director on 6th December 2021, will hold office until the AGM and, being eligible, will offer himself for re-election at the AGM.

In accordance with bye-laws 87(2) and 87(3) of the Bye-laws, Mr. Yang Zhijian, Mr. Feng Boming, Mr. Ip Sing Chi, Dr. Chung Shui Ming Timpson and Mr. So Gregory Kam Leung will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposed re-election of each of Mr. Wan Min, Mr. Yang Zhijian and Mr. Feng Boming as an Executive Director of the Company, Mr. Ip Sing Chi as a Non-Executive Director of the Company and each of Dr. Chung Shui Ming Timpson and Mr. So Gregory Kam Leung as an Independent Non-Executive Director of the Company were made by the Nomination Committee of the Company, after having considered the structure, size and composition of the Board and performance of the Board (including the Independent Non-Executive Directors) with reference to the board diversity policy and the nomination policy of the Company.

The Board is of the view that each of Dr. Chung Shui Ming Timpson and Mr. So Gregory Kam Leung has provided valuable contributions to the Company and has demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs supported by their own perspectives, skills and experience, as further described in their respective biographies in Appendix II to the Circular.

Each of the Independent Non-Executive Directors of the Company has confirmed that he/she has met the independence guidelines set out in rule 3.13 of the Listing Rules and that there are no factors that may affect his/her independence as an Independent Non-Executive Director of the Company. The Board believes that both Dr. Chung Shui Ming Timpson and Mr. So Gregory Kam Leung would continue to be independent and proposes their re-election as Independent Non-Executive Directors of the Company.

The Board has delegated responsibilities to the Remuneration Committee of the Company to determine the emoluments of the Executive Directors of the Company by reference to market terms, their individual skills, knowledge, experience, duties and responsibilities with the Company and its subsidiaries (the "Group") (if applicable). The Executive Directors of the Company also participate in a performance-based discretionary bonus scheme determined by reference to the performance of the Company and the individual. The emoluments of the Non-Executive Directors of the Company (including Independent Non-Executive Directors) are determined by the Board based on the recommendations of the Remuneration Committee of the Company by reference to their individual skills, knowledge, qualification, experience and responsibilities.

LETTER FROM THE BOARD

Details of the retiring Directors who have offered themselves for re-election at the AGM are set out in Appendix II to the Circular.

ANNUAL GENERAL MEETING

A notice of the AGM is set out on pages 18 to 22 of the Circular. Whether or not you intend to be present at the AGM, you are requested to complete the accompanying proxy form and return it in accordance with the instructions printed thereon and deposit the same with the Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event so as to be received not less than 48 hours before the time fixed for the AGM (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you so wish and in such event, the proxy form appointing the proxy shall be deemed to be revoked.

As part of our control measures to safeguard the health and safety of the Shareholders, the Company encourages the Shareholders to appoint the chairman of the AGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the AGM or to participate in the AGM through the online platform, instead of attending the AGM in person.

The register of members of the Company will be closed during the following periods:

- (a) from 16th May 2022 to 20th May 2022, both days inclusive, to ascertain the Shareholders entitled to attend and vote at the AGM. During this period, no transfer of Shares will be registered. To be eligible to attend and vote at the AGM, all share transfer documents must be accompanied with the relevant share certificates and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 13th May 2022; and
- (b) from 27th May 2022 to 31st May 2022, both days inclusive, to ascertain the Shareholders entitled to the proposed final and special dividends. During this period, no transfer of Shares will be registered. To qualify for the proposed final and special dividends, all share transfer documents must be accompanied with the relevant share certificates and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 26th May 2022.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the AGM will be voted by poll. The results of the poll voting will be announced by the Company after the AGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposed granting of the Securities Issue Mandate and the Securities Repurchase Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders as a whole and recommend you to vote in favour of the relevant resolutions to be proposed at the AGM. The Directors intend to vote in favour of the resolutions in respect of their shareholdings (if any) in the Company.

