

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Oriental Group Company Limited, you should at once hand this circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**CHINA ORIENTAL GROUP COMPANY LIMITED**  
**中國東方集團控股有限公司\***  
*(incorporated in Bermuda with limited liability)*  
(Stock Code: 581)

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE NEW SHARES AND**  
**TO REPURCHASE SHARES,**  
**(2) RE-ELECTION OF RETIRING DIRECTORS,**  
**(3) APPOINTMENTS OF EXECUTIVE DIRECTOR AND**  
**INDEPENDENT NON-EXECUTIVE DIRECTOR,**  
**(4) CHANGE OF AUDITOR,**  
**(5) DECLARATION OF SPECIAL DIVIDEND**  
**AND**  
**(6) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Oriental Group Company Limited to be held on Friday, 28 June 2024 at 3:00 p.m. at Boardrooms 3-4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 19 to 23 of this circular.

Shareholders are advised to read the notice. Whether or not you are able to attend the Annual General Meeting, you are requested to (a) complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submit the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/581> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event no later than 3:00 p.m. (Hong Kong time) on Wednesday, 26 June 2024, or not less than 48 hours before the time of any adjourned meeting. Completion and return or submission of the form of proxy will not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) in person should you so wish.

\* For identification purposes only

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
1. Introduction .....	4
2. Proposed Grant of General Mandates to Issue and Repurchase Shares .....	4
3. Proposed Re-Election of Retiring Directors .....	5
4. Proposed Appointments of Executive Director and Independent Non-Executive Director .....	6
5. Proposed Change of Auditor .....	7
6. Proposed Declaration of Special Dividend .....	7
7. Annual General Meeting and Proxy Arrangement .....	8
8. Responsibility Statement .....	8
9. Recommendation .....	9
10. Closure of Register of Members .....	9
11. General Information .....	9
<b>Appendices</b>	
I Explanatory Statement to Repurchase Mandate .....	10
II Details of the Directors Proposed to Be Re-elected .....	14
III Details of the Directors Proposed to Be Appointed .....	17
<b>Notice of Annual General Meeting</b> .....	19
<b>Attachment</b>	
1. A Form of Proxy	

## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 28 June 2024 at 3:00 p.m. at Boardrooms 3-4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, notice of which is contained in this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Bye-laws”	the amended and restated Bye-laws of the Company adopted by way of a special resolution passed at a general meeting held on 8 June 2023
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	China Oriental Group Company Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	collectively, the Company and its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board
“Jinxi Limited”	Hebei Jinxi Iron and Steel Group Company Limited* (河北津西鋼鐵集團股份有限公司), a company incorporated in the PRC with limited liability and a 97.6% indirectly owned subsidiary of the Company
“Latest Practicable Date”	24 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

\* For identification purposes only

## DEFINITIONS

“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 and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Law of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	“The Code on Takeovers and Mergers” issued by the SFC, as amended, supplemented or otherwise modified from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024
“%”	per cent

LETTER FROM THE BOARD



**CHINA ORIENTAL GROUP COMPANY LIMITED**  
**中國東方集團控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 581)**

**Executive Directors:**

Mr. Han Jingyuan  
*(Chairman and Chief Executive Officer)*  
Mr. Zhu Jun  
Mr. Shen Xiaoling  
Mr. Han Li  
Mr. Sanjay Sharma

**Non-executive Directors:**

Mr. Ondra Otradovec  
Mr. Zhu Hao

**Independent Non-executive Directors:**

Mr. Wong Man Chung Francis  
Mr. Wang Tianyi  
Mr. Wang Bing  
Dr. Tse Cho Che Edward

**Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**Principal Place of Business in  
Hong Kong:**

Suites 901-2 & 10  
9th Floor, Great Eagle Centre  
23 Harbour Road  
Wanchai, Hong Kong

30 May 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE NEW SHARES AND**  
**TO REPURCHASE SHARES,**  
**(2) RE-ELECTION OF RETIRING DIRECTORS,**  
**(3) APPOINTMENTS OF EXECUTIVE DIRECTOR AND**  
**INDEPENDENT NON-EXECUTIVE DIRECTOR,**  
**(4) CHANGE OF AUDITOR,**  
**(5) DECLARATION OF SPECIAL DIVIDEND**  
**AND**  
**(6) NOTICE OF ANNUAL GENERAL MEETING**

\* For identification purposes only

## LETTER FROM THE BOARD

### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the following resolutions to be proposed at the Annual General Meeting for, inter alia, (i) the grant of the Issuance Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of retiring Directors; (v) the appointments of executive Director and independent non-executive Director; (vi) change of auditor; and (vii) the declaration of special dividend.

