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OCEAN GRAND HOLDINGS LIMITED

海域集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 01220)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Ocean Grand Holdings Limited (the “Company”) will be held at Unit C&D, 16/F, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Wednesday, 23 May 2012 at 11:30 a.m. for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “OCEAN GRAND HOLDINGS LIMITED” to “ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED” and a new Chinese name “志道國際(控股)有限公司” be adopted for identification purposes only in place of the existing Chinese name “海域集團有限公司” which was previously adopted for identification purposes only, and that the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents they consider necessary or expedient in connection with the implementation of or to give effect to the aforesaid change of the name of the Company.”

By order of the Board of
Ocean Grand Holdings Limited
Mr. Mung Hing Choy
Chairman

Hong Kong, 30 April 2012

Registered Office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal Place of Business
in Hong Kong*
Unit C&D, 16/F
China Overseas Building
139 Hennessy Road
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
3. A form of proxy for use at the meeting is sent together with the circular. Completion and delivery of the form of proxy shall not preclude any member from attending and voting in person at the meeting and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at the 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 joint holders are present at the meeting personally or by proxy, that one of the said persons 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.
5. Voting for the above resolution shall be taken by poll.
6. As at the date of this notice, the board of directors comprises three executive directors, namely Mr. Mung Hing Choy (Chairman), Mr. Chau Shing Yim, David and Ms. Cheung Oi Chun, one non-executive director namely Mr. Tsoi Tong Hoo, Tony and three independent non-executive directors, namely Mr. Choi Wing Koon, Mr. Li Kam Chung and Mr. Kwok Lap Fung, Beeson.

*Please also refer to the published version of this announcement on the Company's website:
<http://www.oghhk.com>*

* *For identification purpose only*