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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 your licensed securities dealer 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 China Overseas Grand Oceans Group Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

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中國海外宏洋集團有限公司
CHINA OVERSEAS GRAND OCEANS GROUP LTD.

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

(Stock code: 00081)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Overseas Grand Oceans Group Limited (the "AGM") to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 26 June 2023 at 10:00 a.m. is set out on pages 18 to 23 of this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the form of proxy enclosed herewith in accordance with the instructions printed thereon and deposit the same with the Company's share registrar, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 10:00 a.m. on Friday, 23 June 2023. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

No distribution of gifts or cake coupons and no refreshments will be served at the AGM.

10 May 2023

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DEFINITIONS

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

“AGM”	means the annual general meeting of the Company to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 26 June 2023 at 10:00 a.m.
“AGM Notice”	means the notice convening the AGM as set out on pages 18 to 23 of this circular
“Articles of Association”	means the articles of association of the Company and its amendments from time to time
“Board”	means the board of Directors
“CG Code”	means the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“Chung Hoi Finance”	means Chung Hoi Finance Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of COLI. As at the Latest Practicable Date, Chung Hoi Finance was interested in 53,500,804 Shares, representing approximately 1.50% of the number of Shares in issue
“COHL”	means China Overseas Holdings Limited, a company incorporated in Hong Kong with limited liability, being a controlling shareholder of COLI
“COLI”	means China Overseas Land & Investment Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 688). As at the Latest Practicable Date, COLI was deemed to be interested in 1,410,758,152 Shares, representing approximately 39.63% of the number of the Shares in issue
“Companies Ordinance”	means Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time

DEFINITIONS

“Company”	means China Overseas Grand Oceans Group Limited, a company incorporated in Hong Kong with limited liability and whose Shares are listed on the Main Board of the Stock Exchange (stock code: 81)
“Director(s)”	means the director(s) of the Company
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	means 4 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) to be moved at the AGM, details and notice of which are set out in the AGM Notice
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	means the ordinary share(s) of the Company
“Share Buy-back Mandate”	means a general and unconditional mandate given to the Directors to exercise the power of the Company to buy back at any time during the period as set out in Ordinary Resolution No. 6 up to 10% of the number of Shares in issue at the date passing of the Ordinary Resolution No. 6

DEFINITIONS

“Share Issue Mandate”	means a general and unconditional mandate given to the Directors to exercise the power of the Company to allot and issue Shares during the period as set out in Ordinary Resolution No. 7 up to 20% of the number of Shares in issue at the date of passing of the Ordinary Resolution No. 7
“Shareholder(s)”	means holder(s) of the Share(s) from time to time
“Star Amuse”	means Star Amuse Limited, a company incorporated under the laws of the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of COLI. As at the Latest Practicable Date, Star Amuse was interested in 1,357,257,348 Shares, representing approximately 38.13% of the number of Shares in issue
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means Codes on Takeovers and Mergers and Share Buy-backs
“%”	means per cent.

LETTER FROM THE BOARD



中國海外宏洋集團有限公司 CHINA OVERSEAS GRAND OCEANS GROUP LTD.

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

(Stock code: 00081)

Executive Directors:

Mr. ZHUANG Yong (*Chairman of the Board*)

Mr. YANG Lin (*Chief Executive Officer*)

Mr. ZHOU Hancheng (*Vice President*)

Registered Office:

Suites 701–702, 7/F.,

Three Pacific Place,

1 Queen's Road East,

Hong Kong

Non-executive Directors:

Mr. GUO Guanghui

Mr. YUNG Kwok Kee, Billy (*Vice-Chairman of the Board*)

Independent Non-executive Directors:

Dr. CHUNG Shui Ming, Timpson

Mr. LAM Kin Fung, Jeffrey

Mr. FAN Chun Wah, Andrew

10 May 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed (i) re-election of retiring Directors; (ii) general mandates to buy back Shares and to issue Shares; (iii) extension of the general mandate to issue Shares; and (iv) to seek your approval of the resolutions relating to these matters at the AGM.

2. RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, of which three are Executive Directors, namely Mr. Zhuang Yong, Mr. Yang Lin and Mr. Zhou Hancheng; two Non-executive Directors, namely Mr. Guo Guanghui and Mr. Yung Kwok Kee, Billy, and three Independent Non-executive Directors, namely Dr. Chung Shui Ming, Timpson, Mr. Lam Kin Fung, Jeffrey and Mr. Fan Chun Wah, Andrew.

