

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Ocean One Holding Ltd. (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer 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.

**Ocean One Holding Ltd.**  
**大洋環球控股有限公司**

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

**(Stock Code: 8476)**

**DECLARATION OF FINAL DIVIDEND;  
GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Units 5906–5912, 59/F., The Center, 99 Queen’s Road Central, Central, Hong Kong at 10:30 a.m. on Thursday, 17 August 2023 is set out on pages 14 to 18 of this circular.

A form of proxy for use at the annual general meeting is enclosed herewith. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication. This circular will also be published on the website of the Company at [www.oceanoneholding.com](http://www.oceanoneholding.com).

In view of the novel Coronavirus (COVID-19) epidemic, precautionary measures will be taken at the AGM to reduce the health risk of the attendees, which may include compulsory temperature checks and compulsory wearing of surgical face masks at the venue. Any person who does not comply with the precautionary measures or is subject to health quarantine requirement may be denied entry into the venue. In addition, seating will be arranged to better achieve social distancing and no refreshments or souvenirs will be provided inside the venue. Shareholders should carefully consider the risks of attending the AGM, taking into consideration their own circumstances. The Company wishes to remind the Shareholders that attendance in person at the AGM is not necessary for the exercise of voting rights, as Shareholders may submit proxy forms and appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM. Depending on the development of situation regarding the epidemic nearer the time of the AGM, additional precautionary measures may be implemented as may be appropriate.

## **CHARACTERISTICS OF GEM**

### **CHARACTERISTICS OF GEM**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

## PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the AGM to protect the attending Shareholders and other attendees from the risk of infection, including the following:

- (1) There will be compulsory body temperature screening for all persons before entering the AGM venue. Any person with a body temperature of 37.3 degrees Celsius or above or any person who exhibits any flu-like symptoms may be denied entry to the AGM venue or be required to promptly leave the AGM venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the AGM and inside the AGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (3) No refreshment will be served, and there will be no souvenir.
- (4) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
- (5) Appropriate seating arrangement at the AGM venue to avoid over-crowding.
- (6) In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the attendees, the Company is supportive of the precautionary measures being adopted and reminds Shareholders that physical attendance in the AGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions as an alternative to attending the AGM in person.
- (7) Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures and/or meeting arrangements as and when appropriate.

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
Declaration of final dividend .....	4
Closure of the Register .....	4
General mandates to issue Shares and repurchase Shares .....	4
Re-election of Retiring Directors .....	5
AGM .....	6
Responsibility Statement .....	6
Recommendation .....	6
Other information .....	7
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	8
<b>APPENDIX II — BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS                     PROPOSED FOR RE-ELECTION</b> .....	11
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

## DEFINITIONS

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

“2022 AGM”	the annual general meeting of the Company held on 18 August 2022
“AGM”	the annual general meeting of the Company to be held at Units 5906–5912, 59/F., The Center, 99 Queen’s Road Central, Central, Hong Kong at 10:30 a.m. on Thursday, 17 August 2023
“Articles of Association”	the amended and restated articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Ocean One Holding Ltd., an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM (stock code: 8476)
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate

## DEFINITIONS

“Latest Practicable Date”	13 June 2023, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Listing Date”	19 October 2017, the date on which the issued Shares were initially listed on GEM
“PRC”	the People’s Republic of China
“Register”	the register of members of the Company maintained in Hong Kong
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent

**LETTER FROM THE BOARD**

**Ocean One Holding Ltd.**  
**大洋環球控股有限公司**

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

**(Stock Code: 8476)**

*Executive Directors:*

Mr. Chan Kin Fung  
*(Chairman and Chief Executive Officer)*  
Ms. Tse Chun Ha Amy

*Independent Non-executive Directors:*

Mr. So Yuk Ki  
Mr. Lee Kam Wan  
Dr. Leung Wai Ping Noel

*Registered Office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong:*

Unit B, 5/F  
Goodwill Industrial Building  
36–44 Pak Tin Par Street  
Tsuen Wan  
Hong Kong

19 June 2023

*To the Shareholders*

Dear Sir or Madam,

**DECLARATION OF FINAL DIVIDEND;  
GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding the ordinary and special resolutions to be proposed at the AGM relating to (i) the declaration of final dividend; (ii) the grant of the Issue Mandate and the Repurchase Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

## **LETTER FROM THE BOARD**

### **DECLARATION OF FINAL DIVIDEND**

As mentioned in the announcement of the Company dated 13 June 2023, the Board has resolved to recommend a final dividend of HK4 cents per Share for the year ended 31 March 2023, amounting to HK\$11,200,000, subject to the Shareholders' approval at the AGM. The above-mentioned proposed final dividend is expected to be paid on Friday, 8 September 2023 to the Shareholders whose names appear on the register of members of the Company on Friday, 25 August 2023.

