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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 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.

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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)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China Oriental Group Company Limited to be held on Wednesday, 10 June 2026 at 11:00 a.m. at Boardroom 5, 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) complete and submit the form of proxy electronically at <https://evoting.vistra.com/#/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 11:00 a.m. (Hong Kong time) on Monday, 8 June 2026 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

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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 Wednesday, 10 June 2026 at 11:00 a.m. at Boardroom 5, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, notice of which is contained in this circular
“ArcelorMittal”	ArcelorMittal S.A., a company incorporated under the laws of Luxembourg and indirectly held the entire equity interest in ArcelorMittal Switzerland AG, and a substantial shareholder of the Company
“ArcelorMittal Switzerland AG”	previously known as ArcelorMittal Holdings AG, a company incorporated in Switzerland with limited liability and a substantial shareholder of the Company
“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”	Bye-laws of the Company (as amended and restated, supplemented or modified from time to time)
“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
“Corporate Governance Code”	Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“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

DEFINITIONS

“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”	17 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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 Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

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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

Mr. Li Mingdong

Non-executive Director:

Mr. Ondra Otradovec

Independent Non-executive Directors:

Mr. Wong Man Chung Francis

Mr. Wang Bing

Dr. Tse Cho Che Edward

Ms. Yu Fang Jing

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal Place of Business in

Hong Kong:

Suites 901-2 & 10

9th Floor, Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

24 April 2026

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) DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

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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; and (v) the declaration of final dividend and special dividend.

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

At the last annual general meeting of the Company held on 6 June 2025, 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. Ondra Otradovec (“**Mr. Otradovec**”), Mr. Wong Man Chung Francis (“**Mr. Wong**”) and Mr. Wang Bing (“**Mr. Wang**”) shall retire from office by rotation at the Annual General Meeting. Each of Mr. Han, Mr. Otradovec, Mr. Wong and Mr. Wang, being eligible, will offer himself for re-election at the Annual General Meeting. At the Annual General Meeting, ordinary resolutions set out in resolutions no. 3(a), 3(b), 3(c) and 3(d) of the notice of the Annual General Meeting will be proposed to re-elect Mr. Han, Mr. Otradovec, Mr. Wong and Mr. Wang 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, Mr. Otradovec, Mr. Wong and Mr. Wang 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, Mr. Otradovec, Mr. Wong and Mr. Wang in iron and steel industry, and extensive operational and managerial experience, and the respective expertise and experience of Mr. Wong and Mr. Wang in financial services and legal sectors, all of which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board also holds the view that each of Mr. Wong and Mr. Wang would bring to the Board their own perspectives, skills and experience, as detailed in the Appendix II to this circular. With their unique backgrounds, the Board considers that

LETTER FROM THE BOARD

Mr. Wong and Mr. Wang are highly valued members of the Board and can contribute to the diversity of the Board, in particular with their strong and diversified educational backgrounds and their in-depth knowledge in commercial and general management, legal practice and/or professional accounting and audit.

In addition, the Board has also reviewed the annual written confirmation of independence from each of Mr. Wong and Mr. Wang and assessed their independence based on the independence criteria in accordance with Rule 3.13 of the Listing Rules. Each of them does not have any relationship with any Directors, chief executive and senior management of the Company, substantial Shareholders or controlling Shareholders. The Board is also not aware of any circumstance that might influence each of Mr. Wong and Mr. Wang in exercising independent judgment. Accordingly, the Board considers that each of Mr. Wong and Mr. Wang continues to be independent.

Code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules provides that if an independent non-executive director has served more than 9 years, such director's further appointment should be subject to a separate resolution to be approved by shareholders.

Mr. Wong has been appointed as an independent non-executive Director since 25 August 2004 and has continued to serve on the Board for more than 21 years. Accordingly, his further appointment as a Director should be subject to a separate resolution to be approved by Shareholders. As an independent non-executive Director, Mr. Wong is a senior practising certified public accountant with extensive knowledge of accounting, audit and corporate internal control and governance, having accumulated over 37 years of professional experience in these fields, and has in-depth understanding of the Company's operations and business.