LETTER FROM THE BOARD

Pursuant to Articles 98 and 107 of the Articles of Association, Mr. Yang Lin, Mr. Zhou Hancheng, Mr. Yung Kwok Kee, Billy, Dr. Chung Shui Ming, Timpson and Mr. Fan Chun Wah, Andrew shall retire by rotation at the AGM and being eligible, offer themselves for re-election. Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

Having regard to the board diversity policy and the nomination policy of the Company, the nomination committee had a thorough discussion, considered the following factors and recommended re-election of the aforesaid retiring Directors to the Board.

The nomination committee had assessed and reviewed the written confirmation of independence made by Dr. Chung Shui Ming, Timpson and Mr. Fan Chun Wah, Andrew (both being Independent Non-executive Directors) and considered that they satisfied the independence criteria as set out in Rule 3.13 of the Listing Rules. The nomination committee also believes that they are able to complement the professional background of the composition of the Board in terms of their expertise in finance, investment, accounting and risk management, which would enhance the diversity of the Board.

As Dr. Chung has been serving as an Independent Non-executive Director for more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders pursuant to Code Provision B.2.3 of the CG Code. The nomination committee is satisfied with the independence of Dr. Chung, and not aware of any circumstances (including the length of tenure) that might influence Dr. Chung in exercising his independent judgement. Dr. Chung's skills and knowledge, and experience in the Company's affairs will continue to benefit the Board, the Company and the Shareholders as a whole. The nomination committee also believes that Dr. Chung has the required character, integrity, independence and experience to fulfill the role of an Independent Non-executive Director.

Notwithstanding Dr. Chung holds directorships in seven listed companies in Hong Kong, he devoted sufficient time in fulfilling his role as Independent Non-executive Director and Chairman of the audit committee of the Company. During the past year, he attended and actively participated in the discussions with his independent opinion provided in all six Board meetings, four audit committee meetings, two nomination committee meetings, two remuneration committee meetings, one independent board committee meeting, the annual general meeting convened in 2022 and one general meeting which he was eligible to attend. The nomination committee believes that Dr. Chung will continue to dedicate sufficient time and attention to the affairs of the Company.

Based on the aforesaid reasons, the Board, at the recommendation of the nomination committee, has proposed that each of Mr. Yang Lin, Mr. Zhou Hancheng, Mr. Yung Kwok Kee, Billy, Dr. Chung Shui Ming, Timpson and Mr. Fan Chun Wah, Andrew stands for re-election as Directors by way of separate resolution at the AGM.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO BUY BACK SHARES

Pursuant to the Companies Ordinance and the Listing Rules, listed companies incorporated in Hong Kong may in certain circumstances, if authorised by their articles of association, buy back their own shares.

On 20 June 2022, general mandates were given to the Directors to exercise the powers of the Company to, among others, buy back its own Shares. Such general mandates will lapse at the conclusion of the AGM. Therefore, an Ordinary Resolution will be proposed at the AGM to give the Share Buy-back Mandate to the Directors to buy back Shares up to a maximum of 10% of the number of Shares in issue at the date of the passing of the Ordinary Resolution (i.e. not exceeding 355,937,473 Shares based on 3,559,374,732 Shares in issue as at the Latest Practicable Date and assuming that such number of Shares in issue remains the same at the date of passing the Ordinary Resolution), details of which are set out in Ordinary Resolution No. 6 in the AGM Notice.

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix II to this circular.

4. GENERAL MANDATE TO ISSUE SHARES

On 20 June 2022, general mandates were given to the Directors to exercise the powers of the Company to, among others, issue Shares. Such general mandates will lapse at the conclusion of the AGM. Therefore, an Ordinary Resolution will be proposed at the AGM to give the Share Issue Mandate to the Directors to issue Shares up to 20% of the number of Shares in issue at the date of the passing of the Ordinary Resolution (i.e. not exceeding 711,874,946 Shares based on 3,559,374,732 Shares in issue as at the Latest Practicable Date and assuming that such number of Shares in issue remains the same at the date of passing the Ordinary Resolution). In addition, an Ordinary Resolution will be proposed to authorise extension of the Share Issue Mandate which would increase the limit of the Share Issue Mandate by adding to it the number of Shares bought back under the Share Buy-back Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions No. 7 and No. 8 in the AGM Notice respectively.

