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OCI International Holdings Limited

東建國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 329)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of OCI International Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 12 August 2021 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (i) the sale and purchase agreement dated 23 June 2021 entered into between the Company as the vendor and Orient Finance Holdings (Hong Kong) Limited (“**Orient Finance**”) as the purchaser (the “**Sale and Purchase Agreement**”, a copy of which has been tabled to the EGM marked “A” and initialed by the chairman of the EGM for the purpose of identification) in relation to the disposal of the 7,900 Class B Shares (subject to adjustment) in ICBC US Dollar Debt Fund SP of ICBC AMG China Fund I SPC by the Company to Orient Finance for a consideration of no more than US\$8,000,000 (equivalent to approximately HK\$62,400,000), together with the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified in all respects; and
- (ii) any one director of the Company be and is hereby authorised to take such action and execute such documents (with any further amendments as any one director of the Company may approve) as he/she may consider appropriate and expedient in respect of the transactions contemplated under the Sale and Purchase Agreement for the purpose of implementation or giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

2. “**THAT** Dr. Lo Wing Yan William be re-elected as an independent non-executive director of the Company.”

By order of the board of directors of
OCI International Holdings Limited
Jiao Shuge
Non-executive Director (Chairman)

Hong Kong, 23 July 2021

Principal place of business in Hong Kong:

Suite 811
Level 8
One Pacific Place
88 Queensway
Admiralty
Hong Kong

Registered office:

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

Notes:

- (a) The register of members of the Company will be closed from Monday, 9 August 2021 to Thursday, 12 August 2021, both days inclusive, for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose names appear on the register of members of the Company on Thursday, 12 August 2021 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 6 August 2021.
- (b) A form of proxy to be used for the EGM is enclosed.
- (c) Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company 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. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument on behalf of the corporation without further evidence of the fact.
- (e) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting, i.e. no later than 2:30 p.m. on Tuesday, 10 August 2021, or any adjournment thereof.
- (f) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instruction appointing the proxy shall be deemed to be revoked.

- (g) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the Directors are Mr. Jiao Shuge (Chairman), Mr. Wu Guangze (Chief Executive Officer), Mr. Feng Hai, Mr. Wei Bin, Ms. Zheng Xiaosu*, Mr. Chang Tat Joel**, Mr. Tso Siu Lun Alan**, Mr. Li Xindan** and Dr. Lo Wing Yan William**.*

* Non-executive Directors

** Independent non-executive Directors