Yours faithfully, By Order of the Board Orient Overseas (International) Limited WAN Min Chairman

This Appendix I serves as the explanatory statement required to be sent to the Shareholders by the Listing Rules to provide requisite information to you for your consideration of the Securities Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies whose listings are on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to repurchase their securities on the Stock Exchange subject to certain restrictions, inter alia, source of funds required for any repurchase must be funded out of funds legally available for the purpose in accordance with the memorandum of association and bye-laws of the companies and the laws of the jurisdiction in which the companies are incorporated.

2. SHARE CAPITAL

The Securities Repurchase Mandate relates to the granting of a general mandate to the Directors to repurchase on the Stock Exchange the Shares representing up to 10% of the number of Shares in issue at the date of passing of the resolution granting the general mandate.

As at 8th April 2022, the latest practicable date before printing of this Circular (the "Latest Practicable Date"), the Shares in issue was comprised of 660,373,297 Ordinary Shares.

On the basis that no further Ordinary Shares will be issued prior to the AGM, the Directors would be authorised under the Securities Repurchase Mandate to repurchase the Shares up to a limit of 66,037,329 Ordinary Shares.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

It is envisaged that the funds required for any repurchase would be derived from the funds of the Company, legally available for such purposes in accordance with the Company's memorandum of association and the Bye-laws and the applicable laws of Bermuda, including capital paid up on the Shares to be repurchased, funds of the Company otherwise available for dividend or distribution or out of the proceeds of a new issue of the Shares made for purposes of the repurchase, and any premium payable on repurchase shall be provided out of funds of the Company otherwise available for dividend or distribution or sums standing to the share premium account of the Company.

5. IMPACT ON WORKING CAPITAL

The Directors do not propose to exercise the Securities Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. However, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements in the annual report of the Company for the year ended 31st December 2021) in the event that the Securities Repurchase Mandate was exercised in full at any time during the proposed repurchase period.

6. DIRECTORS' INTENTION TO SELL SHARES TO THE COMPANY

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules) have any present intention to sell any Share to the Company under the Securities Repurchase Mandate if such Securities Repurchase Mandate is approved by the Shareholders.

7. EXERCISE OF POWER IN ACCORDANCE WITH LAW

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Securities Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

8. CONSEQUENCES OF REPURCHASE UNDER THE TAKEOVERS CODE

If on the exercise of the power to repurchase the Shares pursuant to the Securities Repurchase Mandate, 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 rule 32 of the Codes on Takeovers and Mergers and Share Buy-backs (the "Takeovers Code"). As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of Shareholders interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Faulkner Global Holdings Limited ("Faulkner") is beneficially interested in approximately 71.07% of the issued Ordinary Share capital of the Company. China COSCO SHIPPING Corporation Limited, China Ocean Shipping Company Limited, COSCO SHIPPING Holdings Co., Ltd. and COSCO SHIPPING Holdings (Hong Kong) Limited, all being direct or indirect holding companies of Faulkner, are also deemed to have same interests pursuant to the Securities and Futures Ordinance.

In the event that the Securities Repurchase Mandate is exercised in full and on the basis that no further Shares are issued or repurchased prior to the AGM, the shareholding of Faulkner would be increased to approximately 78.96% of the issued Ordinary Share capital of the Company.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Securities Repurchase Mandate and have no present intention to exercise the Securities Repurchase Mandate to such extent that the public shareholding of the Company would be reduced to less than 25% of the issued Shares.

9. SHARE PURCHASES MADE BY THE COMPANY

The Company had not repurchased any of its Ordinary Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of the Circular.

10. CONNECTED PERSONS

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

11. SHARE PRICES

The highest and lowest prices at which the Ordinary Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	Ordinary Shares	
	Highest	Lowest
	HK\$	HK\$
2021		
April	153.00	104.10
May	126.10	91.35
June	173.00	105.50
July	186.00	125.10
August	200.20	141.00
September	180.50	128.00
October	146.80	111.30
November	151.00	126.50
December	192.00	146.20
2022		
January	219.60	176.50
February	220.00	189.10
March	249.00	177.00
April (up to and including the Latest Practicable Date)	223.00	188.00

The following are the particulars of the Directors proposed to be re-elected at the AGM:

1. **Mr. Wan Min**, aged 53, has been the Chairman of the Board and an Executive Director of the Company, and the chairman of the Executive Committee and the Nomination Committee of the Company since 6th December 2021. Mr. Wan graduated from Shanghai Maritime University (formerly Shanghai Maritime College) majoring in Transportation Management and Engineering. He also holds a master degree in Business Administration from Shanghai Jiao Tong University and is an engineer. Mr. Wan is currently the chairman of the board and the Party Secretary of China COSCO SHIPPING Corporation Limited ("COSCO SHIPPING"), and the chairman of the board and an executive director of COSCO SHIPPING Holdings Co., Ltd. ("COSCO SHIPPING Holdings", a company listed in both Shanghai and Hong Kong).

Mr. Wan had been the managing director and Deputy Party Secretary of COSCO SHIPPING Lines Co., Ltd. ("COSCO SHIPPING Lines", formerly COSCO Container Lines Co., Ltd.), executive vice president and Party Committee Member of China Ocean Shipping Company Limited ("China Ocean Shipping", formerly China Ocean Shipping (Group) Company), director of the board, president and Deputy Party Secretary of COSCO SHIPPING, chairman of the board and a non-executive director of COSCO SHIPPING Holdings, and chairman of the board of China Tourism Group Co., Ltd. Mr. Wan has over 30 years of experience in corporate management, and has extensive expertise in shipping and tourism business management.

Save as disclosed above, Mr. Wan (i) does not, and did not in the last three years, hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company and other members of the Group; and (iii) does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company.

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

Mr. Wan has a letter of appointment with the Company for a term of three years with effect from 6th December 2021, unless either party gives six (6) months written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Bye-laws.

Mr. Wan is not entitled to any emolument from the Company for his directorship in the Company, but the expenses incurred in connection with the discharge of his duties as an Executive Director and the Chairman of the Board of Directors of the Company, and the chairman of the Executive Committee and the Nomination Committee of the Company are borne by the Company. Mr. Wan does not have a service contract with the Company.

Saved as disclosed above, there is neither any other information relating to Mr. Wan required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

2. Mr. Yang Zhijian, aged 57, has been an Executive Director of the Company and a member of the Executive Committee, the Finance Committee, the Inside Information Committee and the Risk Committee of the Company since 18th September 2019 and a member of the Strategic Development Committee of the Company since 21st May 2021. He has been a director, the co-chief executive officer and a member of the executive committee of Orient Overseas Container Line Limited ("OOCLL"), a wholly-owned subsidiary of the Company, since 18th September 2019. Mr. Yang has been re-designated from the co-chief executive officer to the chief executive officer of OOCLL since 1st January 2020 and appointed as the chairman of the board and the executive committee of OOCLL since 28th February 2020. He is also a director of certain principal subsidiaries of the Company. Mr. Yang holds an executive master degree in Business Administration from Shanghai Maritime University and is an economist. Mr. Yang is currently the employee representative director of COSCO SHIPPING, the general manager, the executive director and the Deputy Party Secretary of COSCO SHIPPING Holdings (a company listed in both Shanghai and Hong Kong), the general manager, the chairman of the board and the Deputy Party Secretary of COSCO SHIPPING Lines and a director of Faulkner Global Holdings Limited.

Mr. Yang had been the head of ocean transportation division of Shanghai Ocean Shipping Co., Ltd., the head of corporate planning division, the deputy general manager of marketing department, the general manager of the trade service division and the general manager of the Asia-Pacific trade division of COSCO SHIPPING Lines, the deputy general manager of Hong Kong Ming Wah Shipping Co., Ltd., the general manager and the Deputy Party Secretary of Shanghai PANASIA Shipping Co., Ltd., an assistant to the general manager and the deputy general manager of COSCO SHIPPING Logistics Co., Ltd., the deputy general manager and the deputy general manager and the Deputy Party Secretary of COSCO SHIPPING Logistics Co., Ltd., the deputy general manager and the Deputy general manager and the Deputy Party Secretary of COSCO SHIPPING Bulk Co., Ltd. Mr. Yang has over 30 years of experience in the maritime industry and has extensive experience in container shipping, logistics and bulk shipping.