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 18 to 23 of this circular to consider the resolutions relating to, among others, the re-election of the retiring Directors, the Share Buy-back Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate.

LETTER FROM THE BOARD

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's share registrar, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not later than 10:00 a.m. on Friday, 23 June 2023. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

8. RECOMMENDATION

The Directors believe that the re-election of the retiring Directors, the granting of the Share Buy-back Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board

CHINA OVERSEAS GRAND OCEANS GROUP LIMITED

Zhuang Yong

Chairman and Executive Director

Pursuant to Articles 98 and 107 of the Articles of Association, Mr. Yang Lin, Mr. Zhou Hancheng, Mr. Yung Kwok Kee, Billy, Dr. Chung Shui Ming, Timpson and Mr. Fan Chun Wah, Andrew shall retire by rotation at the AGM and being eligible, offer themselves for re-election. Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out below:

Mr. YANG Lin, Chief Executive Officer and Executive Director

Experience

Mr. Yang, aged 49, graduated from the Peking University with a Master of Business Administration. He joined a subsidiary of COHL in 1995 and since 2006, he served in different positions, such as, the deputy general manager and general manager of the marketing and planning department of China Overseas Development Group Co., Ltd.* (a wholly-owned subsidiary of COLI) and the general manager of China Overseas Xingye (Xi'an) Limited*. Mr. Yang has been appointed as Assistant President of the Company since March 2015 and appointed as Executive Director and Vice President of the Company with effect from 21 March 2017. With effect from 11 February 2020, he has also been appointed as Chief Executive Officer and member of Remuneration Committee of the Company. With effect from 26 June 2020, Mr. Yang has ceased to be a member of Remuneration Committee of the Company. Mr. Yang is currently also a director of certain subsidiaries of the Company. He has 27 years' experience in property development and corporate management. COHL is the substantial shareholder of the Company within the meaning of the SFO.

Length of service

Mr. Yang entered into a service contract with the Company and it can be terminated by either party giving to the other not less than three months' prior written notice. Mr. Yang is not appointed for a specific term of office. After Mr. Yang's re-appointment at the AGM, he will continue to serve on the Board until he resigns and he will be subject to retirement by rotation in accordance with the Articles of Association.

Relationships

Other than in his capacity as the Chief Executive Officer and Executive Director of the Company and the information disclosed as above, Mr. Yang has no relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang is deemed to be interested in 2,896,125 Shares within the meaning of Part XV of the SFO, representing approximately 0.08% of the number of Shares in issue. For details, please refer to the Company's annual report for the financial year ended 31 December 2022.

Director's emoluments

Mr. Yang's current remuneration package entails a fixed annual emolument of RMB1,680,000 and discretionary bonuses pegged to performance. Such emoluments are determined by the Board with reference to the Company's standards for emoluments, his job responsibilities, the prevailing market conditions and the Company's operating performance and profitability.

Mr. ZHOU Hancheng, Vice President and Executive Director*Experience*

Mr. Zhou, aged 53, graduated from Shanghai University of Finance and Economics and obtained a degree of Master of Business Administration from The University of Sheffield (UK). He is a fellow of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He was an executive director and financial controller of China State Construction International Holdings Limited (an associate (as defined in the Listing Rules) of the Company and shares of which are listed on the Stock Exchange with stock code 3311) during the period from June 2005 to April 2023. He has over 31 years' experience in corporate finance, financial accounting and investment management. Mr. Zhou is currently also a director of certain subsidiaries of the Company.

Length of service

Mr. Zhou entered into a service contract with the Company and it can be terminated by either party giving to the other not less than three months' prior written notice. Mr. Zhou is not appointed for a specific term of office. After Mr. Zhou's re-appointment at the AGM, he will continue to serve on the Board until he resigns and he will be subject to retirement by rotation in accordance with the Articles of Association.