### 2. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 8 June 2023, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting for the Shareholders to consider, and if thought fit, to approve the grant to the Directors:

- (a) a new general and unconditional mandate to issue, allot or deal with Shares (including any sale or transfer of treasury Shares out of treasury) of up to 20% of the number of the existing issued Shares (excluding treasury Shares) on the date of passing of such resolution (the “**Issuance Mandate**”);
- (b) a new general and unconditional mandate to repurchase Shares on the Stock Exchange of up to 10% of the number of existing issued Shares (excluding treasury Shares) on the date of passing of such resolution (the “**Repurchase Mandate**”); and
- (c) subject to passing of the Issuance Mandate and the Repurchase Mandate, to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earliest date as referred to in ordinary resolutions no. 5 and 6, as set out in the notice of the Annual General Meeting. With reference to the Issuance Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue or repurchase any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in the Appendix I to this circular.

## LETTER FROM THE BOARD

### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 84(1) of the Bye-laws, notwithstanding any other provisions in the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Bye-law 84(2) of the Bye-laws further provides that a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

According to the above provisions, Mr. Han Jingyuan (“**Mr. Han**”), Mr. Han Li, Mr. Zhu Hao (“**Mr. Zhu**”) and Mr. Wang Tianyi (“**Mr. Wang**”) shall retire from office by rotation at the Annual General Meeting. Each of Mr. Han and Mr. Han Li, being eligible, will offer himself for re-election at the Annual General Meeting, while each of the other retiring Directors, namely Mr. Zhu and Mr. Wang, will not offer himself for re-election at the Annual General Meeting as he would like to devote more time to pursue his own personal commitments. Mr. Zhu and Mr. Wang’s retirement shall take effect from the conclusion of the Annual General Meeting. Both Mr. Zhu and Mr. Wang have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to their decision of not offering themselves for re-election at the Annual General Meeting. At the Annual General Meeting, ordinary resolutions set out in resolutions no. 3(a) and 3(b) of the notice of the Annual General Meeting will be proposed to re-elect Mr. Han and Mr. Han Li as the Directors. Their proposed re-election will be considered by separate resolutions.

In considering the re-appointment of retiring Directors, the Nomination Committee shall review the structure, size, composition and diversity (including but not limited to the skills, knowledge and experience, gender, age, cultural and educational background, ethnicity, professional experience and length of service) of the Board and the selection criteria set out in the nomination policy and the board diversity policy of the Company. The Nomination Committee will then make recommendations to the Board for its consideration, with the Board determining whether to recommend the proposed candidates for re-election at a general meeting.

The Nomination Committee, having considered the structure, size, composition and diversity of the Board, the confirmations and disclosures given by each of the retiring Directors, and the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the selection criteria set out in the nomination policy and the board diversity policy of the Company, has recommended to the Board the re-election of Mr. Han and Mr. Han Li at the Annual General Meeting.

In considering the re-appointment of retiring Directors, the Board has taken into account the respective in-depth knowledge and expertise of Mr. Han and Mr. Han Li in iron and steel industry, and extensive operational and managerial experience, all of which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

## LETTER FROM THE BOARD

In view of the above, with the recommendation of the Nomination Committee, the Board recommends to the Shareholders, each of the retiring Directors, namely Mr. Han and Mr. Han Li, to stand for re-election as a Director at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director(s) in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Han and Mr. Han Li are set out in Appendix II to this circular.

#### **4. PROPOSED APPOINTMENTS OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

Pursuant to Bye-law 83(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the members of the Company in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members of the Company in general meeting.