Save as disclosed above, Mr. Yang (i) does not, and did not in the last 3 years, hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company and other members of the Group; and (iii) does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company.

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

Mr. Yang has a letter of appointment with the Company for a term of 3 years with effect from 18th September 2019, unless either party gives six (6) months written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Bye-laws.

Mr. Yang is not entitled to any emolument from the Company for his directorship in the Company, but the expenses incurred in connection with the discharge of his duties as an Executive Director and a member of the Executive Committee, the Finance Committee, the Inside Information Committee, the Risk Committee and the Strategic Development Committee of the Company are borne by the Company. Mr. Yang does not have a service contract with the Company.

Saved as disclosed above, there is neither any other information relating to Mr. Yang required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

3. **Mr. Feng Boming**, aged 52, has been an Executive Director of the Company and a member of the Executive Committee, the Remuneration Committee, the Inside Information Committee and the Risk Committee of the Company since 18th September 2019. Mr. Feng holds a master degree in Business Administration from The University of Hong Kong and is an economist. Mr. Feng is currently the chairman of the board of directors and an executive director of COSCO SHIPPING Ports Limited ("COSCO SHIPPING Ports", a company listed in Hong Kong), an executive director of COSCO SHIPPING Holdings (a company listed in both Shanghai and Hong Kong), a non-executive director of Qingdao Port International Co., Ltd. (a company listed in both Shanghai and Hong Kong) and Piraeus Port Authority S.A. (a company listed in Athens), and a director of COSCO SHIPPING (Hong Kong) Co., Limited, COSCO SHIPPING Investment Holdings Co., Ltd. (and certain subsidiaries of COSCO SHIPPING.

Mr. Feng had been the general manager of the strategic and corporate management department of COSCO SHIPPING, the manager of the commercial section of the ministry of trade protection of COSCO SHIPPING Lines, the general manager of COSCO Container Hong Kong Mercury Co., Ltd., the general manager of the management and administration department of COSCO Holdings (Hong Kong) Limited, the general manager of COSCO International Freight (Wuhan) Co., Ltd. and COSCO Logistics (Wuhan) Co., Ltd., the supervisor of the strategic management implementation office of China Ocean Shipping and COSCO SHIPPING Holdings, a director of COSCO SHIPPING Bulk Co., Ltd., and a non-executive director of COSCO SHIPPING Holdings, COSCO SHIPPING Ports, COSCO SHIPPING Energy Transportation Co., Ltd. ("COSCO SHIPPING Energy") and COSCO SHIPPING Development Co., Ltd. ("COSCO SHIPPING Development") (both listed in both Shanghai and Hong Kong). Mr. Feng has over 20 years' experience in the shipping industry, and has extensive experience in port management and operation, enterprise strategy management, business management, container shipping and management.

Save as disclosed above, Mr. Feng (i) does not, and did not in the last three years, hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company and other members of the Group; and (iii) does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company.

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

Mr. Feng has a letter of appointment with the Company for a term of three years with effect from 18th September 2019, unless either party gives six (6) months written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Bye-laws.

Mr. Feng is not entitled to any emolument from the Company for his directorship in the Company, but the expenses incurred in connection with the discharge of his duties as an Executive Director and a member of the Executive Committee, the Remuneration Committee, the Inside Information Committee and the Risk Committee of the Company, are borne by the Company. Mr. Feng does not have a service contract with the Company.

Saved as disclosed above, there is neither any other information relating to Mr. Feng required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

4. **Mr. Ip Sing Chi**, aged 68, has been a Non-Executive Director of the Company and a member of the Risk Committee of the Company since 3rd August 2018. Mr. Ip holds a Bachelor of Arts degree from Coventry University. He is currently the group managing director of Hutchison Port Holdings Limited and the chairman of Yantian International Container Terminals Limited. He is also an executive director of Hutchison Port Holdings Management Pte. Limited (the trustee-manager of Hutchison Port Holdings Trust listed in Singapore), a non-executive director of COSCO SHIPPING Development (a company listed in both Shanghai and Hong Kong), an independent non-executive director of Piraeus Port Authority S.A. (a company listed in Athens), and a non-independent non-executive director of Westports Holdings Berhad (a company listed in Malaysia).

