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## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

**If you have sold or transferred** all your shares in **OCI International Holdings Limited** (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser and transferee.

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This document appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

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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)**

**(1) PROPOSED RE-ELECTION OF DIRECTORS**  
**(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND**  
**REPURCHASE SHARES**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 30 May 2022, Monday at 11:00 a.m. or any adjournment thereof is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.oci-intl.com>).

Whether or not you are able to attend the AGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM (no later than 11:00 a.m., on 28 May 2022, Saturday) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual AGM if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 26 April 2022

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## **PRECAUTIONARY MEASURES FOR THE AGM**

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The following measures will be taken with a view to prevent and control the spread of the novel coronavirus (COVID-19) at the AGM, including:

- **Every attendee will be required to submit a completed and signed health declaration form prior to being admitted to the AGM venue**
- **Mandatory screening of body temperature**
- **Mandatory wearing of a surgical face mask**
- **Physical distancing**
- **No food and beverage service**
- **No handing out of corporate gifts**
- **Limiting attendance in person at the AGM venue**

The Company will limit attendance in person at the AGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation at any one time in the AGM venue. The Board reserves the right to change this maximum attendance number at any time depending on the public health situation at the time of the AGM and the guidance of the HKSAR Government.

**Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the meeting in person.**

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 30 May 2022, Monday at 11:00 a.m. or any adjournment thereof
“AGM Notice”	notice convening the AGM as set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated, and revised) of the Cayman Islands
“Close Associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Company”	OCI International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to be given to the Directors to exercise all the power of the Company to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant Resolution(s), and by an additional number representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate (if any)
“Latest Practicable Date”	20 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to enable the Company to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the passing of the relevant resolution(s) granting such mandate at the AGM
“Repurchase Resolution”	the proposed ordinary resolution as referred to in Resolution number 6 of the Notice of the AGM
“Resolution(s)”	the proposed resolution(s) as referred to in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option(s)”	the share option(s) to subscribe for Shares granted under the Share Option Scheme or other share option schemes of the Company, as the case may be
“Share Option Scheme”	the share option scheme of the Company adopted on 17 December 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

*This circular has been printed in both English and Chinese versions. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.*

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## LETTER FROM THE BOARD

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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)

*Directors:*

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\*\*  
Dr. Lo Wing Yan William\*\*

\* Non-executive Director

\*\* Independent non-executive Director

*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

26 April 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS**  
**(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND**  
**REPURCHASE SHARES**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information regarding certain Resolutions to be proposed at the AGM, among others, to seek your approval of ordinary resolutions for (i) the re-election of Directors who are due to retire by rotation at the AGM; (ii) the granting of each of the Issue Mandate, the Repurchase Mandate; and (iii) refreshment of Option Scheme Mandate Limit. The Resolutions will be proposed at the forthcoming AGM to be held on 30 May 2022, Monday and are set out in the notice of AGM on pages AGM-1 to AGM-6 of this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors including three executive Directors, two non-executive Directors and four independent non-executive Directors.

Pursuant to Article 87(1) and 87(2) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at least once every three years. All retiring Directors shall be eligible for re-election. Accordingly, ordinary resolutions will be proposed to re-elect Mr. Wei Bin as executive Director, Mr. Chang Tat Joel and Mr. Li Xindan as independent non-executive Directors at the AGM in accordance with the Articles of Association. They have offered themselves for re-election at the AGM.

The election and re-election of Directors has been reviewed by the Nomination Committee which recommended to the Board that the election and re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the independent non-executive Directors. All the independent non-executive Directors satisfy the Independence Guidelines set out in Rule 3.13 of the Listing Rules and have provided to the Company annual written confirmations of their independence.

To enable Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of such Directors proposed to be re-elected as required under Rule 13.74 of the Listing Rules are set out in Appendix I to this circular.

### GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 24 May 2021 (“**2021 AGM**”), ordinary resolutions were passed granting the Directors general mandates (i) to issue and allot up to 299,949,984 Shares, representing 20% of the total number of issued Shares of 1,499,749,920 as at the date when the resolution was passed and (ii) to exercise the power of the Company to repurchase up to 149,974,992 Shares, representing 10% of the total number of issued Shares as at the date when the resolutions were passed. These general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, ordinary resolutions will be proposed to seek Shareholders' approval for granting of the Issue Mandate and the Repurchase Mandate. Details of the Resolutions are set out in Resolutions numbered 5 to 7 in the notice of the AGM.

The Issue Mandate, if approved at the AGM, will allow the Directors to exercise the power of the Company to allot and issue Shares up to 20% of the total number of issued Shares as at the date of passing of the Resolution. Based on the 1,499,749,920 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be allotted and issued under the Issue Mandate will be 299,949,984 Shares.

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## LETTER FROM THE BOARD

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The Repurchase Mandate, if approved at the AGM, will allow the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the said ordinary resolution. Based on the 1,499,749,920 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be repurchased under the Repurchase Mandate will be 149,974,992 Shares.

Further, subject to the passing of the Issue Mandate and the Repurchase Mandate, the number of Shares that may be issued and allotted under the Issue Mandate may be extended by an additional number representing such number of Shares repurchased under the Repurchase Mandate, provided that such additional number shall not exceed 10% of the total number of issued Shares as at the date of passing the Resolution.

The Issue Mandate and the Repurchase Mandate, if approved at the AGM, will continue to be in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or until the date upon which such authority is revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever is earlier.

An explanatory statement required by the Listing Rules to be provided to the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the proposed Resolution for the granting of the Repurchase Mandate at the AGM is set out in Appendix II to this circular.

### **AGM**

The Company will convene the AGM at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 30 May 2022, Monday at 11:00 a.m. for the purpose of considering and if thought fit, approving the Resolutions proposed in the notice of the AGM as set out on page AGM-1 to AGM-6 of this circular.

A form of proxy for your use in connection with the AGM is enclosed herewith. If you are unable to attend the AGM, you may complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 11:00 a.m. on 28 May 2022, Saturday) or any adjournment thereof.

Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 25 May 2022, Wednesday to 30 May 2022, Monday both days inclusive, for determining the identity of the Shareholders who are entitled to attend and vote at the AGM. No transfer of Shares will be registered during this period. Shareholders whose name appear on the register of members of the Company on 30 May 2022, Monday are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer forms 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, Wan Chai, Hong Kong no later than 4:30 p.m. on 24 May 2022, Tuesday.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to article 66 of the Articles. The Company will appoint Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, as the scrutineer to handle the vote-taking procedures at the AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39 (5) of the Listing Rules.

### **RECOMMENDATION**

The Directors considers that the resolutions proposed in the notice of AGM are in the interests of the Company and the Shareholders as a whole. The Board recommends Shareholders to vote in favour of all resolutions to be proposed at the AGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Directors Proposed for Re-election at the AGM) and Appendix II (Explanatory Statement Relating to the Repurchase Mandate) to this circular.

On behalf of the Board  
**OCI International Holdings Limited**  
**Jiao Shuge**  
*Non-executive Director (Chairman)*

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## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

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*The followings are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:*

### **Executive Director**

#### **Mr. Wei Bin (魏斌先生) (“Mr. Wei”)**

Mr. Wei Bin, aged 52, was appointed as an executive Director and an authorized representative of the Company in October 2020. He is also a director of various subsidiaries of the Company. Mr. Wei has become a non-practicing member of the Chinese Institute of Certified Public Accountants since 1993, a Senior Auditor granted by the National Audit Office of the People’s Republic of China since 2003 and a Senior Accountant granted by the Beijing Municipal Bureau of Personnel since 2003. Mr. Wei obtained his bachelor’s degree in Auditing from Zhongnan University of Finance and Economics in 1992, and his Master’s degree in Finance from Jinan University in 2001.