Relationships

Other than in his capacity as the Vice President and Executive Director of the Company and the information disclosed as above, Mr. Zhou has no relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhou does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Zhou's current remuneration package entails a fixed annual emolument of RMB1,140,000 and discretionary bonuses pegged to performance. Such emoluments are determined by the Board with reference to the Company's standards for emoluments, his job responsibilities, the prevailing market conditions and the Company's operating performance and profitability.

Mr. YUNG Kwok Kee, Billy, Vice Chairman and Non-executive Director*Experience*

Mr. Yung, aged 69, received a bachelor's degree in Electrical Engineering from University of Washington and a master's degree in Industrial Engineering from Stanford University. Mr. Yung has over 40 years of experience in managing manufacturing, retailing, transportation, semi-conductor, computer hardware and software business in China, Hong Kong and US. He has also over 40 years of experience in real-estate investment and development in USA, Canada, Holland, Hong Kong, Taiwan, Macau and China. Mr. Yung resigned as the Group Chairman and Chief Executive of the Company with effect from 10 February 2010 and has been re-designated from Chairman of the Board and Executive Director to Vice Chairman of the Board and Non-executive Director of the Company with effect from 27 February 2010. He is now the Vice Chairman of the Board, Non-executive Director and member of the Remuneration Committee of the Company, and the chairman of the board and non-executive director of SMC Electric Limited. Mr. Yung was the chairman of the board and non-executive director of PFC Device Inc. (which has been privatized and listing of its shares had been withdrawn on 25 March 2022). Mr. Yung is currently the Permanent Honorary President of Friends of Hong Kong Association Ltd. and the Honorary President of Shun Tak Fraternal Association, and was awarded the Honorary Citizen of the City of Guangzhou and the Honorary Citizen of the City of Foshan.

Length of service

Mr. Yung entered into a contract with the Company whereby Mr. Yung is not appointed for a specific term of office. After Mr. Yung's re-appointment at the AGM, he will continue to serve on the Board until he resigns and he will be subject to retirement by rotation in accordance with the Articles of Association.

Relationships

Other than in his capacity as a Vice Chairman and Non-executive Director of the Company, as a beneficiary of a trust holding 372,617,689 Shares through Diamond Key Enterprises Inc. and On Fat Profits Corporation and the information disclosed as above, Mr. Yung has no relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Yung is deemed to be interested in 463,045,980 Shares within the meaning of Part XV of the SFO, representing approximately 13.01% of the number of Shares in issue. For details, please refer to the Company's annual report for the financial year ended 31 December 2022.

Director's emoluments

Mr. Yung's current Director's emoluments are HK\$400,000 per annum. Such emoluments are determined by the Board with reference to the Company's standards for emoluments, his job responsibilities and the prevailing market conditions.

Dr. CHUNG Shui Ming, Timpson, Independent Non-executive Director*Experience*

Dr. Chung, aged 71, holds a Bachelor of Science degree from the University of Hong Kong, a master's degree in business administration from the Chinese University of Hong Kong and a Doctor of Social Sciences honoris causa from the City University of Hong Kong. He is a fellow member of The Hong Kong Institute of Certified Public Accountants. Besides, Dr. Chung is an independent non-executive director of China Unicom (Hong Kong) Limited, Miramar Hotel and Investment Company, Limited, China Everbright Limited, China Railway Group Limited, Orient Overseas (International) Limited and Postal Savings Bank of China Co., Ltd. (all listed on the Stock Exchange). From 8 January 2018, Dr. Chung ceased to be an independent director of China State Construction Engineering Corporation Limited (listed on the Shanghai Stock Exchange and is the substantial shareholder of the Company within the meaning of the SFO). From October 2004 to November 2008, Dr. Chung served as an independent non-executive director of China Netcom Group Corporation (Hong Kong) Limited. Formerly, Dr. Chung was an independent director of China Everbright Bank Company Limited, an independent non-executive director of Henderson Land Development Company Limited, Nine Dragons Paper (Holdings) Limited, China Construction Bank Corporation, Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited and Glorious Sun Enterprises Limited, a director of Hantec Investment Holdings Limited, the chairman of China Business of Jardine Fleming Holdings Limited, the deputy chief executive officer of BOC International Limited, the independent non-executive director of Tai Shing International (Holdings) Limited, and the chairman of the Council of the City University of Hong Kong. He was also a member of the National Committee of the Chinese People's Political Consultative Conference, the chairman of the Hong Kong Housing Society, a member of the Executive Council of the Hong Kong Special Administrative Region, the vice chairman of the Land Fund Advisory Committee of Hong Kong Special Administrative Region Government, a member of the Managing Board of the Kowloon-Canton Railway Corporation, a member of the Hong Kong Housing Authority, a member of the Disaster Relief Fund Advisory

