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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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 JUNE 2024, (2) RETIREMENT OF DIRECTORS, (3) APPOINTMENTS OF DIRECTORS AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES, AND (4) CHANGE OF AUDITOR

- (1) The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM.
- (2) The Board further announces that the following changes of the Company with effect from the conclusion of the AGM:
 - (i) Mr. Zhu Hao retired as a non-executive Director;
 - (ii) Mr. Wang Tianyi retired as an independent non-executive Director and ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
 - (iii) Mr. Li Mingdong was appointed as an executive Director;
 - (iv) Ms. Yu Fang Jing was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee; and
 - (v) Deloitte was appointed as the new auditor of the Company following the retirement of PwC.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting of China Oriental Group Company Limited (the “**Company**”) held on 28 June 2024 (the “**AGM**”), both dated 30 May 2024. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

(1) POLL RESULTS OF THE AGM

At the AGM, voting in respect of all the proposed resolutions was conducted by way of poll.

As at the date of the AGM, the number of issued shares of the Company was 3,722,569,000 shares, which was the total number of shares entitling the holders to attend and vote on all resolutions at the AGM. As at the date of the AGM, there were (i) no treasury shares held by the Company (including any treasury shares held or deposited with the CCASS); and (ii) no shares repurchased by the Company which are pending cancellation, and as such no voting rights of treasury shares or repurchased shares pending cancellation have been exercised at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM. No Shares were actually voted but excluded from calculating the poll results.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

The Board is pleased to announce that at the AGM, all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM. The poll results are as follows:

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
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.	2,943,097,831 (99.90%)	3,046,000 (0.10%)
2.	To declare a special dividend of HK\$0.05 per share for the year ended 31 December 2023.	2,946,143,831 (100%)	0 (0.00%)
3.	(a) To re-elect Mr. Han Jingyuan as an executive Director.	2,918,888,570 (99.07%)	27,255,261 (0.93%)
	(b) To re-elect Mr. Han Li as an executive Director.	2,902,290,883 (98.51%)	43,852,948 (1.49%)
	(c) To appoint Mr. Li Mingdong as an executive Director.	2,938,366,318 (99.74%)	7,777,513 (0.26%)
	(d) To appoint Ms. Yu Fang Jing as an independent non-executive Director.	2,936,351,338 (99.67%)	9,792,493 (0.33%)
	(e) To authorise the Board to fix the Directors’ remuneration.	2,943,993,831 (99.93%)	2,150,000 (0.07%)
4.	To appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix its remuneration.	2,946,143,831 (100%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
5.	To grant a general mandate to the Directors to issue, allot and deal with the Company's additional shares (including any sale or transfer of treasury shares of the Company out of treasury) not exceeding 20% of the number of issued shares of the Company (excluding treasury shares), in terms as set out in resolution no. 5 in the Notice.	2,867,792,542 (97.34%)	78,351,289 (2.66%)
6.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the number of issued shares of the Company (excluding treasury shares), and to determine whether such shares of the Company repurchased shall be held as treasury shares by the Company or be cancelled, in terms as set out in resolution no. 6 in the Notice.	2,946,143,831 (100%)	0 (0.00%)
7.	To approve the extension of the general mandate to be granted to the Directors to issue, allot and deal with the Company's shares by a number representing the number of the Company's shares repurchased by the Company, in terms as set out in resolution no. 7 in the Notice.	2,867,792,542 (97.34%)	78,351,289 (2.66%)

The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast in favour of each of resolutions numbered 1 to 7, all such resolutions were duly passed as ordinary resolutions of the Company at the AGM.

Mr. Han Jingyuan, Mr. Han Li and Mr. Wong Man Chung Francis attended the AGM in person, and Mr. Wang Tianyi (“**Mr. Wang**”) and Mr. Wang Bing participated in the AGM by electronic means. The rest of the Directors were unable to attend the AGM due to their other business commitments.

(2) RETIREMENT OF DIRECTORS

As disclosed in the announcement of the Company dated 8 May 2024 (the “**Announcement**”), each of the retiring directors, namely Mr. Zhu Hao (“**Mr. Zhu**”) and Mr. Wang, indicated that he would not offer himself for re-election at the AGM as he would like to devote more time to pursue his own personal commitments.

Accordingly, with effect from the conclusion of the AGM, (i) Mr. Zhu retired as a non-executive Director; and (ii) Mr. Wang retired as an independent non-executive Director and ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

Each of Mr. Zhu and Mr. Wang has confirmed that he has no disagreement with the Board and save as disclosed in this announcement and the Announcement, there are no other matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhu and Mr. Wang for their contributions to the Group during their term of service.

(3) APPOINTMENTS OF DIRECTORS AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that with effect from the conclusion of the AGM, (i) Mr. Li Mingdong (“**Mr. Li**”) was appointed as an executive Director; and (ii) Ms. Yu Fang Jing (“**Ms. Yu**”) was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee following the retirement of Mr. Wang.

The biographical details of Mr. Li and Ms. Yu required to be disclosed under Rule 13.51(2) of the Listing Rules were set out in the Announcement. As at the date of this announcement, all the information disclosed in the Announcement in relation to the appointments of Mr. Li and Ms. Yu remains unchanged.

The Board would like to express its warm welcome to Mr. Li and Ms. Yu for their appointments.

(4) CHANGE OF AUDITOR

The Board announces that Deloitte has been appointed as the new auditor of the Company following the retirement of PwC with effect from the conclusion of the AGM and until the conclusion of the 2025 annual general meeting of the Company.

The Board would like to take this opportunity to express its sincere gratitude to PwC for its professional and quality services rendered to the Group in the past years.

By order of the Board
China Oriental Group Company Limited
HAN Jingyuan
Chairman and Chief Executive Officer

Hong Kong, 28 June 2024

As at the date of this announcement, the Board comprises Mr. HAN Jingyuan, Mr. ZHU Jun, Mr. SHEN Xiaoling, Mr. HAN Li, Mr. Sanjay SHARMA and Mr. LI Mingdong being the Executive Directors, Mr. Ondra OTRADOVEC being the Non-executive Director and Mr. WONG Man Chung Francis, Mr. WANG Bing, Dr. TSE Cho Che Edward and Ms. YU Fang Jing being the Independent Non-executive Directors.

This announcement is published on the websites of the Company (www.chinaorientalgroup.com) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

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