Mr. Wei currently serves as senior partner of asset management of CDH Investments Management (Hong Kong) Limited (“CDH”). He has over 25 years’ operation and management experience in the finance and accounting sector in Hong Kong and mainland China as well as in complex transaction, mergers and acquisitions and business development. He spearheaded several private equity investment projects since join CDH.

Mr. Wei is currently an independent non-executive director of Honghua Group Limited (stock code: 0196), a non-executive director of Hao Tian International Construction Investment Group Limited (stock code: 1341) both companies are listed on the Main Board of the Stock Exchange and an independent director of Huize Holding Limited (NASDAQ stock code: HUIZ).

Mr. Wei was the chief accountant and the chief financial officer of China Resources (Holdings) Company Limited (“CRH”). Mr. Wei held various senior management roles within CRH and its affiliates (collectively “China Resources Group”). He was the director of finance, chief accountant and chief financial officer of China Resources Group from 2001 to 2017. He led several industrial restructuring and capital operation projects.

Mr. Wei has entered into a service contract with the Company in relation to his appointment as an executive Director for a term of three years. He will be subject to retirement and re-election at the next following general meeting and thereafter subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Wei does not receive any remuneration, including director fee, salary, bonus and allowance for his appointment as an executive Director.

As at the Latest Practicable Date, Mr. Wei’s associate, JZ Investment Fund L.P., held 440,000,000 Shares in the Company, representing approximately 29.34% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Wei is one of the directors and ultimate owners of JZ International Ltd., the general partner of JZ Investment Fund L.P.. Mr. Wei is holding 40,000,000 share options of the Company so Mr. Wei is also deemed to be interested in 40,000,000 Shares within the meaning of Part XV of the SFO.

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## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

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Saved as disclosed above, Mr. Wei does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and has not held any other directorships in listed public companies in Hong Kong or overseas in the last three years and there is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Wei.

### **Independent non-executive Director**

#### **Mr. Chang Tat Joel (鄭達祖先生) (“Mr. Chang”)**

Mr. Chang Tat Joel, aged 53, was appointed as an independent non-executive Director in September 2014. Mr. Chang has considerable strategic, financial and advisory experience. He is the co-founder of AID Partners Capital Limited and a founder of Genius Link Assets Management Limited, both are private equity investment companies. He now continues building the businesses of Genius Link Group. He is also a member of the Australian Society of Certified Practising Accountants and the Hong Kong Institute of Certified Public Accountants. He obtained a Bachelor’s degree in Economics from Monash University in 1990.

Mr. Chang was an independent non-executive director of Hailiang International Holdings Limited (stock code: 2336) and an executive director and chief operating officer of Mason Group Holdings Limited (stock code: 0273), both companies are listed on the Main Board of the Stock Exchange. Mr. Chang was a non-executive director of AID Life Science Holdings Limited (formerly known as Healthoo International Holdings Limited) (stock code: 8088), a company listed on the GEM of the Stock Exchange.

Mr. Chang has entered into a service contract with the Company for his appointment as an independent non-executive Director for a term of three years. He will be subject to retirement and re-election at the next following general meeting and thereafter subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Chang is entitled to a remuneration of HK\$20,000 per month, which has been proposed by the remuneration committee of the Company and approved by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Saved as disclosed above, Mr. Chang does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and has not held any other directorships in listed public companies in Hong Kong or overseas in the last three years or held any other position in the Group and there is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Chang.