Mr. Ip was the founding chairman (in 2000-2001) of the Hong Kong Container Terminal Operators Association Limited, and he had been an independent non-executive director, the chairman of the remuneration and appraisal committee, a member of the strategy committee and the nomination committee of COSCO SHIPPING Energy (a company listed in both Shanghai and Hong Kong). Mr. Ip has over 40 years of experience in the maritime industry.

Save as disclosed above, Mr. Ip (i) does not, and did not in the last three years, hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company and other members of the Group; and (iii) does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company.

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

Mr. Ip has a letter of appointment with the Company, for a term of three years with effect from 3rd August 2021, unless either party gives six (6) months written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Bye-laws.

Mr. Ip's emolument was recommended by the Remuneration Committee of the Company with reference to his skills, knowledge, qualification, experience and responsibilities and was approved by the Board, and is subject to annual review by the Remuneration Committee and approval of the Board pursuant to the power granted by the Shareholders at the annual general meetings. As a Non-Executive Director and a member of the Risk Committee of the Company, Mr. Ip received director's emoluments in the total amount of HK\$450,000 for the financial year ended 31st December 2021. Mr. Ip does not have a service contract with the Company.

Saved as disclosed above, there is neither any other information relating to Mr. Ip required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

5. **Dr. Chung Shui Ming Timpson**, *GBS, JP*, aged 70, has been an Independent Non-Executive Director of the Company, the chairman of the Finance Committee and a member of the Audit Committee and the Nomination Committee of the Company since 3rd August 2018 and a member of the Strategic Development Committee of the Company since 21st May 2021. Dr. Chung holds a Bachelor of Science degree from the University of Hong Kong, a master degree in Business Administration from the Chinese University of Hong Kong and a honorary doctoral degree in Social Sciences from the City University of Hong Kong. He is a fellow member of The Hong Kong Institute of Certified Public Accountants.

Dr. Chung is currently an independent non-executive director of China Everbright Limited, China Overseas Grand Oceans Group Limited, China Unicom (Hong Kong) Limited, Miramar Hotel and Investment Company, Limited (all companies are listed in Hong Kong); and China Railway Group Limited and Postal Savings Bank of China Co., Ltd. (companies listed in both Shanghai and Hong Kong); and an external director of COSCO SHIPPING.

Dr. Chung had been an audit supervisor I of Coopers & Lybrand, an independent non-executive director of China Construction Bank Corporation (a company listed in both Shanghai and Hong Kong), an independent director of China State Construction Engineering Corporation Limited (a company listed in Shanghai), an independent non-executive director of Glorious Sun Enterprises Limited and Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited (both listed in Hong Kong), the chairman of China business of Jardine Fleming Holdings Limited and the deputy chief executive officer of BOC International Limited.

Dr. Chung is currently a member of the 13th National Committee of the Chinese People's Political Consultative Conference and a pro-chancellor of the City University of Hong Kong. He had also served many public organisations, including the chairman of the Council of the City University of Hong Kong, the chairman of the Hong Kong Housing Society and a member of the Executive Council of the Hong Kong Special Administrative Region.

Save as disclosed above, Dr. Chung (i) does not, and did not in the last three years, hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company and other members of the Group; and (iii) does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company.

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

Dr. Chung has a letter of appointment with the Company, for a term of three years with effect from 3rd August 2021, unless either party gives six (6) months written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Bye-laws.

Dr. Chung's emolument was recommended by the Remuneration Committee of the Company with reference to his skills, knowledge, qualification, experience and responsibilities and was approved by the Board, and is subject to annual review by the Remuneration Committee and approval of the Board pursuant to the power granted by the Shareholders at the annual general meetings. As an Independent Non-Executive Director, the Chairman of the Finance Committee and a member of the Audit Committee, the Nomination Committee and the Strategic Development Committee of the Company, Dr. Chung received director's emoluments in the total amount of HK\$800,000 for the financial year ended 31st December 2021. Dr. Chung does not have a service contract with the Company.