Committee and a vice-chairman, director and deputy general manager of Nanyang Commercial Bank Limited and the chief executive officer of the Hong Kong Special Administrative Region Government Land Fund Trust. In addition, Dr. Chung has been appointed as Pro-Chancellor of the City University of Hong Kong with effect from August 2016. Since May 2010, Dr. Chung has been appointed as an Independent Non-executive Director of the Company, the Chairman of the Audit Committee, and members of both the Remuneration Committee and Nomination Committee of the Company.

Length of service

Dr. Chung entered into a letter of appointment with the Company for a term of three years commencing on 1 August 2020 and it can be terminated by either party giving to the other not less than three months' prior written notice. Dr. Chung shall retire by rotation at the AGM and being eligible, offer himself for re-election in accordance with the Articles of Association.

Relationships

Other than in his capacity as Independent Non-executive Director and the information disclosed above, Dr. Chung has no relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Dr. Chung has personal interests in 544,875 Shares within the meaning of Part XV of the SFO, representing approximately 0.02% of the number of Shares in issue. For details, please refer to the Company's annual report for the financial year ended 31 December 2022.

Director's emoluments

Dr. Chung's current Director's emoluments are HK\$400,000 per annum. Such emoluments are determined by the Board with reference to the Company's standards for emoluments, his job responsibilities and the prevailing market conditions.

Mr. FAN Chun Wah, Andrew, Independent Non-executive Director*Experience*

Mr. Fan, aged 44, is a practicing certified public accountant in Hong Kong with over 16 years of experience. He holds a Bachelor Degree of Business Administration (Accounting and Finance) from The University of Hong Kong and a Bachelor Degree in Laws from the University of London. Mr. Fan is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is a member of the fourteenth National Committee of the Chinese People's Political Consultative Conference, the Vice Chairman of the tenth and eleventh committee of Zhejiang Province United Young Association, and a member and standing committee member of the eleventh to thirteenth committee of All-China Youth Federation. He was also a member of the tenth to twelfth committee of the Chinese People's Political Consultative Conference of the Zhejiang Province, a member of the fourth and fifth committee of the Chinese People's Political Consultative Conference of Shenzhen, and a member and standing committee member of the tenth committee of the Shanghai United Young Association.

Mr. Fan is currently an independent non-executive director of Chuang's China Investments Limited (stock code: 298), Culturecom Holdings Limited (stock code: 343), Nameson Holdings Limited (stock code: 1982), Sing Tao News Corporation Limited (stock code: 1105) and China Aircraft Leasing Group Holdings Limited (stock code: 1848), shares of which are listed on the Main Board of the Stock Exchange. Mr. Fan had been an independent non-executive director of Fulum Group Holdings Limited from October 2014 to May 2021 (stock code: 1443), Sinomax Group Limited from March 2014 to June 2020 (stock code: 1418), Universal Star (Holdings) Limited from May 2019 to September 2020 (stock code: 2346) and Space Group Holdings Limited from January 2018 to August 2022 (stock code: 2448), shares of which are listed on the Main Board of the Stock Exchange, and CNC Holdings Limited from January 2018 to August 2020 (stock code: 8356) and Omnibridge Holdings Limited from July 2017 to November 2020 (stock code: 8462), shares of which are listed on the GEM of the Stock Exchange. Since March 2023, Mr. Fan has been appointed as an Independent Non-executive Director of the Company, the Chairman of the Nomination Committee, and members of both the Audit Committee and Remuneration Committee of the Company.

Length of service

Mr. Fan entered into a letter of appointment with the Company commencing on 27 March 2023, which can be terminated by either party giving to the other not less than three months' prior written notice. Mr. Fan is not appointed for a specific term of office. Mr. Fan shall retire by rotation at the AGM and being eligible, offer himself for re-election in accordance with the Articles of Association.