Reference is made to the announcement of the Company dated 8 May 2024 in relation to, among others, (i) the retirement of Mr. Zhu as a non-executive Director, (ii) the retirement of Mr. Wang as an independent non-executive Director, (iii) the proposed appointment of Mr. Li Mingdong (李明東) (“**Mr. Li**”) as an executive Director, and (iv) the proposed appointment of Ms. Yu Fang Jing (郁昉瑾) (“**Ms. Yu**”) as an independent non-executive Director following the retirement of Mr. Wang. At the Annual General Meeting, ordinary resolutions set out in resolutions no. 3(c) and 3(d) of the notice of the Annual General Meeting will be proposed to appoint Mr. Li and Ms. Yu as the Directors. Each of the aforesaid proposed appointments will be considered by separate resolutions and will take effect, if approved, from the conclusion of the Annual General Meeting.

With reference to the selection criteria and procedures set out in the nomination policy and the board diversity policy of the Company, the Nomination Committee, having considered the structure, size, composition and diversity of the Board, the confirmations and disclosures given by each of Mr. Li and Ms. Yu, and their respective qualifications, skills and experience, and time commitment, is of the view that each of Mr. Li and Ms. Yu meets the selection criteria set out in the nomination policy and has recommended to the Board the appointments of Mr. Li as an executive Director and Ms. Yu as an independent non-executive Director respectively at the Annual General Meeting. In addition, Ms. Yu has confirmed her independence pursuant to Rule 3.13 of the Listing Rules and the Nomination Committee has also assessed and is satisfied with the independence of Ms. Yu.

The Board believes that the proposed appointments of Mr. Li and Ms. Yu will bring additional experience, knowledge and new insights to the Board and promote the diversity of the Board in terms of gender, age, cultural and educational background, and professional and business experiences.

In view of the above, with the recommendation of the Nomination Committee, the Board recommends to the Shareholders the appointments of each of Mr. Li and Ms. Yu as a Director at the Annual General Meeting.



## LETTER FROM THE BOARD

The requisite details of Mr. Li and Ms. Yu are set out in Appendix III to this circular in accordance with the relevant requirements under Rule 13.74 of the Listing Rules.

### 5. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 8 May 2024, PricewaterhouseCoopers (“PwC”) will retire as the auditor of the Company at the conclusion of the Annual General Meeting upon expiration of its current term of office and will not be re-appointed. As disclosed in the supplemental announcement dated 17 May 2024 of the Company, in view of the expiry of the terms of engagement of PwC as the auditor of the Company, as the Company and PwC failed to reach an agreement on the remuneration of the auditor for the financial year ending 31 December 2024, the Board and the Audit Committee considered that the proposed change of auditor could enable the Company to enhance the cost-effectiveness of its audit.

The Company received a letter of retirement from PwC on 16 May 2024 confirming that there are no circumstances connected with its retirement that need to be brought to the attention of the Company’s shareholders or creditors. Both the Board and the Audit Committee have also confirmed that there are no disagreements or unresolved matters between the Company and PwC, and that there are no other matters in respect of the retirement of PwC that need to be brought to the attention of the Shareholders.

After due and careful consideration, the Audit Committee, having assessed a number of factors, including but not limited to, the audit proposal, qualification, experience, industry knowledge, independence, market reputation, resources and capabilities of Deloitte Touche Tohmatsu (“Deloitte”), considers that Deloitte possesses the essential expertise and independence to act as the auditor of the Company.

The Board therefore resolved, with the recommendation of the Audit Committee, to appoint Deloitte as the new auditor of the Company following the retirement of PwC with effect from the conclusion of the Annual General Meeting and until the conclusion of the 2025 annual general meeting of the Company. The proposed appointment of Deloitte is subject to the approval by the Shareholders at the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution set out in resolution no. 4 of the notice of the Annual General Meeting will be proposed to appoint Deloitte as the auditor of the Company and to authorise the Board to fix their remuneration.

### 6. PROPOSED DECLARATION OF SPECIAL DIVIDEND

The Directors have recommended, subject to Shareholders’ approval at the Annual General Meeting, the payment of a special dividend of HK\$0.05 per Share for the year ended 31 December 2023 to Shareholders whose names appear on the register of members of the Company on Wednesday, 17 July 2024. In order to determine the entitlements of the Shareholders to receive the proposed special dividend, the register of members of the Company will be closed from Monday, 15 July 2024 to Wednesday, 17 July 2024 (both days inclusive), during which no transfer of Shares may be registered. The record date for the proposed special dividend shall be Wednesday, 17 July 2024. In order to qualify for the proposed special dividend, all share transfer documents accompanied by the relevant

## LETTER FROM THE BOARD

share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 12 July 2024. The special dividend is expected to be payable on or around Tuesday, 20 August 2024.

