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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sino-Ocean Group Holding Limited**, you should at once hand this circular to the purchaser or other transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND BUY BACK SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Sino-Ocean Group Holding Limited to be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Thursday, 25 May 2023 at 9:30 a.m. is set out on pages 19 to 22 of this circular.

A form of proxy for use at the AGM is enclosed to this circular and is also published on the websites of the Company (www.sinooceangroup.com) and the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM, or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Thursday, 25 May 2023 at 9:30 a.m. or any adjournment thereof;
“AGM Date”	Thursday, 25 May 2023;
“AGM Notice”	the notice of the AGM which is set out on pages 19 to 22 of this circular;
“Articles of Association”	the articles of association of the Company, as amended and adopted from time to time;
“Board”	the board of Directors;
“Buy-back Mandate”	the general mandate to buy back Shares proposed to be granted to the Directors as described in the ordinary resolution item 4(B) in the AGM Notice;
“Buy-back Resolution”	the ordinary resolution item 4(B) as set out in the AGM Notice in respect of the grant of the Buy-back Mandate;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	Sino-Ocean Group Holding Limited (遠洋集團控股有限公司), a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03377);
“China Life Group”	China Life Insurance (Group) Company (中國人壽保險(集團)公司), a company established under the laws of the PRC, being the controlling shareholder of China Life Insurance which in turn is a substantial shareholder of the Company;
“China Life Insurance”	China Life Insurance Company Limited (中國人壽保險股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC and listed on the Stock Exchange (Stock Code: 02628) and the Shanghai Stock Exchange (Stock Code: 610628) respectively, being a substantial shareholder of the Company holding 2,253,459,151 Shares, representing 29.59% of the total issued Shares as at the Latest Practicable Date;

DEFINITIONS

“Dajia Insurance Group”	Dajia Insurance Group Co., Ltd.* (大家保險集團有限責任公司), a company established under the laws of the PRC, being the controlling shareholder of Dajia Life Insurance which in turn is a substantial shareholder of the Company;
“Dajia Life Insurance”	Dajia Life Insurance Co., Ltd.* (大家人壽保險股份有限公司), a company established under the laws of the PRC, being a substantial shareholder of the Company holding 2,252,646,115 Shares, representing 29.58% of the total issued Shares as at the Latest Practicable Date;
“Director(s)”	the director(s) of the Company;
“Financial Street Holdings”	Financial Street Holdings Co., Ltd., a company established under the laws of the PRC and listed on the Shenzhen Stock Exchange (Stock Code: 000402);
“Group”	the Company and its subsidiaries;
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general mandate to allot, issue and otherwise deal with Shares proposed to be granted to the Directors as described in the ordinary resolution item 4(A) in the AGM Notice;
“Latest Practicable Date”	11 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shanghai Stock Exchange”	The Shanghai Stock Exchange;
“Share(s)”	ordinary share(s) of the Company with no nominal value;

DEFINITIONS

“Shareholder(s)”	holder(s) of Shares;
“Shenzhen Stock Exchange”	The Shenzhen Stock Exchange;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Strategic and Investment Committee”	the strategic and investment committee of the Company;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Future Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent

* *For identification purposes only*

LETTER FROM THE BOARD



Executive Directors:

Mr. LI Ming (*Chairman and Chief Executive Officer*)
Mr. WANG Honghui
Mr. CUI Hongjie

Non-executive Directors:

Ms. HUANG Xiumei
Mr. ZHAO Peng
Mr. HOU Jun
Mr. CHEN Ziyang
Mr. ZHAN Zhong

Independent non-executive Directors:

Mr. HAN Xiaojing
Mr. SUEN Man Tak
Mr. JIN Qingjun
Ms. LAM Sin Lai Judy
Mr. LYU Hongbin

Registered office:

Suite 601, One Pacific Place
88 Queensway
Hong Kong

Principal place of business:

31–33 Floor, Tower A
Ocean International Center
56 Dongsihuanzhonglu
Chaoyang District, Beijing
PRC

Hong Kong, 18 April 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND BUY BACK SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

- (a) grant to the Directors the Issue Mandate to allot, issue and otherwise deal with Shares as set out in the AGM Notice as ordinary resolution item 4(A) (and the extension thereto as described in the ordinary resolution item 4(C));

Sino-Ocean Group Holding Limited

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

Stock Code : 03377

LETTER FROM THE BOARD

- (b) grant to the Directors the Buy-back Mandate to buy back Shares as set out in the AGM Notice as ordinary resolution item 4(B); and
- (c) re-election of the retiring Directors.

