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ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司*

(Incorporated in Bermuda with members' limited liability)

(Stock Code: 316)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the annual general meeting of Orient Overseas (International) Limited (the "Company") will be held on Wednesday, 22nd May 2024 at 10:00 a.m. at Dynasty Room, 7th Floor, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong (the "AGM") to transact the following business:

1. To consider and adopt the audited financial statements and the reports of the Directors and the Auditor for the year ended 31st December 2023.
2.
 - (a) To declare a final dividend for the year ended 31st December 2023.
 - (b) To declare the second special dividend for the year ended 31st December 2023.
3.
 - (a) To re-elect Mr. CHEN Yangfan as Director.
 - (b) To re-elect Mr. GU Jinshan as Director.
 - (c) To re-elect Ms. WANG Dan as Director.
 - (d) To re-elect Dr. CHUNG Shui Ming Timpson as Director.
 - (e) To re-elect Ms. CHEN Ying as Director.
 - (f) To re-elect Mr. SO Gregory Kam Leung as Director.

4. To authorise the Board of Directors to fix the Directors' remuneration.
5. To re-appoint Messrs. PricewaterhouseCoopers as Auditor and to authorise the Directors to fix their remuneration.
6. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

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

For the purposes of the resolutions set out in items 6(a) and 6(b):

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

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

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

Hong Kong, 25th April 2024

Notes:

- (i) Any shareholder of the Company entitled to attend and vote at the AGM (or at any postponement/adjournment thereof) is entitled to appoint a proxy or proxies to attend and vote on his/her behalf in accordance with the bye-laws of the Company. A proxy need not be a shareholder of the Company. Relevant proxy form can be downloaded from the websites of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (<https://www.hkexnews.hk>) and the Company (<https://www.ooilgroup.com>).
- (ii) Where there are joint registered holders of any share, any one of such persons may vote at the AGM (or at any postponement/adjournment thereof), either personally or by proxy, in respect of such share as if he/she were a sole holder; but if more than one of such joint holders are present at the AGM personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) The proxy form must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (the “Branch Share Registrar”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) as soon as practicable but in any event not later than 48 hours before the time appointed for the AGM (or any postponement/adjournment thereof).
- (iv) The register of members of the Company will be closed during the following periods:
 - (a) from 16th May 2024 to 22nd May 2024, both days inclusive, to ascertain the shareholders entitled to attend and vote at the AGM. During this period, no transfer of Shares will be registered. To be eligible to attend and vote at the AGM, all share transfer documents must be accompanied with the relevant share certificate(s) and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 14th May 2024; and
 - (b) from 29th May 2024 to 31st May 2024, both days inclusive, to ascertain the shareholders entitled to the proposed final and second special dividends. During this period, no transfer of Shares will be registered. To qualify for the proposed final and second special dividends, all share transfer documents must be accompanied with the relevant share certificate(s) and lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 28th May 2024.
- (v) With regard to the ordinary resolutions in item 3 of this notice, Mr. Chen Yangfan and Mr. Gu Jinshan will hold office until the AGM (being the first annual general meeting after their appointments as Directors of the Company in year 2023); and Ms. Wang Dan, Dr. Chung Shui Ming Timpson, Ms. Chen Ying and Mr. So Greogry Kam Leung will retire by rotation at the AGM. All retiring Directors, being eligible, will offer themselves for re-election at the AGM. Details of the above retiring Directors seeking re-election are set out in Appendix II to the circular dated 25th April 2024 (the “Circular”).
- (vi) An explanatory statement containing information regarding the ordinary resolution in item 6(b) of this notice is set out in Appendix I to the Circular.

- (vii) If a typhoon signal no.8 (or above), extreme conditions and/or a black rainstorm warning signal are in force at any time between 6:00 a.m. and 10:00 a.m. on the date of the AGM, the AGM may be postponed/adjourned to a later date and/or time in accordance with the bye-laws of the Company.

The Company will publish an announcement on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.ooilgroup.com>) to notify the shareholders that the AGM has been postponed/adjourned. Shareholders may also contact the Branch Share Registrar (telephone: (852) 2862 8555) for enquiries.

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

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

- (viii) If any shareholder of the Company has any particular access request or special needs for participating in the AGM, please contact the Branch Share Registrar (telephone: (852) 2862 8555) on or before 20th May 2024.
- (ix) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Directors of the Company are:

Executive Directors:	Mr. WAN Min, Mr. CHEN Yangfan and Mr. YANG Zhijian
Non-Executive Directors:	Mr. TUNG Lieh Cheung Andrew, Mr. GU Jinshan, Ms. WANG Dan and Mr. IP Sing Chi
Independent Non-Executive Directors:	Mr. CHOW Philip Yiu Wah, Dr. CHUNG Shui Ming Timpson, Mr. YANG Liang Yee Philip, Ms. CHEN Ying and Mr. SO Gregory Kam Leung

* For identification purpose only