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OCI International Holdings Limited

東建國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 329)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of OCI International Holdings Limited (the “Company”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 8 October 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the issue and allotment of 440,000,000 new shares (the “**Subscription Shares**”) of the Company to JZ Investment Fund L.P. (the “**Subscriber**”) at the subscription price of HK\$0.65 per Subscription Share in accordance with the terms of the subscription agreement dated 13 August 2020 (the “**Subscription Agreement**”) (a copy of which is marked “A” produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) entered into between the Company and the Subscriber and other transactions contemplated thereunder are hereby approved;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to agree to and make such variations, amendments or waivers of any of the matters relating to or in connection with the Subscription Agreement or any transaction contemplated thereunder and all other matters incidental thereto or in connection therewith.”

2. “**THAT** the re-election of Mr. Liu Zheng as an executive director of the Company be and is hereby approved.”

By Order of the Board
OCI International Holdings Limited
Chen Bo
Executive Director (Chairman)

Hong Kong, 16 September 2020

Notes:

1. The register of members of the Company will be closed from Monday, 5 October 2020 to Thursday, 8 October 2020, 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, 8 October 2020 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, 30 September 2020.
2. A form of proxy to be used for the EGM 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, i.e. no later than 11:00 a.m. on Tuesday, 6 October 2020, or any adjournment thereof.
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 announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Chen Bo (*Chairman*)
Ms. Xiao Qing (*Chief Operating Officer*)
Mr. Liu Zheng

Independent non-executive Directors:

Mr. Chang Tat Joel
Mr. Tso Siu Lun Alan
Mr. Fei John Xiang

Non-executive Directors:

Mr. Du Peng
Ms. Zheng Xiaosu