ISSUE MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 20 May 2022, general mandates were granted to the Directors to exercise all powers of the Company, *inter alia*, (i) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at 20 May 2022 and the number of Shares (up to a maximum of 10% of the then issued Shares) bought back by the Company, and (ii) to buy back Shares not exceeding 10% of the total number of Shares in issue as at 20 May 2022.

These general mandates will expire at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to grant the Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), and to extend the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy-back Mandate, as set out as ordinary resolution items 4(A) and 4(C), respectively, in the AGM Notice. As at the Latest Practicable Date, the total number of Shares in issue was 7,616,095,657. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the AGM Date, the Company would be allowed under the Issue Mandate to issue a maximum of 1,523,219,131 Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

An ordinary resolution will also be proposed at the AGM to grant the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back, at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated therein, Shares up to a maximum of 10% of the total number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), as set out as the ordinary resolution item 4(B) in the AGM Notice. An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Buy-back Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. LI Ming, Mr. WANG Honghui and Mr. CUI Hongjie are the executive Directors; Ms. HUANG Xiumei, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. ZHAN Zhong are the non-executive Directors; and Mr. HAN Xiaojing, Mr. SUEN Man Tak, Mr. JIN Qingjun, Ms. LAM Sin Lai Judy and Mr. LYU Hongbin are the independent non-executive Directors.

In accordance with Articles 102 and 103 of the Articles of Association, Mr. LI Ming, Mr. CUI Hongjie, Mr. ZHAO Peng, Mr. HOU Jun and Mr. CHEN Ziyang shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

In accordance with Article 107 of the Articles of Association, Mr. LYU Hongbin, being appointed by the Board to fill a vacancy, shall also retire and, being eligible, will offer himself for re-election at the AGM.

The nominations of the Directors were made in accordance with the nomination policy of the Company and the diversity aspects (including but not limited to gender, age, nationality, cultural and educational background, professional experience, skills, knowledge and/or length of service), as set out under the Board diversity policy of the Company. The Nomination Committee, having reviewed, among others, the structure, composition of the Board and the requirements of the Listing Rules, nominated Mr. LI Ming, Mr. CUI Hongjie, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. LYU Hongbin to the Board for it to recommend to the Shareholders for re-election as Directors at the AGM. The Nomination Committee and the Board have also taken into account their respective contributions to the Board and/or Board committees, and their commitments to their roles. The Nomination Committee also reviewed the current Board succession planning and believed that the existing composition of the Board, including the retiring and re-election of the relevant Directors, is in the best interests of the Company and the Shareholders.

Mr. LYU Hongbin was appointed as an independent non-executive Director by the Board with effect from 31 March 2023 to fill the vacancy from the resignation of Mr. WANG Zhifeng as an independent non-executive Director. In searching for appropriate independent non-executive Director candidates, the Company would consider approaching recruitment agencies, obtaining referrals from business acquaintances and peer industry circles, or through recruitment advertisement or personal network pursuant to the nomination policy of the Company. In arriving at the decision to nominate Mr. LYU Hongbin for appointment as an independent non-executive Director, the Nomination Committee has (i) considered the structure, size and skill mix of the Board; (ii) taken measures to identify potential candidates who possess the real estate experience and competence commensurate; and (iii) considered the independence criteria of an independent non-executive Director under Rule 3.13 of the Listing Rules. The Company has received a confirmation from Mr. LYU Hongbin in respect of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. LYU Hongbin has extensive experiences in the real estate and financial industries and has directorship experience on public companies, and such experiences allow him to provide meaningful and objective opinion and independent guidance to the Company, as well as to contribute to the Board diversity of the Company. As such, the Nomination Committee considered that Mr. LYU Hongbin was a suitable candidate. The Board also believes that he will make significant contribution to the Company with his valuable professional knowledge and extensive experience.

Given the extensive knowledge and experience of each of Mr. LI Ming, Mr. CUI Hongjie, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. LYU Hongbin, the Nomination Committee and the Board believe that their re-elections as Directors are in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect each of Mr. LI Ming, Mr. CUI Hongjie, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. LYU Hongbin as a Director. Separate resolutions will be proposed for their re-elections at the AGM.