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## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

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### Mr. Li Xindan (李心丹先生) (“Mr. Li”)

Mr. Li Xindan, aged 55, was appointed as an independent non-executive Director in December 2020. Mr. Li holds a PhD in Finance, Professor, Doctoral Supervisor, and Special Allowance Expert of the State Council. He was a professor of School of Economics and Management of Southeast University and Dean of the School of Engineering and Management of Nanjing University. He is currently the Dean of the New Finance Research Institute of Nanjing University, the Deputy Director of the Humanities and Social Sciences Academic Committee of Nanjing University, the Director of the Academic Committee of the School of Engineering Management and the Director of the Financial Engineering Research Centre of Nanjing University. Mr. Li is also the Committee Member of the Academic Degree Office of the State Council and National Supervisory Committee for Professional Degrees in Finance of the Ministry of Education, Director of the Expert Committee of Evaluation of Science and Technology Innovation Board System, a member of the Listing Committee of Shanghai Stock Exchange (SSE), a member of SSE Corporate Governance Index Committee, Standing Director of the China Finance Academy, the chairman of Jiangsu Capital Market Research Association, the vice chairman of Jiangsu Association of Science and Technology Innovation.

Mr. Li is currently served as an independent non-executive director of Bank of Jiangsu Co., Ltd (stock code: 600919.SH) and Nanjing Securities Co. Ltd. (stock code: 601990.SH), both companies are listed on the Shanghai Stock Exchange. Mr. Li was an independent non-executive director of C.banner International Holdings Limited (stock code: 1028), a company listed on the Main Board of the Stock Exchange, an independent non-executive director of Yoozoo Games Co., Ltd (stock code: 002174.SZ) a company listed on the Shenzhen Stock Exchange, and an independent non-executive director of Holly Futures Co., Ltd. (stock code: 3678) a company listed on the Main Board of the Stock Exchange.

Mr. Li has entered into a service contract with the Company for his appointment as an independent non-executive Director for a term of three years. He will be subject to retirement and re-election at the next following general meeting and thereafter subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Li is entitled to a remuneration of HK\$20,000 per month, which has been proposed by the remuneration committee of the Company and approved by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. As at the Latest Practicable Date, Mr. Li does not have any interest in Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Li does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and has not held any other directorships in listed public companies in Hong Kong or overseas in the last three years or held any other position in the Group and there is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention.

*This is an explanatory statement given to the Shareholders relating to the Resolution to be proposed at the AGM authorising the Repurchase Mandate.*

**EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the number of Shares in issue was 1,499,749,920. Subject to the passing of the Resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be repurchased under the Repurchase Mandate is 149,974,992 Shares (representing 10% of the total number of Shares in issue as at the date of passing of the said Resolution) during the period from the date of passing of the Resolution up to the following event which occurs the earliest:

- (i) the conclusion of the next AGM;
- (ii) the expiration of the period within which the next annual general meeting is required by the Articles of Association or any applicable laws to be held; or
- (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

**REASONS FOR THE REPURCHASE OF SHARES**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Such share repurchase may, depending on market conditions and funding arrangements at the time, increase the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

**FUNDING OF REPURCHASE**

The Company is empowered by the Articles and the applicable laws of the Cayman Islands to repurchase its Shares. The Cayman Islands law provides that the amount of capital repaid in connection with a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the funds of the Company that would otherwise be legally available for dividend or distribution or out of the share premium account of the Company for such purpose under the laws of the Cayman Islands. Under the Cayman Islands law, the Shares so repurchased will be treated as cancelled and the amount of the Company's issued capital shall be diminished accordingly, but the aggregate amount of authorised share capital will not be reduced so that the Shares may be subsequently re-issued.

**SHARE PRICES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months up to the Latest Practicable Date were as follows:

<b>Year/Month</b>	<b>Highest Price</b>	<b>Lowest Price</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
April	3.47	3.13
May	3.58	3.22
June	4.57	3.72
July	3.99	3.02
August	4.18	3.31
September	4.52	3.51
October	4.15	3.78
November	4.00	2.57
December	3.41	3.01
<b>2022</b>		
January	3.30	3.04
February	3.65	3.13
March	3.89	3.19
April (up to the Latest Practicable Date)	3.70	3.47

**REPURCHASE OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the past six months prior to the Latest Practicable Date.

**GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2021) in the event that the Repurchase Mandate is exercised in full at the current prevailing market value. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are appropriate for the Company.

## UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates, have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## EFFECT OF THE TAKEOVER CODE

If, as a result of a Repurchase of Shares, a Shareholder's interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders are interested in 5% or more of the issued Shares as recorded in the register of interests in Shares and short positions of the Company under Section 336(1) of Part XV of the SFO:

Name	Capacity/Nature of interest	Number of Shares (Note 1)	Approximate percentage of shareholding (Note 2)
JZ Investment Fund L. P. (Note 3)	Beneficial Owner	440,000,000 (L)	29.34%
JZ International Ltd. (Note 3)	Interest of controlled corporation	440,000,000 (L)	29.34%
Golden Power Group Limited (Note 4)	Beneficial Owner	314,000,000 (L)	20.94%
Orient Ruixin Limited (Note 4)	Interest of controlled corporation	314,000,000 (L)	20.94%
Orient Ruiyi (Shanghai) Investment Management Co., Limited (Note 4)	Interest of controlled corporation	314,000,000 (L)	20.94%
Shanghai Orient Securities Capital Investment Co., Ltd (Note 4)	Interest of controlled corporation	314,000,000 (L)	20.94%
東方證券股份有限公司 (Note 4)	Interest of controlled corporation	314,000,000 (L)	20.94%
Cheer Hope Holdings Limited (Note 5)	Beneficial owner	195,860,000 (L)	13.06%
CCBI Investments Limited (Note 5)	Interest of controlled corporation	195,860,000 (L)	13.06%
CCB International (Holdings) Limited (Note 5)	Interest of controlled corporation	195,860,000 (L)	13.06%
CCB Financial Holdings Limited (Note 5)	Interest of controlled corporation	195,860,000 (L)	13.06%
CCB International Group Holdings Limited (Note 5)	Interest of controlled corporation	195,860,000 (L)	13.06%
China Construction Bank Corporation (Note 5)	Interest of controlled corporation	195,860,000 (L)	13.06%
Central Huijin Investment Ltd. (Note 5)	Interest of controlled corporation	195,860,000 (L)	13.06%

*Notes:*

1. “L” denotes long position.
2. The percentages were calculated based on the Company’s issued share capital of 1,499,749,920 Shares as at the Latest Practicable Date and on the assumption that there is no other change in the issued share capital of the Company.
3. JZ Investment Fund L.P., an exempted limited partnership governed by the board of its general partner, JZ International Ltd.
4. 東方證券股份有限公司 (Orient Securities Co., Ltd.) directly holds 100% of the equity interest in Shanghai Orient Securities Capital Investment Co., Ltd., which in turn holds 100% of the equity interest in Orient Ruiyi (Shanghai) Investment Management Co., Ltd., which in turn holds 100% of the issued share capital of Orient Ruixin Limited, which in turn holds 100% of the issued share capital of Golden Power Group Limited. Therefore, 東方證券股份有限公司 (Orient Securities Co., Ltd.), Shanghai Orient Securities Capital Investment Co., Ltd., Orient Ruiyi (Shanghai) Investment Management Co., Ltd. and Orient Ruixin Limited are taken to be interested in the number of Shares held by Golden Power Group Limited pursuant to Part XV of the SFO.
5. Central Huijin Investment Ltd. directly holds 57.11% of the equity interest in China Construction Bank Corporation, which in turn holds 100% of the issued share capital of CCB International Group Holdings Limited, which in turn holds 100% of the issued share capital of CCB International (Holdings) Limited, which in turn holds 100% of the issued share capital of CCBI Investments Limited, which in turn holds 100% of the issued share capital of Cheer Hope Holdings Limited. Therefore, Central Huijin Investment Ltd., China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited and CCBI Investments Limited are taken to be interested in the number of Shares held by Cheer Hope Holdings Limited pursuant to Part XV of the SFO.