### **7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, inter alia, (i) the grant of the Issuance Mandate; (ii) the grant of the Repurchase Mandate; (iii) the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (iv) the re-election of the retiring Directors; (v) the appointments of executive Director and independent non-executive Director; (vi) change of auditor; and (vii) the declaration of special dividend.

All votes of the Shareholders at the Annual General Meeting shall be taken by poll pursuant to Rule 13.39(4) of the Listing Rules. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. The form of proxy can also be accessed via and/or downloaded from the URL at <https://spot-meeting.tricor.hk/#/581>, the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.chinaorientalgroup.com](http://www.chinaorientalgroup.com).

To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submitted electronically via <https://spot-meeting.tricor.hk/#/581> in accordance with the instructions printed on the accompanying notification letter sent to Shareholders by post on 30 May 2024, in each case as soon as possible and in any event no later than 3:00 p.m. (Hong Kong time) on Wednesday, 26 June 2024, or not less than 48 hours before the time of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) in person should you so wish.

### **8. RESPONSIBILITY STATEMENT**

This circular for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### 9. RECOMMENDATION

The Directors consider that the grant of the Issuance Mandate, the grant of the Repurchase Mandate, extension of the Issuance Mandate, the re-election of the retiring Directors, the appointments of executive Director and independent non-executive Director, change of auditor and the declaration of special dividend are in the best interests of the Company, the Group 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 Annual General Meeting.

### 10. CLOSURE OF REGISTER OF MEMBERS

For the purposes of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which no transfer of Shares may be registered. In order to be eligible to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.

### 11. GENERAL INFORMATION

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement to Repurchase Mandate), Appendix II (Details of the Directors Proposed to be Re-elected) and Appendix III (Details of the Directors Proposed to be Appointed) to this circular.

By Order of the Board  
**China Oriental Group Company Limited**  
**Han Jingyuan**  
*Chairman and Chief Executive Officer*

The following is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the grant of the Repurchase Mandate.

### **1. REASONS FOR SHARE REPURCHASE**

The Directors believe that the grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury Shares (subject to the relevant Listing Rules relating to treasury shares coming into effect). Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the memorandum of association of the Company, the Bye-Laws, and the applicable laws of Bermuda.

The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 3,722,569,000 paid up Shares.

Subject to the passing of the resolution no. 6 regarding grant of the Repurchase Mandate set out in the notice of the Annual General Meeting and on the basis that no Shares are issued or repurchased by the Company and no outstanding share options are exercised under the share option schemes of the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be authorised to repurchase up to 372,256,900 paid up Shares (10% of the issued and paid up Shares (excluding treasury Shares)) during the Relevant Period (as defined in paragraph 6(d) of the Notice of Annual General Meeting).

### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its memorandum of association and the Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

#### **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### **5. STATUS OF REPURCHASED SHARES**

Shares repurchased by the Company may be held by the Company as treasury Shares or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchase.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

#### **6. TAKEOVERS CODE**

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Han Jingyuan together with Wellbeing Holdings Limited and Chingford Holdings Limited (collectively “**Mr. Han and His Controlled Companies**”), and ArcelorMittal together with ArcelorMittal Holdings AG (collectively “**ArcelorMittal Group**”) held approximately 36.33% and 37.00% of the issued Shares respectively. Assuming that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting and the Directors exercise the Repurchase Mandate in full from its Shareholders other than from Mr. Han and His Controlled Companies and ArcelorMittal Group in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the shareholdings of Mr. Han and His Controlled Companies and ArcelorMittal Group in the Company will increase to 40.37% and 41.11% respectively. Such increase of the shareholdings would give rise to an obligation for Mr. Han and His Controlled Companies and ArcelorMittal Group to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as would give rise to such an obligation. Furthermore, the Directors have no intention to exercise the Repurchase Mandate which would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue.