LETTER FROM THE BOARD

Details of the retiring Directors proposed to be re-elected at the AGM that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

BOOK CLOSURE FOR AGM ATTENDANCE

In order to ascertain the right to attend the AGM, the register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023 (both days inclusive) during which period no transfer of Shares will be registered.

Shareholders are reminded that in order to be entitled to attend and vote at the AGM, 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 Friday, 19 May 2023.

THE AGM

A notice convening the AGM to be held on Thursday, 25 May 2023 at 9:30 a.m. at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC is set out on pages 19 to 22 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use at the AGM is enclosed to this circular and published on the websites of the Company and the Stock Exchange. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

In the case of an equality of votes on a poll, the chairman of the meeting shall, subject to the Articles of Association, be entitled to casting vote in addition to any other vote he may have.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting under the Listing Rules on the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposals for grant of the Issue Mandate (and the extension thereto as described in ordinary resolution item 4(C) set out in the AGM Notice contained in this circular) and the Buy-back Mandate and the re-election of the retiring Directors are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

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

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to you to enable you to make an informed decision as to whether to vote for or against the Buy-back Resolution.

SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 7,616,095,657.

Subject to the passing of the Buy-back Resolution at the AGM and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the AGM Date, exercise in full of the Buy-back Mandate could accordingly result in up to 761,609,565 Shares, representing 10% of the total number of Shares in issue (subject to adjustment in the case of subdivision and consolidation of Shares), being bought back by the Company during the period from the AGM Date up to (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required by applicable laws or the Articles of Association to be held, or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying the Buy-back Mandate, whichever occurs first.

REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it is appropriate to buy back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

FUNDING OF BUY-BACK

In buy-back of any Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of Hong Kong (including the Companies Ordinance) and the Listing Rules. Share buy-backs pursuant to the Buy-back Mandate will be made out of funds legally permitted to be utilised in this connection, including the funds from the distribution profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 December 2022, the date to which the most recent published audited accounts of the Company were made up) in the event that buy-backs of Shares under the Buy-back Mandate were to be carried out in full during the period of the Buy-back Mandate. The Directors do not propose to exercise the Buy-back Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date, and for the period from 1 April 2023 up to the Latest Practicable Date, were as follows:

Month	Prices	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2022		
April	1.83	1.48
May	1.61	1.37
June	1.41	1.25
July	1.37	1.26
August	1.27	1.14
September	1.18	0.76
October	0.89	0.51
November	1.04	0.49
December	1.22	0.92
2023		
January	1.25	1.05
February	1.22	0.99
March	1.14	0.83
1 to 11 April (i.e. the Latest Practicable Date)	0.92	0.78

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company under the Buy-back Mandate.

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

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Resolution passed by the Shareholders and in accordance with the Listing Rules and the applicable laws of Hong Kong.

SHARE BUY-BACK BY THE COMPANY

No Shares had been brought back by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

TAKEOVERS CODE

If as a result of buy-back(s) of Shares by the Company, 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 the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of his/her or their interest, 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, (i) China Life Group, through China Life Insurance, indirectly held 2,253,459,151 Shares, representing approximately 29.59% of the total number of Shares in issue, and (ii) Dajia Insurance Group, through Dajia Life Insurance, indirectly held 2,252,646,115 Shares, representing approximately 29.58% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the shareholding of China Life Group and Dajia Insurance Group would be increased to approximately 32.88% and 32.86% of the total number of Shares in issue (subject to adjustment in the case of any subdivision and consolidation of Shares), respectively. Such increase in the shareholding of China Life Group and Dajia Insurance Group may give rise to an obligation on both of China Life Group and Dajia Insurance Group to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

However, the Directors currently have no intention to buy back Shares which would trigger a mandatory offer obligation on the part of above persons. Save as disclosed aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs to be made under the Buy-back Mandate.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

The following sets out the biographical details of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles of Association:

Executive Directors

Mr. LI Ming

Mr. LI Ming (“**Mr. Li**”), aged 59, is the Chairman of the Board, an executive Director, the Chief Executive Officer, chairman of the Nomination Committee and chairman of the Strategic and Investment Committee of the Company. Mr. Li joined the Company as a general manager in July 1997 and became the Chief Executive Officer in August 2006 and has been serving as the Chairman of the Board since March 2010. He is also a director of certain subsidiaries and joint ventures of the Company. Mr. Li was a non-executive director, honorary chairman of the board and chairman of the nomination committee of Gemini Investments (Holdings) Limited, a company listed on the Stock Exchange. Mr. Li has extensive experience in corporate governance, property development and investment and management of listed companies. Mr. Li graduated from Jilin University of Technology (now known as “Jilin University”) and obtained a bachelor’s degree of Engineering in 1985, graduated from the Graduate School of Chinese Academy of Social Sciences in 1996, and graduated from China Europe International Business School and obtained a master’s degree in Business Administration in 1998. Mr. Li is currently a member of the 6th Election Committee in Hong Kong Special Administrative Region, the honorary vice-president of the China Real Estate Association, a Chartered Builder of The Chartered Institute of Building, United Kingdom and also a senior engineer. Mr. Li was a member of the 13th National Committee of the Chinese People’s Political Consultative Conference, a member of each of the 10th and 11th Beijing Municipal Committees of the Chinese People’s Political Consultative Conference and deputy to the 13th, 14th and 15th People’s Congress of Chaoyang District of Beijing. He was an advisory expert of the Ministry of Housing and Urban-Rural Development at real estate market regulation.

As at the Latest Practicable Date, Mr. Li was beneficially interested in 65,445,000 Shares and share options to subscribe for 25,000,000 Shares and 50,000,000 Shares at an exercise price of HKD3.96 and HKD3.37 per Share, respectively under the share option schemes of the Company. Mr. Li is a founder of a discretionary trust which held 127,951,178 Shares. Mr. Li, his spouse and his son are the beneficiaries of a discretionary trust which held 14,914,200 Shares.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

There is currently no service contract signed between the Company and Mr. Li for services as a Director. However, Mr. Li has entered into an executive service contract with the Company with no fixed period of service length. The appointment of Mr. Li as an executive Director has no specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Li is currently entitled to a remuneration comprising an annual salary of RMB5,306,250 with reference to his performance, duties and responsibilities undertaken in the Company and the prevailing market conditions. He is also entitled to a discretionary bonus to be determined by the Remuneration Committee having regard to the operating results of the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) did not have any other relationship with any Directors, senior management of the Company or substantial Shareholder or controlling Shareholders; (ii) did not have any interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. CUI Hongjie

Mr. CUI Hongjie (“**Mr. Cui**”), aged 50, is an executive Director, the Executive President and also the general manager of the product construction centre of the Company. Mr. Cui joined the Company in August 1996 and had served as general manager of costing and engineering department, general manager of technology and cost department, assistant to the Chief Executive Officer and vice president of the Company. Mr. Cui is the joint chairman, a non-executive director and a member of each of the audit committee and nomination committee of Sino-Ocean Service Holding Limited, a non-wholly owned subsidiary of the Company and a company listed on the Stock Exchange. He is also a director of certain subsidiaries of the Company. Mr. Cui has extensive experience in operation and development of real estate, product creation and management. Mr. Cui graduated from Beijing University of Technology and obtained a bachelor’s degree in Engineering in 1996, graduated from Beijing University of Technology and obtained a master’s degree in Engineering in 2001, and graduated from China Europe International Business School and obtained a master’s degree in Business Administration in 2022. Mr. Cui is a member of the Royal Institution of Chartered Surveyors, a national registered first-class constructor and a senior engineer.

As at the Latest Practicable Date, Mr. Cui was beneficially interested in 369,571 Shares.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

There is currently no service contract signed between the Company and Mr. Cui for services as a Director. However, Mr. Cui has entered into an executive service contract with the Company with no fixed period of service length. The appointment of Mr. Cui as an executive Director has no specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Cui is currently entitled to a remuneration comprising an annual salary of RMB2,001,250 with reference to his performance, duties and responsibilities undertaken in the Company and the prevailing market conditions. He is also entitled to a discretionary bonus to be determined by the Remuneration Committee having regard to the operating results of the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cui (i) did not have any other relationship with any Directors, senior management of the Company or substantial Shareholder or controlling Shareholders; (ii) did not have any interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Cui has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Non-executive Directors