Relationships

Other than in his capacity as Independent Non-executive Director and the information disclosed above, Mr. Fan has no relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Fan does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Fan's current Director's emoluments are HK\$400,000 per annum. Such emoluments are determined by the Board with reference to the Company's standards for emoluments, his job responsibilities and the prevailing market conditions.

In the opinion of the Directors, other than the aforesaid matters, there is no information which is discloseable nor any of the aforesaid Directors proposed to be re-elected at the AGM is/was involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, and there are no other matters need to be brought to the attention of the Shareholders.

* *English translation is for identification only.*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for their consideration of the Share Buy-back Mandate. This explanatory statement further constitutes the memorandum required under section 239(2) of the Companies Ordinance.

1. LISTING RULES

The Listing Rules permit companies whose primary listing are on the Stock Exchange to buy back their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of funds

Buy-back must be funded out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(b) Maximum number of shares to be bought back

A maximum of 10% of the number of shares of a company in issue at the date of passing the relevant resolution may be bought back on the Stock Exchange.

2. SHARE CAPITAL — NUMBER OF SHARES IN ISSUE

As at the Latest Practicable Date, the number of Shares in issue was 3,559,374,732 Shares.

Subject to the passing of Ordinary Resolution and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 355,937,473 Shares.

3. REASON FOR BUY-BACK

The Directors believe that the Share Buy-back Mandate is in the best interest of the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

4. FUNDING OF BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Companies Ordinance provides that a company may make a payment in respect of a share buy-back which may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2022) in the event that the Share Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back 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.

5. SHARE PRICES

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

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	5.09	4.30
May	4.80	3.86
June	4.26	3.83
July	4.13	3.58
August	3.85	3.35
September	3.90	2.87
October	3.20	2.15
November	3.61	2.16
December	3.80	3.21
2023		
January	3.93	3.26
February	3.89	3.05
March	3.50	2.93
April	4.78	3.38
May (up to the Latest Practicable Date)	4.59	4.18

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-back pursuant to the proposed Ordinary Resolution in accordance with the Listing Rules and the applicable laws of Hong Kong.

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), have any present intention to sell any Shares to the Company under the Share Buy-back Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) 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 Share Buy-back Mandate is approved by the Shareholders.

If on the exercise of the power to buy back Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert 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, Star Amuse and Chung Hoi Finance (the "**Concert Group**") were beneficially interested in approximately 39.63% of the Shares in issue. In the event that the Directors exercised the Share Buy-back Mandate in full, the shareholdings of the Concert Group would increase by more than 2% of the Shares in issue. As a result of the exercise of the Share Buy-back Mandate in full, the Concert Group may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. It is not the present intention of the Directors to exercise the Share Buy-back Mandate in such manner as to trigger off any general offer obligations.

7. SHARE BOUGHT BACK BY THE COMPANY

The Company had not bought back any Shares during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



中國海外宏洋集團有限公司 CHINA OVERSEAS GRAND OCEANS GROUP LTD.

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

(Stock code: 00081)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Overseas Grand Oceans Group Limited (the “**Company**”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong, on Monday, 26 June 2023 at 10:00 a.m. for the following matters and purposes:

1. To receive and consider the audited financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2022.
2. To consider and declare a final dividend of HK15 cents per ordinary share for the year ended 31 December 2022.
3. To elect/re-elect directors of the Company, in particular:
 - (a) to re-elect Mr. YANG Lin as director of the Company.
 - (b) to re-elect Mr. ZHOU Hancheng as director of the Company.
 - (c) to re-elect Mr. YUNG Kwok Kee, Billy as director of the Company.
 - (d) to re-elect Dr. CHUNG Shui Ming, Timpson as director of the Company.
 - (e) to re-elect Mr. FAN Chun Wah, Andrew as director of the Company.
4. To authorise the board of directors to fix the directors’ remuneration.
5. To appoint auditors for the ensuing year and to authorise the board of directors to fix their remuneration.
6. To consider and if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares in the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any

NOTICE OF ANNUAL GENERAL MEETING

other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time and is hereby generally and unconditionally approved;

- (b) the aggregate number of the shares in the Company which may be bought back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment according to paragraph (d) below), and the said approval shall be limited accordingly;
- (c) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
 - (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and
- (d) if, after the passing of this resolution, the Company alters its share capital by converting its shares into a larger or smaller number of shares, the number of shares subject to the limit set out in paragraph (b) above shall be adjusted by being multiplied by the following fraction:

A/B

Where:

A is the number of shares of the Company in issue immediately after such alteration;

B is the number of shares of the Company in issue immediately before the alteration.