### **CLOSURE OF THE REGISTER**

#### **For determining the entitlement to attend and vote at the AGM**

In order to determine entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the Register will be closed from Monday, 14 August 2023 to Thursday, 17 August 2023, both days inclusive, during which period no transfer of the Shares can be registered. Shareholders are reminded to ensure that all completed share transfer forms 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, 11 August 2023.

#### **For determining the entitlement to the proposed final dividend**

In order to determine Shareholders who are qualified for the proposed final dividend, the Register will be closed from Thursday, 24 August 2023 to Friday, 25 August 2023, both days inclusive, during which period no transfer of Shares can be registered. Shareholders are reminded to ensure that all completed share transfer forms 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 Wednesday, 23 August 2023.

### **GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

At the 2022 AGM, the general mandate was granted to the Directors to issue not exceeding 20% of the total number of issued Shares. No Shares were issued pursuant to such general mandate by the Company since the 2022 AGM and up to the Latest Practicable Date. The general mandate has not been utilised and will lapse at the conclusion of the AGM. Accordingly, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 280,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 56,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of



## **LETTER FROM THE BOARD**

Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

At the 2022 AGM, the general mandate was granted to the Directors to repurchase not exceeding 10% of the total number of issued Shares. No Shares were repurchased pursuant to such general mandate by the Company since the 2022 AGM and up to the Latest Practicable Date. The general mandate has not been utilised and will lapse at the conclusion of the AGM. Accordingly, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 280,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 28,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

The Directors have no present intention to exercise the Issue Mandate to allot and issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be proposed by the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to the Articles of Association, Mr. So Yuk Ki and Dr. Leung Wai Ping Noel will retire from office and offer themselves for re-election at the AGM. Brief biographical and other details of the retiring Directors offering themselves for re-election at the AGM, which are required to be disclosed under the GEM Listing Rules, are set out in Appendix II to this circular.

## **LETTER FROM THE BOARD**

### **AGM**

The Company will convene the AGM at Units 5906–5912, 59/F., The Center, 99 Queen’s Road Central, Central, Hong Kong at 10:30 a.m. on Thursday, 17 August 2023, at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of the retiring Directors; and (iv) the re-appointment of auditors. The notice convening the AGM is set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it 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 as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the AGM or any adjourned meeting thereof (as the case may be) should you wish to do so.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the re-election of the retiring Directors as set out in the notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

**LETTER FROM THE BOARD**

**OTHER INFORMATION**

Your attention is also drawn to the information as set out in the appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Ocean One Holding Ltd.**  
**Chan Kin Fung**  
*Chairman of the Board, Chief Executive Officer  
and Executive Director*

*This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.*

The GEM Listing Rules permit companies with a primary listing on GEM of the Stock Exchange to repurchase their fully-paid shares on GEM of the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **1. SHAREHOLDERS' APPROVAL**

All proposed repurchase of Shares must be approved in advance by an ordinary resolution of the shareholders in a general meeting, either by way of general mandate or by specific approval of a particular transaction.

### **2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

The Company is prohibited from knowingly repurchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 280,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Directors would be authorised to repurchase up to a maximum of 28,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution.

### **4. REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

## 5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the amended and restated memorandum of association of the Company and the Articles of Association for such purpose.

## 6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2023, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

## 7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on GEM in each of the twelve months preceding the Latest Practicable Date and up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
June	0.78	0.68
July	0.80	0.77
August	0.81	0.72
September	0.78	0.70
October	0.82	0.74
November	0.80	0.76
December	0.80	0.63
<b>2023</b>		
January	0.71	0.65
February	0.77	0.72
March	0.75	0.70
April	0.73	0.69
May	0.72	0.67
June (up to and including the Latest Practicable Date)	0.72	0.68

## **8. DIRECTORS AND THEIR CLOSE ASSOCIATES**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, have any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

## **9. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## **10. EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Karlson Holding Limited (which is wholly owned by Mr. Chan Kin Fung, the executive Director) was interested in 201,600,000 Shares, representing 72% of the issued Shares. Save as aforesaid, no other Shareholder held more than 10% of the issued Shares. Accordingly, on the basis that no further Shares are issued or repurchased and there is no change in shareholding structure, an exercise of the Repurchase Mandate in full would not give rise to any obligation on Karlson Holding Limited to make a mandatory general offer under the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate which would render any Shareholder or group of Shareholders obliged to make a general mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the GEM Listing Rules.