Mr. ZHAO Peng

Mr. ZHAO Peng (“**Mr. Zhao**”), aged 49, is a non-executive Director and a member of the Audit Committee of the Company. Mr. Zhao joined the Board in July 2021. Mr. Zhao is currently an assistant general manager and board secretary of Dajia Insurance Group and a director of Dajia Life Insurance. Mr. Zhao is currently a non-executive director of China Minsheng Banking Corp., Ltd., a company listed on the Stock Exchange and the Shanghai Stock Exchange and a vice chairman of Financial Street Holdings, a company listed on the Shenzhen Stock Exchange. Mr. Zhao was a director of Beijing Tongrentang Co., Ltd., a company listed on the Shanghai Stock Exchange. Mr. Zhao has extensive experience in insurance, banking and legal. Mr. Zhao had previously served as a deputy division director and the division director of the Development and Reform Department of the former China Insurance Regulatory Commission, as well as a member of the team designated by the China Banking and Insurance Regulatory Commission to take over Anbang Insurance Group. Mr. Zhao graduated from China University of Political Science and Law and obtained his doctorate in Economic Law in 2014. Mr. Zhao is an economist. Mr. Zhao is nominated by Dajia Life Insurance, a substantial Shareholder.

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

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

Pursuant to his letter of appointment, Mr. Zhao is appointed for a term of one year commencing from 20 May 2022 to the date of the annual general meeting to be held in 2023 (both days inclusive) subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhao is currently entitled to receive a Director's fee of HKD460,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience, qualifications, duties and responsibilities undertaken in the Company and the prevailing market conditions. Mr. Zhao has agreed not to receive the Director's fee of HKD460,000 for the financial year of 2022.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhao (i) did not have any other relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders; (ii) did not have any interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Zhao has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. HOU Jun

Mr. HOU Jun (“**Mr. Hou**”), aged 45, is a non-executive Director and a member of the Strategic and Investment Committee of the Company. Mr. Hou joined the Board in April 2020. Mr. Hou is currently the deputy general manager of the investment management department of China Life Group. Mr. Hou had served in various departments of China Life Group including finance department, asset management department and investment management department. Mr. Hou is currently a non-executive director of Town Health International Medical Group Limited, a company listed on the Stock Exchange. Mr. Hou graduated from Shanxi University of Finance and Economics in July 2000, majoring in Investment Economics with a bachelor's degree in Economics, and graduated from Central University of Finance and Economics in June 2004, majoring in Finance with a master's degree in Economics. Mr. Hou is nominated by China Life Insurance, a substantial Shareholder.

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

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

Pursuant to his letter of appointment, Mr. Hou is appointed for a term of one year commencing from 20 May 2022 to the date of the annual general meeting to be held in 2023 (both days inclusive) subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Hou is currently entitled to receive a Director's fee of HKD460,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience, qualifications, duties and responsibilities undertaken in the Company and the prevailing market conditions. Mr. Hou has agreed not to receive the Director's fee of HKD460,000 for the financial year of 2022.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hou (i) did not have any other relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders; (ii) did not have any interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Hou has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHEN Ziyang

Mr. CHEN Ziyang (“**Mr. Chen**”), aged 46, is a non-executive Director and a member of the Strategic and Investment Committee of the Company. Mr. Chen joined the Board in July 2021. Mr. Chen is currently chief investment officer and general manager of the investment management department of Dajia Insurance Group. He is also an expert consultant of the Expert Consultation Committee on Solvency Regulation under the China Banking and Insurance Regulatory Commission, an expert on the Core Talent Experts' Team for Assets and Liabilities Management under the Insurance Association of China and a member of the Assets and Liabilities Management Specialist Committee under the Insurance Asset Management Association of China. He has extensive experience in investment management and the management of assets and liabilities. Mr. Chen had previously served as the general manager of the Research and Allocation Department, general manager of the Accounts and Entrusted Management Department, deputy general manager of the Asset Allocation Department and deputy general manager of the Asset Management Department under the Asset Management Centre of China Pacific Life Insurance Co., Ltd.* (中國太平洋人壽保險股份有限公司). Mr. Chen graduated from Shanghai University of Finance and Economics and obtained a master's degree in Finance in 2003. Mr. Chen is a CFA charterholder. Mr. Chen is nominated by Dajia Life Insurance, a substantial Shareholder.