Saved as disclosed above, there is neither any other information relating to Dr. Chung required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

Mr. So Gregory Kam Leung, GBS, JP, aged 63, has been an Independent Non-Executive 6. Director and a member of the Audit Committee of the Company since 17th May 2019, and a member of the Strategic Development Committee of the Company since 21st May 2021. Mr. So holds a Bachelor of Arts degree in Economics from Carleton University, Canada and a bachelor degree in Law and a master degree in Business Administration from the University of Ottawa, Canada. Mr. So has been a member of the Law Society of Alberta, Canada since June 1985, a member of the Law Society of Upper Canada in November 1988, a member of the Law Society (England and Wales) in January 1989 and a member of the Hong Kong Law Society in March 1989. Since 1984, Mr. So provided legal services in Canada. He continued his legal practice upon returning to Hong Kong in 1989 and has over 25 years of practice experience as a lawyer. Mr. So is currently an independent non-executive director of China Overseas Property Holdings Limited (a company listed in Hong Kong), Investcorp Holdings B.S.C. (a company until 12th July 2021 was listed in Bahrain), Blue Insurance Limited (formerly known as Aviva Life Insurance Company Limited) and Shui On Xintiandi Limited, a consultant in So, Lung and Associates, Solicitors and an advisor of Superland Group Holdings Limited (a company listed in Hong Kong).

Mr. So was appointed as the Undersecretary for the Commerce and Economic Development of the third term Government of the Hong Kong Special Administrative Region on 1st June 2008, the Secretary for the Commerce and Economic Development on 28th June 2011 and was again appointed as the Secretary for the Commerce and Economic Development of the fourth term Government of the Hong Kong Special Administrative Region on 1st July 2012 until 30th June 2017. The Commerce and Economic Development Bureau is responsible for various policy matters including Hong Kong's external commercial relations, inward investment promotion, intellectual property protection, industry and business support, tourism, consumer protection, competition, information technology, telecommunications, broadcasting, development of innovation and technology (until November 2015), and film and creative industries related issues. Mr. So had been the vice-chairman of the Democratic Alliance for the Betterment and Progress of Hong Kong, a board member of Hong Kong Hospital Authority, a council member of Lingnan University, a member of Commission on Strategic Development and a member of the District Council of Wong Tai Sin District.

Save as disclosed above, Mr. So (i) does not, and did not in the last three years, hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company and other members of the Group; and (iii) does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company.

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

Mr. So has a letter of appointment with the Company, for a term of three years with effect from 17th May 2019, and it will be renewed for next term of three years commencing on 17th May 2022, unless either party gives six (6) months written notice to the other to terminate the letter of appointment before expiry of the term, and is subject to retirement by rotation in accordance with the Bye-laws.

Mr. So's emolument was recommended by the Remuneration Committee of the Company with reference to his skills, knowledge, qualification, experience and responsibilities and was approved by the Board, and is subject to annual review by the Remuneration Committee and approval of the Board pursuant to the power granted by the Shareholders at the annual general meetings. As an Independent Non-Executive Director and a member of the Audit Committee, the Independent Board Committee and the Strategic Development Committee of the Company, Mr. So received director's emoluments in the total amount of HK\$700,000 for the financial year ended 31st December 2021. Mr. So does not have a service contract with the Company.

Saved as disclosed above, there is neither any other information relating to Mr. So required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.



ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司*

(Incorporated in Bermuda with members' limited liability) (Stock Code: 316)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of ORIENT OVERSEAS (INTERNATIONAL) LIMITED (the "Company") will be held on Friday, 20th May 2022 at 10:00 a.m. at Dynasty Room, 7th Floor, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong (the "AGM") to transact the following business:

- 1. To consider and adopt the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31st December 2021.
- 2. (a) To declare a final dividend for the year ended 31st December 2021.
 - (b) To declare a special dividend for the year ended 31st December 2021.
- 3. (a) To re-elect Mr. WAN Min as Director.
 - (b) To re-elect Mr. YANG Zhijian as Director.
 - (c) To re-elect Mr. FENG Boming as Director.
 - (d) To re-elect Mr. IP Sing Chi as Director.
 - (e) To re-elect Dr. CHUNG Shui Ming Timpson as Director.
 - (f) To re-elect Mr. SO Gregory Kam Leung as Director.
- 4. To authorise the Board of Directors to fix the Directors' remuneration.
- 5. To re-appoint Messrs. PricewaterhouseCoopers as Auditor and to authorise the Directors to fix their remuneration.