Mr. Wang has been appointed as an independent non-executive Director since 15 July 2016 and has continued to serve on the Board for more than 9 years. Accordingly, his further appointment as a Director should be subject to a separate resolution to be approved by Shareholders. As an independent non-executive Director, Mr. Wang is a senior practicing lawyer in the PRC with extensive legal knowledge and over 30 years of professional legal practice experience, and has an in-depth understanding of the Company's operations and business,

Both Mr. Wong and Mr. Wang have consistently provided the Company with objective insights and independent guidance over the years and continue to demonstrate a firm commitment to their respective duties. Therefore, the Board considers that the long service of Mr. Wong and Mr. Wang would not affect their respective exercise of independent judgement, and that each of them continue to maintain their independence.

Code provision B.3.4(b) of the Corporate Governance Code further provides that where the board proposes a resolution to elect an individual as an independent non-executive director at a general meeting and the proposed independent non-executive director will be holding his seventh (or more) listed company directorship, the board should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting the reasons why the board believes such individual would still be able to devote sufficient time to the board.

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As at the Latest Practicable Date, none of the proposed independent non-executive Directors would be holding his seventh (or more) directorships of listed companies.

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, Mr. Otradovec, Mr. Wong and Mr. Wang, 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, Mr. Otradovec, Mr. Wong and Mr. Wang are set out in Appendix II to this circular.

4. PROPOSED DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND

The Directors have recommended, subject to Shareholders' approval at the Annual General Meeting, the payment of a final dividend of HK\$0.02 per Share and a special dividend of HK\$0.05 per Share for the year ended 31 December 2025 to Shareholders whose names appear on the register of members of the Company on Thursday, 9 July 2026. In order to determine the entitlements of the Shareholders to receive the proposed final dividend and special dividend, the register of members of the Company will be closed from Tuesday, 7 July 2026 to Thursday, 9 July 2026 (both days inclusive), during which no transfer of Shares may be registered. The record date for the proposed final dividend and special dividend shall be Thursday, 9 July 2026. In order to qualify for the proposed final dividend and 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 Monday, 6 July 2026. The final dividend and special dividend are expected to be payable on or around Wednesday, 12 August 2026.

5. 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; and (v) the declaration of final dividend and 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.

LETTER FROM THE BOARD

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://evoting.vistra.com/#/581>, the Stock Exchange's website at www.hkexnews.hk and the Company's website at 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) completed and submitted electronically via <https://evoting.vistra.com/#/581> in accordance with the instructions printed on the accompanying notification letter sent to Shareholders by post on 24 April 2026, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Monday, 8 June 2026, 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.

6. 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.

7. 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 and the declaration of final dividend and 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.

8. 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 Friday, 5 June 2026 to Wednesday, 10 June 2026 (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 Thursday, 4 June 2026.

LETTER FROM THE BOARD

9. 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) and Appendix II (Details of the Directors Proposed to be Re-elected) 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. 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 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 2025) 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 Switzerland 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:

	Share Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
May	1.36	1.21
June	1.47	1.14
July	2.17	1.30
August	1.96	1.64
September	1.71	1.24
October	1.55	1.30
November	1.40	1.24
December	1.42	1.29
2026		
January	1.50	1.28
February	1.63	1.33
March	1.59	1.23
April (up to the Latest Practicable Date)	1.44	1.26

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 69, 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 of the Company. 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 40 years of extensive operational and managerial experience in the iron and steel industry. In January 2020, Mr. Han was awarded “Top 60 Outstanding Entrepreneurs in the 60 Years of New China*” (新中國60年60位卓越企業家) and “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), “Top Ten Outstanding Figures in Asian Brand Innovation*” (亞洲品牌創新十大傑出人物), “Top 100 Outstanding Figures in China’s Reform in the New Century*” (新世紀中國改革百名優秀人物), etc. Mr. Han is 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 Jingyuan 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 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.