#### **7. DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

#### **8. UNDERTAKING OF THE DIRECTORS**

The Directors will, so far as the same may be applicable, exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

## 9. MARKET PRICES OF SHARES

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

	<b>Share Price Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
May	1.32	1.05
June	1.15	1.00
July	1.24	1.04
August	1.29	1.07
September	1.35	1.17
October	1.29	1.11
November	1.26	1.19
December	1.31	1.17
<b>2024</b>		
January	1.29	1.14
February	1.23	1.08
March	1.21	0.96
April	1.17	0.99
May (up to the Latest Practicable Date)	1.13	1.01

## 10. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting and will be proposed to be re-elected at the Annual General Meeting are provided below.

**Mr. Han Jingyuan (“Mr. Han”)**, aged 67, is the Chairman and Chief Executive Officer of the Company (appointed on 13 November 2003), and also serves as a director of certain subsidiaries of the Company. Mr. Han is the chairman of the Nomination Committee and member of the Remuneration Committee. Mr. Han graduated from the Renmin University of China in 1994 with a degree in management. Mr. Han began his career in Metallurgy in 1984 when he was a deputy mine manager and mine manager of Han’erzhuang Iron Mine. He has in-depth industry knowledge and 38 years of extensive operational and managerial experience in the iron and steel industry. In January 2020, Mr. Han was awarded “The First China Financial and Economic Forum and 70th Anniversary of the Founding of the People’s Republic of China’s 70 Figures with Economic Merits\*” (首屆中國金融經濟論壇暨建國70年70位經濟功勳人物). In addition, Mr. Han was also awarded the honorary title of “No. 6 in Forbes China Best CEO List 2018”, “Top Ten News Figures in China’s Reform\*” (中國改革十大新聞人物), “Top Ten Enterprise Management Innovator in China\*” (全國十大企業管理創新人物), “Outstanding Integrity Entrepreneur in China\*” (全國優秀誠信企業家), “China Charity Outstanding Contribution Award\*” (中華慈善事業突出貢獻獎). Mr. Han is the vice chairman of the China Chamber of Commerce for Metallurgical Enterprises\* (全聯冶金商會), the council member of China Enterprise Confederation, the honorary chairman of Hong Kong Tong San Chamber of Commerce. Mr. Han was also the 9th and 11th representative of the People’s Congress of Hebei Province, the PRC and 8th representative of the Communist Party of Hebei Province. Mr. Han is a director and the controlling shareholder of Wellbeing Holdings Limited, the controlling Shareholder of the Company. Mr. Han is the father of Mr. Han Li, the executive Director and Chief Financial Officer of the Company.

Save as disclosed above, Mr. Han does not have any other positions with the Company and other members of the Group and did not hold any other directorships with other listed companies in the past three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between the Company and Mr. Han, Mr. Han’s appointment as an executive Director is for a fixed term of three (3) years and terminable by either party with three months’ written notice. Mr. Han is entitled to a director’s fee of HK\$600,000 per annum. The emoluments specified in another service contract appointing Mr. Han as the Chief Executive Officer is HK\$10,800,000 per annum and such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined by the Remuneration Committee with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar positions.

As at the Latest Practicable Date, Mr. Han and His Controlled Companies hold 1,352,488,849 Shares, representing approximately 36.33% of the issued share capital of the Company, and Mr. Han is beneficially interested in 3,500,000 underlying Shares (within the meaning of Part XV of the SFO) in respect of the share options granted to him under the Company’s share option scheme adopted in May 2013.

\* For identification purposes only



Save as disclosed above, Mr. Han does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

Save as disclosed above, there are no other matters in relation to the proposed re-election of Mr. Han as an executive Director which need to be brought to the attention of the Shareholders, and there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Han Li**, aged 36, is an executive Director (appointed on 7 February 2012) and Chief Financial Officer of the Company. Mr. Han Li joined the Group in 2009 as the assistant to the financial controller of the Company. He was the executive assistant to Chief Executive Officer of the Company and also currently serves as a chairman of the board of Jinxi Limited and a director of certain subsidiaries of the Company. He also assists the Chief Executive Officer of the Company managing the daily operations of the Group. Mr. Han Li was the 12th and 13th representative of the People's Congress of Hebei Province, the PRC, the vice chairman of the 11th Committee of Hebei Youth Federation and 17th representative of the People's Congress of the Communist Youth League of China. He was awarded "Enterprise Brand Special Contribution Character\*" (企業品牌建設特殊貢獻人物) and "The Harmonious China 2012 Influential People's Award — Top Ten Innovator in Energy Conservation and Environmental Protection in China\*" (和諧中國2012年度影響力人物 — 中國節能環保領域十大創新標兵), "Outstanding Entrepreneur in Hebei\*" (河北傑出企業家), "New Era Ji Youth Star May Fourth Special Award\*" (新時代冀青之星五四特別獎). Mr. Han Li is the son of Mr. Han Jingyuan, the Chairman and Chief Executive Officer of the Company, as well as the substantial Shareholder within the meaning of Part XV of the SFO (holding approximately 36.33% of the issued Shares as at 31 December 2023) of the Company.