^{*} For identification purpose only

6. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (a) **"THAT** a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and otherwise deal with the Shares (as hereinafter defined) or additional Shares and to make, issue or grant offers, agreements, options or warrants which will or might require the exercise of such mandate either during or after the Relevant Period, otherwise than pursuant to a rights issue, bonus issue, issue of scrip dividends or the exercise of rights of subscription or conversion under the terms of any share, bond, warrant or other securities carrying a right to subscribe for or purchase shares of the Company issued by the Company or a subsidiary or whose issue is authorised on or prior to the date this resolution is passed, not exceeding 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution."
- (b) "THAT a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to purchase the Shares (as hereinafter defined), provided however that the aggregate number of such shares, or (as the case may be) conversion, subscription or purchase rights attaching to the respective securities, to be purchased shall not exceed 10% of the aggregate number of such Shares, or (as the case may be) conversion, subscription or purchase rights attaching to those securities, in issue as at the date of the passing of this resolution."

For the purposes of resolutions 6(a) and 6(b):

"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 Bermuda laws or the Bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"Shares" means shares of all classes in the capital of the Company and securities convertible into shares and options, warrants or similar rights to subscribe for or purchase any share or such convertible securities.

(c) "THAT the general mandate granted to the Directors to allot Shares pursuant to the resolution set out in item 6(a) of the notice of this meeting be and is hereby extended by the addition thereto of such number representing the aggregate number of Shares purchased, or that number of Shares which would fall to be subscribed or purchased pursuant to the conversion, subscription or purchase rights attaching to any other securities purchased, by the Company pursuant to the authority granted by the resolution set out in item 6(b) of the notice of this meeting, provided that such number shall not exceed 10% of the aggregate number of Shares, or (as the case may be) conversion, subscription or purchase rights attaching to those securities, in issue as at the date of the passing of this resolution."

> By Order of the Board Orient Overseas (International) Limited XIAO Junguang Company Secretary

Hong Kong, 14th April 2022

Notes:

- Any shareholder of the Company entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint a proxy or proxies to attend and vote on his/her behalf in accordance with the Bye-laws of the Company. A proxy need not be a shareholder of the Company.
- (ii) Where there are joint registered holders of any share, any one of such persons may vote at the AGM (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders shall be present at the AGM personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) The proxy form must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (iv) The register of members of the Company will be closed during the following periods:
 - (a) from 16th May 2022 to 20th May 2022, both days inclusive, to ascertain the Shareholders entitled to attend and vote at the AGM. During this period, no transfer of Shares will be registered. To be eligible to attend and vote at the AGM, all share transfer documents must be accompanied with the relevant share certificates and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 13th May 2022; and
 - (b) from 27th May 2022 to 31st May 2022, both days inclusive, to ascertain the Shareholders entitled to the proposed final and special dividends. During this period, no transfer of Shares will be registered. To qualify for the proposed final and special dividends, all share transfer documents must be accompanied with the relevant share certificates and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 26th May 2022.
- (v) With regard to the ordinary resolutions in item 3 of this notice, Mr. WAN Min, Mr. YANG Zhijian, Mr. FENG Boming, Mr. IP Sing Chi, Dr. CHUNG Shui Ming Timpson and Mr. SO Gregory Kam Leung will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM. Details of the above retiring Directors seeking re-election are set out in Appendix II to the Circular dated 14th April 2022 (the "Circular").
- (vi) An explanatory statement containing information regarding the ordinary resolution in item 6(b) of this notice is set out in Appendix I to the Circular.