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. Ondra Otradovec (“**Mr. Otradovec**”), aged 57, is a non-executive Director of the Company (re-appointed on 16 January 2015). Mr. Otradovec graduated from State University of New York in Stony Brook with a bachelor's degree in finance. Mr. Otradovec is the global head of mergers & acquisitions at ArcelorMittal (a substantial shareholder of the Company). Previously he worked at HSBC Investment Bank and was responsible for corporate finance transactions in emerging markets. Since joining in 2003, Mr. Otradovec has been involved in mergers & acquisitions at ArcelorMittal and has completed a large number of acquisitions, mergers and divestments undertaken by the company. Mr. Otradovec was involved in the merger of Mittal Steel with Arcelor as well as many other major transactions including acquisitions in Europe, US, South America and Asia, including Hunan Valin Iron and Steel Group Co., Ltd. in China (he served as a director of Valin Steel). He was also in charge of acquisitions of ThyssenKrupp Steel plant in Calvert, USA, Votorantim Steel in Brazil and ILVA in Italy. Mr. Otradovec acted as a non-executive Director of the Company from 2 January 2009 to 15 July 2013.

Save as disclosed above, Mr. Otradovec does not have any position with the Company and other members of the Group and did not hold any directorship 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. Otradovec, Mr. Otradovec's appointment as a non-executive Director is for a fixed term of two years and terminable by either party with three months' written notice. Mr. Otradovec is entitled to a director's fee of HK\$400,000 per annum. 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.

As at the Latest Practicable Date, Mr. Otradovec 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. Otradovec does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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

Mr. Wong Man Chung Francis (“**Mr. Wong**”), aged 61, is an independent non-executive Director of the Company (appointed on 25 August 2004). He is the chairman of the Audit Committee and Remuneration Committee and member of the Nomination Committee of the Company. He is a highly experienced certified public accountant (practising) and has over 37 years of experience in auditing, taxation, corporate internal control and governance, acquisition and financial advisory, corporate restructuring and liquidation, family trust and wealth management. Mr. Wong is an independent non-executive director of Wai Kee Holdings Limited, Integrated Waste Solutions Group Holdings Limited, Greenheart Group Limited and Hilong Holding Limited, all of which are listed companies on the Stock Exchange. He was an independent non-executive director of China New Higher Education Group Limited from March 2017 to December 2019, GCL Technology Holdings Limited from April 2016 to May 2022, Shanghai Dongzheng Automotive Finance Co., Ltd. (its listing status was cancelled in April 2024) from February 2020 to April 2024, IntelliCentrics Global Holdings Ltd. (its listing status was delisted in May 2024) from January 2020 to May 2024, Digital China Holdings Limited from August 2006 to June 2024 and Qeeka Home (Cayman) Inc. from June 2018 to June 2025, all of which are listed companies on the Stock Exchange. Mr. Wong is the founding director and member of Francis M. C. Wong Charitable Foundation Limited, a charitable institution. Mr. Wong is also the non-executive chairman of Union Alpha C.P.A. Limited and non-executive director of Union Alpha CAAP Certified Public Accountants Limited. Previously, Mr. Wong worked for KPMG, an international accounting firm for 6 years and the Hong Kong Securities Clearing Company Limited for 2 years. Mr. Wong is a fellow member of The Association of Chartered Certified Accountants, Institute of Chartered Accountants in England and Wales, The Society of Chinese Accountants and Auditors and Hong Kong Institute of Certified Public Accountants and a certified tax adviser of the Taxation Institute of Hong Kong. Mr. Wong holds a master degree in management (管理學碩士) conferred by Jinan University (暨南大學), Guangzhou, the PRC.

Save as disclosed above, Mr. Wong 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. Wong, Mr. Wong’s appointment as an independent non-executive Director is for a fixed term of one year and terminable by either party with three months’ written notice. Mr. Wong is entitled to a director’s fee of HK\$800,000 per annum. 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.

As at the Latest Practicable Date, Mr. Wong beneficially owned 270,000 Shares, and controlled approximately 66.67% of the votes in the member meeting of Francis M.C. Wong Charitable Foundation Limited, which beneficially owned 500,000 Shares. Mr. Wong in aggregate owned 770,000 Shares, representing approximately 0.02% of the issued share capital of the Company within the meaning of the Part XV of the SFO. In addition, Mr. Wong 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.

As at the Latest Practicable Date, Mr. Wong has confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in 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 his independence. Having considered all the above factors, the Board considers Mr. Wong to be independent.