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

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

Pursuant to his letter of appointment, Mr. Chen is appointed for a term of one year commencing from 20 May 2022 to the date of the annual general meeting to be held in 2023 (both days inclusive) subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Chen is currently entitled to receive a Director's fee of HKD460,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience, qualifications, duties and responsibilities undertaken in the Company and the prevailing market conditions. Mr. Chen has agreed not to receive the Director's fee of HKD460,000 for the financial year of 2022.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) did not have any other relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders; (ii) did not have any interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Chen has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Independent non-executive Director

Mr. LYU Hongbin

Mr. LYU Hongbin (“**Mr. Lyu**”), aged 48, is an independent non-executive Director and a member of each of the Audit Committee and the Remuneration Committee of the Company. Mr. Lyu joined the Board in March 2023. Mr. Lyu is currently the chairman of Beijing Tiancheng Ruiming Corporate Management Company Limited* (北京天成睿明企業管理有限公司). Mr. Lyu was a director of China Beijing Equity Exchange and Greatwall Life Insurance Co., Ltd., the deputy secretary of the Party Committee, the director and the general manager of Financial Street Holdings, a company listed on the Shenzhen Stock Exchange, from January 2017 to December 2021. Mr. Lyu was also an executive director of Financial Street Guangzhou Real Estate Company Limited* (金融街廣州置業有限公司), the chairman of Financial Street Huizhou Real Estate Company Limited* (金融街惠州置業有限公司), the deputy general manager of Financial Street Holdings, the executive director of Financial Street (Shanghai) Investment Company Limited* (金融街(上海)投資有限公司), the executive director, the general manager and the deputy general manager of Financial Street (Tianjin) Real Estate Company Limited* (金融街(天津)置業有限公司), and the project general manager of Tianjin World Financial Center* (天津環球金融中心). Mr. Lyu graduated from Hohai University with a double bachelor's degree major in Hydrogeology and Engineering Geology from College of Civil Engineering and Management Engineering from College of Management. Mr. Lyu graduated from Tsinghua University and obtained a degree in Executive Master of Business Administration (EMBA) in 2019. Mr. Lyu is a senior engineer.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

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

Pursuant to his letter of appointment, Mr. Lyu is appointed for a term of one year commencing from 31 March 2023 (i.e. the effective date of appointment) subject to retirement from office and re-election at the next general meeting of the Company in accordance with the Articles of Association. Mr. Lyu is currently entitled to receive a Director's fee of HKD460,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience, qualifications, duties and responsibilities undertaken in the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lyu (i) did not have any other relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders; (ii) did not have any interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, Mr. Lyu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

* *For identification purposes only*

THE AGM NOTICE



NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) 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 Thursday, 25 May 2023 at 9:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the financial year ended 31 December 2022.
2. (A) (i) To re-elect Mr. LI Ming as an executive director of the Company;
(ii) To re-elect Mr. CUI Hongjie as an executive director of the Company;
(iii) To re-elect Mr. ZHAO Peng as a non-executive director of the Company;
(iv) To re-elect Mr. HOU Jun as a non-executive director of the Company;
(v) To re-elect Mr. CHEN Ziyang as a non-executive director of the Company;
(vi) To re-elect Mr. LYU Hongbin as an independent non-executive director of the Company; and
(B) To authorise the board of the directors of the Company (the “**Directors**”) (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass (with or without modifications) the following ordinary resolutions numbered 4(A) to 4(C):

ORDINARY RESOLUTIONS

4. (A) “**THAT**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, the articles of association of the Company (as amended and adopted from time to time) (the “**Articles of Association**”) and requirements of the Rules

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Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time) (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the Articles of Association, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

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“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

(B) “**THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission of Hong Kong for this purpose, subject to and in accordance with all applicable laws and the requirements of the Code on Share Buy-backs approved by the Securities and Futures Commission of Hong Kong and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company which are authorised to be bought back pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

THE AGM NOTICE

(C) “**THAT**

conditional upon the passing of the resolutions set out in paragraphs 4(A) and 4(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in paragraph 4(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company bought back or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 4(B) of the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company).”

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

Hong Kong, 18 April 2023

Notes:

- (a) The register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, 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 Friday, 19 May 2023.
- (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/her behalf. A proxy need not be a shareholder of the Company. 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 (excluding any part of a day that is a public holiday) before the time fixed for holding the meeting, or any adjourned meeting.
- (c) In relation to the proposed ordinary resolution item 2(A) above, Mr. LI Ming, Mr. CUI Hongjie, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. LYU Hongbin shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM. 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 II to the circular of the Company dated 18 April 2023 (the “**Circular**”).
- (d) In relation to the proposed ordinary resolution item 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information reasonably necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules was set out in Appendix I to the Circular.
- (e) As at the date of this notice, the Board comprises 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. JIN Qingjun, Ms. LAM Sin Lai Judy and Mr. LYU Hongbin.

Sino-Ocean Group Holding Limited

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

Stock Code : 03377