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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Sino-Ocean Group Holding Limited (the "**Company**") will be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Thursday, 11 July 2024 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. **"THAT:**

- (a) the sale and purchase agreement dated 7 June 2024 (the "**Sale and Purchase Agreement**") (a copy of which has been produced to the EGM and marked "A" and initialed by the chairman of the EGM for the purpose of identification) entered into among the Company, Beijing Yingyu Enterprise Management Consulting Co., Ltd.* (北京穎煜企業管理諮詢有限公司) ("**Seller 1**"), Tianjin Yigangtong Enterprise Management Co., Ltd.* (天津頤港通企業管理有限公司) (together with Seller 1, the "**Sellers**"), China Life Qihang Phase I (Tianjin) Equity Investment Fund Partnership (Limited Partnership) (國壽啟航壹期(天津)股權投資基金合夥企業(有限合夥)) ("**Purchaser 1**"), Shiny Harbour Limited (緻港有限公司) ("**Purchaser 2 (Equity)**"), Beijing Sanlitun South Property Management Company Limited* (北京三里屯南區物業管理有限公司) (together with Purchaser 2 (Equity), "**Purchasers 2**") and Xingtaitonggang Properties Company Limited* (北京星泰通港置業有限公司) (the "**Target Company**") in relation to the disposal (the "**Disposal**") by the Sellers of (i) an aggregate of 64.79% equity interests in the Target Company and (ii) creditor's rights held by Seller 1 in the Target Company, and the transactions as contemplated under the Sale and Purchase Agreement be and are hereby approved, confirmed and ratified;
- (b) the agreement dated 7 June 2024 (the "**Purchaser 2 Agreement**", together with the Sale and Purchase Agreement, the "**Disposal Agreements**") (a copy of which has been produced to the EGM and marked "B" and initialed by the chairman of the EGM for the purpose of identification) entered into among the Company, Seller 1 and Purchasers 2 in relation to, among others, the waiver of the right of first refusal by Purchaser 2 (Equity), the adjustment of payment of consideration payable by Purchaser 2 (Equity) in relation to the Disposal and the exercise of the right of first offer by the Company and the payment of the relevant consideration, and the transactions as contemplated under the Purchaser 2 Agreement be and are hereby approved, confirmed and ratified; and

- (c) any director of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in his/her opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Disposal Agreements and the transactions as contemplated thereunder.”

Note: Shareholders of the Company are being asked to approve the Sale and Purchase Agreement and the Purchaser 2 Agreement in a single ordinary resolution as the entering into of the Purchaser 2 Agreement is one of the conditions precedent to the payment of the consideration pursuant to the Sale and Purchase Agreement, and is considered as an integral part of the Disposal. Accordingly, shareholders of the Company will not be able to vote on the Sale and Purchase Agreement without also voting on the Purchaser 2 Agreement in the same manner, and vice versa.

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

Hong Kong, 25 June 2024

* *For identification purposes only*

Notes:

- (a) The register of members of the Company will be closed from Monday, 8 July 2024 to Thursday, 11 July 2024 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 5 July 2024.
- (b) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the EGM, or any adjournment thereof.
- (c) As at the date of this notice, the board of directors of the Company comprises Mr. LI Ming, Mr. WANG Honghui, Mr. CUI Hongjie and Ms. CHAI Juan as executive directors; Mr. ZHAO Peng, Mr. ZHANG Zhongdang, Mr. YU Zhiqiang and Mr. SUN Jinfeng as non-executive directors; and Mr. HAN Xiaojing, Mr. JIN Qingjun, Mr. LYU Hongbin, Mr. LIU Jingwei and Mr. JIANG Qi as independent non-executive directors.