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## **Grand Ocean Advanced Resources Company Limited**

**弘海高新資源有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 65)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Grand Ocean Advanced Resources Company Limited (the “**Company**”) will be held at 4:00 p.m. on Wednesday, 23 October 2024 at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 27 September 2024 (the “**Circular**”), with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”):
  - (i) every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) of par value of HK\$0.1 each (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company so that following the Share Consolidation, the authorised share capital of the Company will be changed from HK\$1,000,000,000 divided into 100,000,000,000 ordinary shares of par value of HK\$0.01 each to HK\$1,000,000,000 divided into 10,000,000,000 Consolidated Shares with a par value of HK\$0.10 each;

- (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and
- (iii) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things and execute all such documents and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

By order of the Board  
**Grand Ocean Advanced Resources Company Limited**  
**Ng Ying Kit**  
*Executive Director*

Hong Kong, 27 September 2024

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Island

*Principal place of business in Hong Kong:*

Unit 1102, 11/F  
29 Austin Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

*As at the date of this notice, the Board comprises three executive Directors, namely Mr. Ng Ying Kit, Mr. Guo Jianpeng and Mr. Jiang Xin; and three independent non-executive Directors, namely Mr. Lee Wai Ming, Mr. Chang Xuejun and Mr. Li Juhui.*

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, 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 EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to be valid, the completed form of proxy must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for the holding of the EGM or adjourned EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's Hong Kong branch share registrar and transfer office, Tricor Abacus Limited, together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or attorney or other person duly authorised in writing.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 16 October 2024 to Wednesday, 23 October 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, for registration not later than 4:30 p.m. on Tuesday, 15 October 2024.
5. The ordinary resolution set out above will be voted by way of poll.
6. The English text of this notice of EGM shall prevail over the Chinese text in case of inconsistency.
7. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or after 8:00 a.m. on the date of the EGM and/or the Hong Kong Observatory has announced at or 8:00 a.m. on date of the EGM that either of the above mentioned warnings is to be issued within the next two hours, the EGM will be postponed. The Company will post an announcement on the website of the Company at [www.grandocean65.com](http://www.grandocean65.com) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify its Shareholders of the date, time and place of the rescheduled EGM.