Mr. Han Li is the chairman, a director and a substantial shareholder of Jiangsu Shentong Valve Company Limited, which is listed on the SME board of the Shenzhen Stock Exchange, since 26 July 2019.

Save as disclosed above, Mr. Han Li does not have any other positions with the Company and other members of the Group and did not hold any other directorships with other listed companies in the past three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between the Company and Mr. Han Li, Mr. Han Li's appointment as an executive Director is for a fixed term of three (3) years and terminable by either party with three months' written notice. Mr. Han Li is entitled to a director's fee of HK\$400,000 per annum. The emoluments specified in another contract appointing Mr. Han Li as the Chief Financial Officer is HK\$3,000,000 per annum and such amount of discretionary bonus which the Company may decide to pay. Such emolument is determined by the Remuneration Committee with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

\* For identification purposes only

As at the Latest Practicable Date, Mr. Han Li beneficially owns 5,400,000 Shares, representing approximately 0.15% of the issued share capital of the Company, and Mr. Han Li is beneficially interested in 2,000,000 underlying Shares (within the meaning of Part XV of the SFO) in respect of the share options granted to him under the Company's share option scheme adopted in May 2013.

Save as disclosed above, Mr. Han Li does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

Save as disclosed above, there are no other matters in relation to the proposed re-election of Mr. Han Li as an executive Director which need to be brought to the attention of the Shareholders, and there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Li Mingdong (“Mr. Li”)**, aged 56, has been the chairman of the board of Qingdao Huijintong Power Equipment Company Limited\* (青島匯金通電力設備股份有限公司), a subsidiary of the Company and whose shares are listed on the Shanghai Stock Exchange (stock code: 603577) since August 2020. In addition, he currently serves as a director of certain subsidiaries of the Company and is the head of the Group’s steel manufacturing business since January 2024. In addition, he is also the head of the following non-steel manufacturing businesses of the Group: (i) manufacturing of power transmission equipment, large-scale casting equipment and green prefabricated construction structure, (ii) green energy segment, such as manufacturing of solar photovoltaic brackets, and (iii) comprehensive utilisation of solid waste for production of new materials. From May 1996 to June 2000, he served as the deputy general manager and general manager of Jinxi Limited, a subsidiary of the Company. Mr. Li has over 30 years of working experience in China’s steel industry and shipbuilding industry. Mr. Li held the position of vice president of Beijing Jianlong Heavy Industry Group Co., Ltd.\* (北京建龍重工集團股份有限公司) from June 2000 to January 2016. He was the chairman of the board of Yangfan Group Co., Ltd.\* (揚帆集團股份有限公司) from November 2012 to January 2016. Mr. Li served as the vice president of China Association of the National Shipbuilding Industry\* (中國船舶工業行業協會) from January 2013 to January 2016.

Mr. Li holds a college diploma in metallurgy of iron and steel from North China University of Science and Technology and an EMBA (Executive Master of Business Administration) degree from Tsinghua University. Mr. Li is a senior engineer (高級工程師).

The Company will enter into a director service contract with Mr. Li for a term of three (3) years commencing from the effective date of his appointment, which will be terminable by either party with three months’ written notice. After the directorship appointment of Mr. Li becomes effective, his directorship is subject to retirement by rotation and re-election at the annual general meeting(s) of the Company in accordance with the Bye-laws and the Listing Rules. The director’s fee of Mr. Li as an executive Director under his service contract will be HK\$400,000 per annum, which was determined by the Board with reference to his duties and responsibilities in the Group and the prevailing market rate.

As at the Latest Practicable Date, Mr. Li is beneficially interested in 1,000,000 underlying Shares (within the meaning of Part XV of the SFO) in respect of the share options granted to him under the Company’s share option scheme adopted in May 2013.