Save as disclosed above, Mr. Wong does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters in relation to the proposed re-election of Mr. Wong as an independent non-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 any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wang Bing (“**Mr. Wang**”), aged 60, is an independent non-executive Director of the Company (appointed on 15 July 2016). He is member of the audit committee, nomination committee and remuneration committee of the Company. Mr. Wang graduated from Peking University with a bachelor's degree in Law in 1986 and obtained a doctor's degree in International Law from the Research Institute of Hiroshima University in 1995. Mr. Wang has over 30 years of experience in practicing law. In 1986, Mr. Wang joined Ministry of Human Resources and Social Security of the People's Republic of China, then worked for the Policy Research Office. He worked at Zhong Lun Law Firm from July 1995 to May 1998. Mr. Wang joined Beijing W&H Law Firm since May 1998 and currently, he is the senior partner of Beijing W&H Law Firm. Mr. Wang is qualified to practice law in the PRC. Mr. Wang was once the independent director of Shanxi Lanhua Sci-tech Venture Company Limited (listed on the Shanghai Stock Exchange) from May 2003 to May 2009 and Fujian Guanhong Holding Company Limited from May 2009 to May 2011. He is currently an independent director of Shanxi Tianji Coal Chemical Group Company Limited since May 2008 and Shangdong SINO-AGRI United Biotechnology Company Limited since January 2016. In addition, Mr. Wang acted as an external director of Beijing Fashion Holdings Company Limited, which is a wholly-owned company of State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality, since February 2015. Since October 2023, Mr. Wang has been re-designated as an external director by the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality from one of its wholly state-owned enterprises, Beijing Fashion Holding Company Limited, to another wholly state-owned enterprise, Beijing Waterworks Group Company Limited.

Save as disclosed above, Mr. Wang 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 services contract entered into between the Company and Mr. Wang, Mr. Wang's appointment as an independent non-executive Director is for a fixed term of one year and terminable by either party with three months' written notice. Mr. Wang is entitled to a director's fee of HK\$400,000 per annum. 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.

As at the Latest Practicable Date, Mr. Wang 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.

As at the Latest Practicable Date, Mr. Wang has confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he 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 his independence. Having considered all the above factors, the Board considers Mr. Wang to be independent.

Save as disclosed above, Mr. Wang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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

NOTICE OF ANNUAL GENERAL MEETING

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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held on Wednesday, 10 June 2026 at 11:00 a.m. at Boardroom 5, 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 24 April 2026:

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 2025.
2. To declare a final dividend of HK\$0.02 per Share and a special dividend of HK\$0.05 per Share for the year ended 31 December 2025.
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. Ondra Otradovec as a non-executive Director.
 - (c) To re-elect Mr. Wong Man Chung Francis as an independent non-executive Director who has served as an independent non-executive Director for more than 9 years.
 - (d) To re-elect Mr. Wang Bing as an independent non-executive Director who has served as an independent non-executive Director for more than 9 years.
 - (e) To authorise the Board to fix the Directors' remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

4. To re-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 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://evoting.vistra.com/#/581>, the Stock Exchange’s website at www.hkexnews.hk, and the Company’s website at 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) completed and submitted electronically via <https://evoting.vistra.com/#/581> in accordance with the instructions printed on the accompanying notification letter sent to Shareholders by post on 24 April 2026, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Monday, 8 June 2026, 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, 24 April 2026

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.

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- (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) completed and submitted electronically via <https://evoting.vistra.com/#/581> in accordance with the instructions printed on the accompanying notification letter sent to the Shareholders by post on 24 April 2026, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Monday, 8 June 2026, 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 Friday, 5 June 2026 to Wednesday, 10 June 2026 (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 Thursday, 4 June 2026. The record date for the attending and voting at the Annual General Meeting is Wednesday, 10 June 2026.
- (7) For the purposes of ascertaining Shareholders' entitlement for the proposed final dividend and special dividend, the register of members of the Company will be closed from Tuesday, 7 July 2026 to Thursday, 9 July 2026 (both days inclusive), during which no transfer of Shares may be registered. The record date for the proposed final dividend and special dividend shall be Thursday, 9 July 2026. In order to qualify for the proposed final dividend and 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 Monday, 6 July 2026.
- (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 8:00 a.m. 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.