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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 14 December 2017, 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 Facility Letter.

Pursuant to the Facility Letter, the Company has undertaken to ensure that China Overseas Land & Investment Limited, the controlling shareholder of the Company (the “Controlling Shareholder”), has the single largest shareholding interest in the Company and the Company is under the management control of the Controlling Shareholder, otherwise the Facility shall be cancelled and all outstanding amounts (including principal and interest) due or owing by the Company to the Lender under the Facility Letter shall become immediately due and payable.

As at the date of this announcement, the Controlling Shareholder owns approximately 37.98% 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, 14 December 2017

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.