Such adjustment shall take effect at the same time as the alteration takes effect."

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) of this resolution and pursuant to Section 141 of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares in the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares in the Company; or (iii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such schemes or similar arrangements of shares or rights to acquire shares of the Company; or (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company, shall not exceed 20% of the number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment according to paragraph (e) below), and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance to be held; or
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares in the Company or issue of options, warrants or other securities giving the right to subscribe for shares in the Company, open for a period fixed by the board of directors of the Company to the holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares in the Company (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company; and

(e) if, after the passing of this resolution, the Company alters its share capital by converting its shares into a larger or smaller number of shares, the number of shares subject to the limits set out in paragraph (c) above shall be adjusted by being multiplied by the following fraction:

A/B

Where:

A is the number of shares of the Company in issue immediately after such alteration;

B is the number of shares of the Company in issue immediately before the alteration.

Such adjustment shall take effect at the same time as the alteration takes effect.”

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTION

“**THAT** subject to the passing of ordinary resolutions Nos. 6 and 7 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares in the Company pursuant to ordinary resolution No. 7 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the number of shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution No. 6 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the number of shares in issue as at the date of the passing of this resolution (subject to adjustment according to paragraph (e) of ordinary resolution No. 7 set out in the notice convening this meeting).”

By Order of the Board
CHINA OVERSEAS GRAND OCEANS GROUP LIMITED
Zhuang Yong
Chairman and Executive Director

Hong Kong, 10 May 2023

Registered office:

Suites 701–702, 7/F.,
Three Pacific Place,
1 Queen’s Road East,
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s share registrar, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 10:00 a.m. on Friday, 23 June 2023.
3. The register of members of the Company will be closed from Wednesday, 21 June 2023 to Monday, 26 June 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of the shareholders who are entitled to attend and vote at annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 20 June 2023.

NOTICE OF ANNUAL GENERAL MEETING

4. The register of members of the Company will be closed on Friday, 30 June 2023, no transfer of shares will be effected on that day. In order to determine the identity of the shareholders for the entitlement of the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 29 June 2023.
5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of the shareholders of the Company at the meeting in respect of the resolutions set out in this notice will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. With regard to matters Nos. 1, 2, 3, 4 and 5 set out in this notice, relevant ordinary resolutions will be moved for each of these matters at the meeting.
7. With regard to matter No. 3 regarding election/re-election of directors of the Company, separate ordinary resolutions will be moved at the meeting:
 - (a) to re-elect Mr. YANG Lin as director of the Company.
 - (b) to re-elect Mr. ZHOU Hancheng as director of the Company.
 - (c) to re-elect Mr. YUNG Kwok Kee, Billy as director of the Company.
 - (d) to re-elect Dr. CHUNG Shui Ming, Timpson as director of the Company.
 - (e) to re-elect Mr. FAN Chun Wah, Andrew as director of the Company.
8. With regard to the resolutions for matters Nos. 3, 6 to 8 set out in this notice, a circular giving details of the proposed re-election of directors of the Company, the proposed general mandates to buy back and issue shares incorporating this notice will be despatched today to the shareholders of the Company.
9. This notice will also be available for viewing on the designated website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk, on the website of the Company at www.cogogl.com.hk and the website of EQS TodayIR Limited at www.todayir.com/en/showcases.php?code=81.
10. **No distribution of gifts or cake coupons and no refreshments will be served at the annual general meeting.**
11. As at the date of this notice, the board of directors of the Company comprises eight directors, of which three are executive directors, namely Mr. ZHUANG Yong, Mr. YANG Lin and Mr. ZHOU Hancheng; two non-executive directors, namely Mr. GUO Guanghui and Mr. YUNG Kwok Kee, Billy; and three independent non-executive directors, namely Dr. CHUNG Shui Ming, Timpson, Mr. LAM Kin Fung, Jeffrey, and Mr. FAN Chun Wah, Andrew.