In the event the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interest of JZ Investment Fund L. P., will be increased to approximately 32.60% of the issued Shares assuming there is no change in the number of Shares held by JZ Investment Fund L. P., and there is no other change to the issued shares of the Company. In the event of such increase, JZ Investment Fund L.P. will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code as its shareholding percentage would increase to more than 30% of the voting rights of the Company.

Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. Further, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would trigger a mandatory offer under Rule 26 of the Takeovers Code, or would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage as required by the Stock Exchange, which is 25% of the total issued shares of the Company.

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## NOTICE OF AGM

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of OCI International Holdings Limited 東建國際控股有限公司 (the “**Company**”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 30 May 2022, Monday at 11:00 a.m. (the “**AGM**”) for the following purposes:

#### ORDINARY RESOLUTIONS

To consider and, if though fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2021.
2. To authorise the Board to fix the remuneration of the Directors.
3. To re-elect, each as a separate resolution, the following persons as Directors.
  - (a) Mr. Wei Bin as an executive Director
  - (b) Mr. Chang Tat Joel as an independent non-executive Director
  - (c) Mr. Li Xindan as an independent non-executive Director
4. To re-appoint Crowe (HK) CPA Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF AGM

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5. To consider and, if thought fit, pass the following Resolutions as ordinary resolutions:

**“That:**

- (i) subject to paragraph (iii) of this Resolution and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) of this Resolution) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Share(s)”) and to make or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require securities to be issued, allotted or disposed of, whether during or after the end of the Relevant Period;
- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), by the Directors pursuant to the approval in paragraph (i) and (ii) of this Resolution, otherwise than pursuant to (aa) a Rights Issue (as defined in paragraph (iv) of this Resolution); or (bb) the grant or exercise of any option granted under any Share Option Scheme (as defined in paragraph (iv) of this Resolution); or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire Shares (cc) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time; or (dd) any issue of Shares upon the exercise of rights of subscription or conversion under terms of any existing warrants of the Company or any existing securities of the Company which carried rights to subscribe for or are convertible into Shares, shall not exceed 20 per cent of the total number of issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (i) and (ii) of this Resolution shall be limited accordingly; and

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## NOTICE OF AGM

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- (iv) for the purpose of this Resolution:
- (aa) “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
- (A) the conclusion of the next annual general meeting;
  - (B) the expiration of the period within which the next annual general meeting is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
  - (C) the passing of an ordinary resolution by the Shareholders in general revoking or varying the authority given to the Directors by the Resolution.
- (bb) “**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving right to subscribe for shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).
- (cc) “**Share Option Scheme**” means a share option scheme or similar arrangement of the Company adopted from time to time in accordance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”

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## NOTICE OF AGM

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6. To consider, and if thought fit, pass the following Resolutions as ordinary resolutions:

**“That**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (iii) of this Resolution) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Future Commission**”) and the Stock Exchange under the Takeover code, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue at the date of passing of this Resolution and the authority pursuant to paragraph (i) of this Resolution shall be limited accordingly; and
- (iii) for the purpose of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
  - (aa) the conclusion of the next annual general meeting;
  - (bb) the expiration of the period within which the next annual general meeting is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
  - (cc) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors by this Resolution.”

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## NOTICE OF AGM

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7. To consider, and if though fit, pass the following Resolution as an ordinary resolution:

“**That** conditional upon Resolution 5 and Resolution 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which would or might require the exercise of such powers pursuant to Resolution numbered 5 above be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution 6 above, provided that such amount shall not exceed 10 per cent of the total number of Shares in issue as at the date of passing of the said Resolution.”

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

Hong Kong, 26 April 2022

*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

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## NOTICE OF AGM

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*Notes:*

1. A form of proxy to be used for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the AGM 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.
3. 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.
4. 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).
5. 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.
6. 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*