## **11. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following are the biographical details of the Retiring Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the AGM.*

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

##### **Mr. So Yuk Ki (蘇玉祺)**

Mr. So Yuk Ki (“**Mr. So**”), aged 53, was appointed as an independent non-executive Director on 18 September 2017. Mr. So has extensive experience in finance and accounting. Mr. So worked in various companies including Fortune Global 500 corporations and Hong Kong listed company responsible for finance and accounting aspects. He is the chairman of the audit committee and remuneration committee of the Company and a member of nomination committee of the Company.

Mr. So obtained a Bachelor of Science (Honours) in Computer Studies from City Polytechnic of Hong Kong (currently known as the City University of Hong Kong) in November 1992 and a Bachelor of Laws from the Peking University in July 1998. Mr. So also completed the Diploma Course in Advanced Securities Markets Analysis jointly organised by the Asia-Pacific Institute of Business of the Chinese University of Hong Kong and the Stock Exchange from September 1999 to April 2000. Mr. So is a certified public accountant (non-practising) of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. So does not hold any position with the Group and does not hold any other major appointments and has not held any position or directorships in any other listed public companies during last three years preceding the Latest Practicable Date.

Mr. So entered into a letter of appointment with the Company commencing from the Listing Date for a term of one year, which is subject to rotation and re-election and may be terminated in accordance with the provisions of the letter of appointment. The Company subsequently renewed Mr. So’s term of appointment. Pursuant to the letter of appointment, Mr. So is entitled to an annual salary of HK\$120,000 and a discretionary bonus to be determined by the remuneration committee of the Company having regard to the Group’s operating results, individual performance and comparable market statistics. For the year ended 31 March 2023, the Director’s emolument paid or payable to Mr. So amounted to approximately HK\$120,000.

Mr. So does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. So does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. So is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

**Dr. Leung Wai Ping Noel (梁偉平)**

Dr. Leung Wai Ping Noel (“**Dr. Leung**”), aged 54, joined the Board as an independent non-executive Director on 18 September 2017. Dr. Leung is currently a member of the audit committee and remuneration committee of the Company. Dr. Leung has approximately 33 years of experience in finance and accounting. Since 1999, Dr. Leung has been engaging in self-practice at Leung Wai Ping Noel, Certified Public Accountant. Dr. Leung is currently the chief financial officer of China Asia Valley Group Limited (stock code: 63), a company listed on the Stock Exchange. Dr. Leung served as the chief financial officer and company secretary at Wisser Rui Ze Energy Holdings Limited (formerly known as Wisser Energy Holdings Limited) from December 2017 to January 2020. Dr. Leung also worked in various companies responsible for finance and accounting aspects, among which he served as (i) the chief financial officer of Full Apex International Limited, a wholly-owned subsidiary of Full Apex (Holdings) Limited whose shares are listed on the Singapore Stock Exchange (stock code: BTY.SI) from July 2017 to December 2017; (ii) the chief financial officer of United Food Holdings Limited, a company whose shares are listed on the Singapore Stock Exchange (stock code: AZR) from January 2016 to June 2017; (iii) the group financial controller and company secretary of Reyoung Pharmaceutical Holdings Limited, a company whose shares was listed on the Singapore Stock Exchange from 8 September 2005 to 21 April 2011, from July 2008 to December 2015; (iv) the financial controller and company secretary of Goldmond Holdings Limited (currently known as Combest Holdings Limited), a company whose shares are listed on the Stock Exchange (stock code: 8190), from May 2005 to June 2008; (v) the finance manager of Propet International (HK) Limited from February 2003 to May 2005; (vi) an accountant at Techmerge Holdings Limited from June 1999 to April 2001; (vii) an audit senior and subsequently an audit supervisor at David M.K. Yeung & Co., Certified Public Accountants from July 1994 to April 1999; (viii) an audit semi-senior at Hoosang, Lyn, Li & Co., Certified Public Accountants from November 1991 to May 1994; (ix) a senior accounts clerk of Regal Touch International Limited from March 1990 to October 1991; and (x) an audit junior at Hoosang, Lyn, Li & Co., Certified Public Accountants from July 1989 to March 1990.