Save as disclosed above, Mr. Li has confirmed that (i) he does not hold any positions in the Company or any of its subsidiaries; (ii) he has not hold any directorships in any publicly listed companies, whether in Hong Kong or overseas, during the past three years; (iii) he does not have any relationship with any Directors, senior management or substantial or controlling Shareholders; and (iv) he does not have any interest in the Shares, within the meaning of Part XV of the SFO.

\* For identification purposes only

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Li that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Yu Fang Jing (“Ms. Yu”)**, aged 46, has professional legal experience in Hong Kong capital market for over 20 years. From August 2003 to October 2010, Ms. Yu worked in the Hong Kong and Beijing Offices of Freshfields Bruckhaus Deringer LLP with her last position as a senior associate. From February 2011 to April 2018, Ms. Yu worked in the Beijing and Shanghai Offices of Clifford Chance LLP with her last position as a partner. Ms. Yu then served as a partner in the Hong Kong Office of Tian Yuan Law Firm from September 2019 to February 2021, and as a partner in the Hong Kong Office of Paul Hastings LLP from March 2021 to November 2022. From December 2022 to March 2024, Ms. Yu worked in Mont Avenir Capital Limited, with her last position as the head of legal department and managing director. Since October 2023, Ms. Yu has served as an independent non-executive director in Guoquan Food (Shanghai) Co., Ltd., shares of which are listed on the Main Board of the Stock Exchange (stock code: 2517).

Ms. Yu obtained the bachelor’s degree in law from University of New South Wales in Australia in January 2002. And Ms. Yu has been a member of the Law Society of Hong Kong since 2006 and she was qualified as a solicitor of Hong Kong in December 2005.

The Company will enter into a director service contract with Ms. Yu for a term of one (1) year commencing from the effective date of her appointment, which will be terminable by either party with three months’ written notice. After the directorship appointment of Ms. Yu becomes effective, her directorship is subject to retirement by rotation and re-election at the annual general meeting(s) of the Company in accordance with the Bye-laws and the Listing Rules. The director’s fee of Ms. Yu as an independent non-executive Director under her service contract will be HK\$400,000 per annum, which was determined by the Board with reference to her duties and responsibilities in the Group and the prevailing market rate.

As at the Latest Practicable Date, Ms. Yu has confirmed that (i) she meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment. Having considered all the above factors, the Board considers Ms. Yu to be independent.

Save as disclosed above, Ms. Yu has confirmed that (i) she does not hold any positions in the Company or any of its subsidiaries; (ii) she has not hold any directorships in any publicly listed companies, whether in Hong Kong or overseas, during the past three years; (iii) she does not have any relationship with any Directors, senior management or substantial or controlling Shareholders; and (iv) she does not have any interest in the Shares, within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Yu that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this notice.*



**CHINA ORIENTAL GROUP COMPANY LIMITED**  
**中國東方集團控股有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 581)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Company will be held on Friday, 28 June 2024 at 3:00 p.m. at Boardrooms 3-4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong and any adjournment thereof, for the following purposes, and unless otherwise defined herein, the terms herein shall have the same meanings as defined in the circular to the Shareholders dated 30 May 2024:

**As ordinary business:**

1. To receive, consider and adopt the audited consolidated financial statements together with the reports of the Directors and auditor of the Company for the year ended 31 December 2023.
2. To declare a special dividend of HK\$0.05 per share for the year ended 31 December 2023.
3. To consider and, if thought fit, approve, each as a separate resolution, the following resolutions:
  - (a) To re-elect Mr. Han Jingyuan as an executive Director.
  - (b) To re-elect Mr. Han Li as an executive Director.
  - (c) To appoint Mr. Li Mingdong as an executive Director.
  - (d) To appoint Ms. Yu Fang Jing as an independent non-executive Director.
  - (e) To authorise the Board to fix the Directors' remuneration.

