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中國海外宏洋集團有限公司
CHINA OVERSEAS GRAND OCEANS GROUP LTD.

(incorporated in Hong Kong with limited liability)

(Stock Code: 81)

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by China Overseas Grand Oceans Group Limited (the “Company”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

On 31 December 2018, the Company entered into a facility letter (the “Facility Letter”) with a bank (the “Lender”) pursuant to which the Lender has granted the Company a loan facility up to HK\$1,000,000,000 (the “Facility”). The term of the Facility is 60 months commencing from the date of the first drawdown.

Pursuant to the Facility Letter, if China Overseas Land & Investment Limited (“COLI”) ceases to be the single largest ultimate/beneficial shareholder of the Company; or ceases to have a controlling position/management control of the Company, the Facility may be terminated and/or all outstanding amounts (including principal and interest) payable by the Company to the Lender under the Facility Letter may become immediately due and payable.

As at the date of this announcement, COLI owns approximately 38.32% of the total number of shares of the Company in issue.

The Company will make continuing disclosure in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules so long as the abovementioned obligations continue to exist.

For and on behalf of
**CHINA OVERSEAS GRAND OCEANS
GROUP LIMITED**

Yan Jianguo
Chairman and Non-Executive Director

Hong Kong, 31 December 2018

As at the date of this announcement, the board of directors comprises eight directors, of which three are executive directors, namely Mr. Zhang Guiqing, Mr. Paul Wang Man Kwan and Mr. Yang Lin; two non-executive directors, namely Mr. Yan Jianguo and Mr. Billy Yung Kwok Kee, and three independent non-executive directors, namely Dr. Timpson Chung Shui Ming, Mr. Jeffrey Lam Kin Fung and Mr. Dantes Lo Yiu Ching.