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China Oriented International Holdings Limited **向中國國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1871)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of China Oriented International Holdings Limited (向中國國際控股有限公司) (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited and consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**” and each the “**Director**”) and the external auditor of the Company (the “**Auditor**”) for the year ended 31 December 2023.
2. To re-elect
 - (a) Dr. Yeung Cheuk Kwong (楊卓光) as a non-executive Director; and
 - (b) Mr. Chan Siu Wah (陳小華) as an independent non-executive Director.
3. To consider and, if thought fit, authorise the board of Directors to fix the remuneration of all Directors (including any new Directors that may be appointed) for the year ending 31 December 2024.
4. To consider the re-appointment of Moore CPA Limited (formerly known as Moore Stephens CPA Limited) as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board to fix the remuneration of the Auditor.

SPECIAL BUSINESS

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary share(s) of HK\$0.01 each in the share capital of the Company (“**Shares**”) in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers either during or after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, other than:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) exercise of rights of subscription or conversion under the terms of any warrants, bonds, debentures or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares of the Company;
 - (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire shares; or

- (iv) an issue of Shares as scrip dividends pursuant to the articles of association of the Company (the “**Articles of Association**”), from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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 of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.

“**Right Issue**” means an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions 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 requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with the Articles of Association, all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly;

(c) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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 of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.”

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions no. 5 and no. 6 above, the general mandate granted to the Directors pursuant to the resolution no. 5 above be and is hereby extended by the addition thereto the number of Shares repurchased by the Company under the authority granted pursuant to the resolution no. 6 above.”

By order of the Board
China Oriented International Holdings Limited
Qi Xiangzhong
Chairman and Executive Director

29 April 2024

Notes:

1. A member of the Company is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Annual General Meeting. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised to sign the same, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
3. For the purpose of determining the right to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 20 June 2024 to Thursday, 27 June 2024, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, unregistered holders of Shares should ensure that all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 June 2024.
4. The registration of the Annual General Meeting will start at 10:45 a.m. on Thursday, 27 June 2024. In order to ensure the meeting can start on time, shareholders or their proxies are encouraged to arrive for registration at least 15 minutes before the meeting starts.
5. The ordinary resolutions set out above will be determined by way of poll.
6. As at the date of this notice of the Annual General Meeting, the board of Directors comprises Mr. Qi Xiangzhong and Ms. Zhao Yuxia as executive Directors; Dr. Yeung Cheuk Kwong as non-executive Director; Mr. Chan Siu Wah, Mr. Wan San Fai Vincent and Mr. Xu Jianpo as independent non-executive Directors.
7. If a tropical cyclone warning signal number 8 or above is expected to be hoisted in Hong Kong or a black rainstorm warning signal is expected to be in force in Hong Kong at any time after 6:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will not be held on Thursday, 27 June 2024 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.china-oriented.com.
8. This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.