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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**”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 2:30 p.m. on Thursday, 16 September 2021 for the purpose of considering and, if thought fit, passing (with or without modifications), the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the grant of 55,000,000 share options to Mr. Wu Guangze (“**Mr. Wu**”), an executive director (the “**Director(s)**”) and chief executive officer of the Company, carrying the rights to subscribe for 55,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$4.53 per Share under the share option scheme adopted by the Company on 17 December 2012 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to be issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of Directors (the “**Board**”) be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 55,000,000 share options to Mr. Wu and the issue of the Shares upon the exercise of the share options by Mr. Wu.”

2. “**THAT** the grant of 50,000,000 share options to Mr. Wei Bin (“**Mr. Wei**”), an executive Director and ultimately controls the general partner of JZ Investment Fund L.P., which is a substantial shareholder of the Company, carrying the rights to subscribe for 50,000,000 Shares at an exercise price of HK\$4.53 per Share under the Share Option Scheme and otherwise on such terms as stipulated in the offer letter to be issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 50,000,000 share options to Mr. Wei and the issue of the Shares upon the exercise of the share options by Mr. Wei.”

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

Hong Kong, 24 August 2021

Registered office:

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

Principal place of business in Hong Kong:

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

Notes:

1. The register of members of the Company will be closed from Monday, 13 September 2021 to Thursday, 16 September 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, 16 September 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, 10 September 2021.
2. A form of proxy to be used for the meeting is enclosed.
3. 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 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.
4. 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 of proxy on behalf of the corporation without further evidence of the fact.
5. 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 or adjournment thereof (as the case may be).
6. 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.
7. 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 Board comprises the following Directors:

Executive Directors:

Mr. Wu Guangze (*Chief Executive Officer*)
Mr. Feng Hai
Mr. Wei Bin

Independent non-executive Directors:

Mr. Chang Tat Joel
Mr. Tso Siu Lun Alan
Mr. Li Xindan
Dr. Lo Wing Yan William

Non-executive Directors:

Mr. Jiao Shuge (*Chairman*)
Mr. Zheng Xiaosu