\* For identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

4. To appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix its remuneration.

### As special business:

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

**“THAT:**

- (a) subject to paragraph 5(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 5(d) below) of all powers of the Company to issue, allot and deal with the additional shares in the share capital of the Company (including any sale or transfer of treasury Shares out of treasury if permitted under the Listing Rules) and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5(a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares to be issued, allotted, dealt with or transferred out of treasury or agreed conditionally or unconditionally to be issued, allotted, dealt with or transferred out of treasury (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to: (i) a Rights Issue (as defined in paragraph 5(d) below); or (ii) any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issuance of shares or rights to acquire shares; or (iii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into ordinary Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of the ordinary Shares in lieu of the whole or part of a dividend on the ordinary Shares in accordance with the Bye-laws, shall not exceed 20% of the aggregate number of the issued Shares (excluding treasury Shares) at the date of passing this resolution and the said approval pursuant to paragraph 5(a) above shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws of Bermuda and the Bye-laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders in general meeting.

“Rights Issue” means an offer of shares or options to subscribe for shares open for a period fixed by the Directors of the Company 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 of the Company may deem necessary or expedient in relation to fractional entitlements and having regard to any restrictions of obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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

**“THAT:**

- (a) subject to paragraph 6(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 6(d) below) of all the powers of the Company to repurchase issued shares in the capital of the Company and, if permitted under the Listing Rules, to determine whether such Shares repurchased shall be held as treasury Shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024) by the Company or be cancelled, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 6(a) above shall be in addition to any other authorisation given to the Directors of the Company;
- (c) the aggregate number of Shares, which the Company is authorised to repurchase on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on another stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs of Hong Kong pursuant to the approval in paragraph 6(a) above during the Relevant Period, shall be no more than 10% of the aggregate number of the existing issued Shares (excluding treasury Shares) at the date of passing this resolution, and the authority pursuant to the paragraph 6(a) above shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws of Bermuda and the Bye-laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders in general meeting.”

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

“**THAT**, conditional upon the passing of the ordinary resolution as set out in resolutions no. 5 and 6 above, the general mandate granted to the Directors pursuant to resolution no. 5 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such number of Shares shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury Shares) at the date of passing this resolution.”

The form of proxy for use at the Annual General Meeting is despatched to the Shareholders, and can be accessed via and/or downloaded from the URL at <https://spot-meeting.tricor.hk/#/581>, the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk), and the Company’s website at [www.chinaorientalgroup.com](http://www.chinaorientalgroup.com). To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submitted electronically via <https://spot-meeting.tricor.hk/#/581> in accordance with the instructions printed on the accompanying notification letter sent to Shareholders by post on 30 May 2024, in each case as soon as possible and in any event no later than 3:00 p.m. (Hong Kong time) on Wednesday, 26 June 2024, or not less than 48 hours before the time of any adjourned meeting.

By Order of the Board  
**China Oriental Group Company Limited**  
**Han Jingyuan**  
*Chairman and Chief Executive Officer*

Hong Kong, 30 May 2024

*Notes:*

- (1) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent the member who/which appointed it. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.



## NOTICE OF ANNUAL GENERAL MEETING

- (2) To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submitted electronically via <https://spot-emeeting.tricor.hk/#/581> in accordance with the instructions printed on the accompanying notification letter sent to the Shareholders by post on 30 May 2024, in each case as soon as possible and in any event no later than 3:00 p.m. (Hong Kong time) on Wednesday, 26 June 2024, or not less than 48 hours before the time of any adjourned meeting. Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.
- (3) Completion and delivery of the form of proxy will not preclude a member from attending and voting at the Annual General Meeting (or any adjournment thereof) in person if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share of the Company, any one of such holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the Annual General Meeting, the vote of such joint holder whose name stands first in the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (5) Voting of the resolutions set out in this notice will be by way of poll.
- (6) For the purposes of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which no transfer of Shares may be registered. In order to be eligible to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.
- (7) For the purposes of ascertaining Shareholders' entitlement for the proposed special dividend, the register of members of the Company will be closed from Monday, 15 July 2024 to Wednesday, 17 July 2024 (both days inclusive), during which no transfer of Shares may be registered. The record date for the proposed special dividend shall be Wednesday, 17 July 2024. In order to qualify for the proposed special dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 12 July 2024.
- (8) If a typhoon signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at or at any time after 12:00 noon on the day of the Annual General Meeting, the Annual General Meeting will be postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify Shareholders of the date, time and place of the postponed meeting. The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under unfavourable weather conditions bearing in mind their own situations.