Dr. Leung obtained the following degrees and postgraduate diploma:

<b>Qualification</b>	<b>University</b>	<b>Obtained in</b>
Master of Education	The University of Hong Kong	December 2014
Doctor of Business Administration	City University of Hong Kong	February 2011
Master of Arts in International Accounting	City University of Hong Kong	November 2005



<b>Qualification</b>	<b>University</b>	<b>Obtained in</b>
Master of Arts in Professional Accounting and Information Systems	City University of Hong Kong	November 2003
Master of Business Administration (Business Finance)	University of Lincoln	July 2002
Postgraduate Diploma in Professional Accounting	City University of Hong Kong	November 1997

Dr. Leung has been a certified public accountant and an associate member of the Hong Kong Institute of Certified Public Accountants since June 1996. He has been a fellow member of The Association of Chartered Certified Accountants since September 2001.

Dr. Leung entered into a letter of appointment with the Company commencing from the Listing Date for a term of one year, which is subject to rotation and re-election and may be terminated in accordance with the provisions of the letter of appointment. The Company subsequently renewed Dr. Leung's term of appointment. Pursuant to the letter of appointment, Dr. Leung is entitled to an annual salary of HK\$120,000 and a discretionary bonus to be determined by the remuneration committee of the Company having regard to the Group's operating results, individual performance and comparable market statistics. For the year ended 31 March 2023, the Director's emolument paid or payable to Dr. Leung amounted to approximately HK\$120,000.

Save as being an independent non-executive Director, Dr. Leung does not hold any current directorships in listed companies and did not hold any past directorships in listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, Dr. Leung does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Leung does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Leung is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING

### **Ocean One Holding Ltd.** **大洋環球控股有限公司**

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

**(Stock Code: 8476)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Ocean One Holding Ltd. (the “Company”) will be held at Units 5906–5912, 59/F., The Center, 99 Queen’s Road Central, Central, Hong Kong at 10:30 a.m. on Thursday, 17 August 2023 (or the adjournment thereof) for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and Independent Auditor of the Company for the year ended 31 March 2023.
2. To declare a final dividend of HK4 cents per ordinary share for the year ended 31 March 2023.
3. (a) To re-elect Mr. So Yuk Ki as an independent non-executive director of the Company;  
(b) To re-elect Dr. Leung Wai Ping Noel as an independent non-executive director of the Company; and  
(c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorise the board of directors of the Company to fix auditor’s remuneration.
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “Shares”) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed 20% of the aggregate number of the Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with any applicable laws of the Cayman Islands, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, or any applicable laws of the Cayman Islands; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon Resolution nos. 5 and 6 set out in the notice convening this meeting (the “**Notice**”) being passed, the general mandate granted to the directors of the Company pursuant to Resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution no. 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

By Order of the Board  
**Ocean One Holding Ltd.**  
**Chan Kin Fung**

*Chairman, Chief Executive Officer  
and Executive Director*

Hong Kong, 19 June 2023

*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head Office and Principal Place of Business in Hong Kong:*

Unit B, 5/F  
Goodwill Industrial Building  
36–44 Pak Tin Par Street  
Tsuen Wan  
Hong Kong

*Notes:*

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.

## NOTICE OF ANNUAL GENERAL MEETING

3. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM or the poll concerned if he/she/it so wishes. If a Member who has lodged a form of proxy attends the AGM, the form of proxy will be deemed to have been revoked.
4. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of 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 as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment.
5. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 14 August 2023 to Thursday, 17 August 2023 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, all 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 no later than 4:30 p.m. on Friday, 11 August 2023.
6. In view of the novel Coronavirus (COVID-19) epidemic, precautionary measures will be taken at the Annual General Meeting to reduce the health risk of the attendees, which may include compulsory temperature checks and compulsory wearing of surgical face masks at the venue. Any person who does not comply with the precautionary measures or is subject to health quarantine requirement may be denied entry into the venue. In addition, seating will be arranged to better achieve social distancing and no refreshments or souvenirs will be provided inside the venue. Shareholders should carefully consider the risks of attending the Annual General Meeting, taking into consideration their own circumstances. The Company wishes to remind the Shareholders that attendance in person at the Annual General Meeting is not necessary for the exercise of voting rights, as Shareholders may submit proxy forms and appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting. Depending on the development of situation regarding the epidemic nearer the time of the Annual General Meeting, additional precautionary measures may be implemented as may be appropriate.