(vii) If a typhoon signal No.8 (or above) is hoisted or extreme conditions and/or a black rainstorm warning signal are in force at any time between 6:00 a.m. and 10:00 a.m. on the date of the AGM, the AGM may be adjourned to a later date and/or time as determined by the Company.

The Company will publish an announcement on the websites of both the Stock Exchange (http://www.hkex.com.hk) and the Company (https://www.ooilgroup.com) to notify the shareholders that the AGM has been adjourned (however, a failure to publish such a notice shall not affect the adjournment of such meeting). Shareholders may also contact the Branch Share Registrar (telephone: 852 2862 8555) for enquiries.

The Company will publish a further announcement on the websites of the Stock Exchange and the Company to notify the shareholders of the date, time and location of the adjourned AGM.

Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.

- (viii) In the event of any regulation imposed by the Hong Kong Government due to COVID-19 requiring change of the date or venue of the AGM, the shareholders of the Company will be notified of the revised arrangements in the same manner as provided in note (vii) above.
- (ix) If any shareholder of the Company has any particular access request or special needs for participating in the AGM, please contact the Branch Share Registrar (telephone: 852 2862 8555) on or before 18th May 2022.
- (x) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING

The health of the shareholders, staff and stakeholders of the Company is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the AGM will be a hybrid meeting. Shareholders can attend the AGM in person or through the online platform. The Company will implement the following at the AGM as part of the control measures to safeguard the health and safety of our attending shareholders, staff and stakeholders of the Company:

Physical attendance

- (i) compulsory body temperature checks will be conducted for every attending shareholder, proxy or other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius or who has any flu-like symptoms or is otherwise apparently unwell will be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) each attendee must scan the "LeaveHomeSafe" venue QR code and comply with the requirements of the Vaccine Pass Direction (defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong)) prior to entry into the AGM venue;
- (iii) each attendee would be required to wear a surgical face mask throughout the AGM and inside the AGM venue;
- (iv) any person who does not comply with the precautionary measures to be taken at the AGM, or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the AGM venue or be required to leave the AGM venue;
- (v) seating at the AGM venue will be arranged so as to allow for appropriate social distancing in accordance with prevailing requirements or guidelines published by the Hong Kong Government on the AGM date. Accordingly, for compliance reason, there will be limited capacity for shareholders to attend AGM; and
- (vi) no refreshments and beverages will be served.

The Company would like to remind all attending shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. The Company encourages the shareholders to appoint the chairman of the AGM as their proxy to vote as instructed by the shareholders on the relevant resolutions at the AGM or to participate in the AGM through the online platform, instead of attending the AGM in person.

SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING

If any shareholder not attending the AGM in person nor through the online platform has any question about the resolutions proposed to be passed at the AGM or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to the Company's principal office at 31st Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong, China (Attention: Company Secretary) or to the Company's email at ooil@computershare.com.hk.

Online attendance

Shareholders can attend and vote at the AGM through an online platform. By logging in the dedicated online platform with a smart phone, tablet or computer with access to the internet, shareholders participate in the AGM through the live video broadcast, cast vote in real-time and submit questions. Details of the dedicated online platform and the login details are set out in the Company's notification letter and user guide sent together with the Circular.

Non-registered shareholders whose shares in the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or HKSCC Nominees Limited (together, the "Intermediary") may be able to attend the AGM, vote and submit questions online. In this regard, you should consult directly with your Intermediary for the necessary arrangements.

As at the date of this Notice of AGM, conduct of physical general meetings of companies are not permitted pursuant to the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Cap. 599F of the Laws of Hong Kong). In the event that the ban on physical general meetings is still in force on the AGM date, or any regulation imposed by the Hong Kong Government due to COVID-19 requiring change of the date or venue of the AGM, the shareholders will be notified of the revised arrangements in the same manner as provided in note (vii) in the Notice of AGM.

If any shareholder has any question relating to the AGM, please contact the Branch Share Registrar as follows:

Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong Enquiries: http://www.computershare.com/hk/contact Tel: 852 2862 8555 Fax: 852 2865 0990