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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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 NEW SHARES AND BUY-BACK SHARES**
- (3) PROPOSED REFRESHMENT OF OPTION SCHEME MANDATE LIMIT AND**
- (4) 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 24 May 2021, Monday at 11:00 a.m. or any adjournment thereof is set out on pages AGM-1 to AGM-5 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 20 May 2021, Thursday) 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, 21 April 2021

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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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# CONTENTS

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	<i>Page</i>
<b>Precautionary measures for the AGM</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
Introduction .....	3
Re-election of Directors .....	4
Grant of General Mandates to issue and to buy-back shares .....	4
Refreshment of Option Scheme Mandate Limit .....	5
AGM .....	7
Closure of Register of Members .....	7
Voting by Poll .....	8
Recommendation .....	8
Responsibility Statement .....	8
General Information .....	8
<b>Appendix I – Details of Retiring Directors Proposed for Re-election at the AGM</b> .....	I-1
<b>Appendix II – Explanatory Statement Relating to Buy-back Mandate</b> .....	II-1
<b>Notice of AGM</b> .....	AGM-1
<b>Accompanying: form of proxy for the AGM</b>	

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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 24 May 2021, 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-5 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	the general mandate proposed to be granted to the Directors to enable the Company to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of the relevant Resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in Resolution number 6 of the Notice of the AGM
“Cayman Companies Law”	the Companies Law 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 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, and by an additional number representing the total number of Shares bought back by the Company pursuant to the Buy-back Mandate (if any)

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## DEFINITIONS

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“Latest Practicable Date”	16 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
“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“Option Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all Share Options to be granted under the Share Option Scheme, which shall not exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme or limit refreshment thereof from time to time, as the case may be
“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 Buy-backs 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. Fei John Xiang\*\*  
Mr. Li Xindan\*\*

\* *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

21 April 2021

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION OF DIRECTORS**  
**(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND BUY-BACK SHARES**  
**(3) PROPOSED REFRESHMENT OF OPTION SCHEME MANDATE LIMIT  
AND**  
**(4) 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 Buy-back Mandate; (iii) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate; and (iv) refreshment of Option Scheme Mandate Limit. The Resolutions will be proposed at the forthcoming AGM to be held on 24 May 2021, Monday and are set out in the notice of AGM on pages AGM-1 to AGM-5 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 86(3) of the Articles of Association, Mr. Jiao Shuge shall retire as non-executive Director, Mr. Wu Guangze, Mr. Feng Hai and Mr. Wei Bin shall retire as executive Directors and Mr. Li Xindan shall retire as independent non-executive Director. All of the above mentioned Directors be eligible for re-election at the AGM and they have offered themselves for re-election at the AGM.

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 Ms. Zheng Xiaosu as non-executive Director and Mr. Tso Siu Lun Alan as independent non-executive Director respectively at the AGM in accordance with the Articles of Association. They have offered themselves for re-election at the AGM.

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 TO BUY-BACK SHARES

At the annual general meeting of the Company held on 22 May 2020 (“**2020 AGM**”), ordinary resolutions were passed granting the Directors general mandates (i) to issue and allot up to 211,949,984 Shares, representing 20% of the total number of issued Shares of 1,059,749,920 as at the date when the resolution was passed and (ii) to exercise the power of the Company to buy-back up to 105,974,992 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 Buy-back 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 bought back 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 Buy-back Mandate, if approved at the AGM, will allow the Directors to exercise the power of the Company to buy-back 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 bought back by the Company prior to the AGM, the maximum number of Shares which can be bought back under the Buy-back Mandate will be 149,974,992 Shares.

Further, subject to the passing of the Issue Mandate and the Buy-back 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 bought back under the Buy-back 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 Buy-back 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 Buy-back Mandate at the AGM is set out in Appendix II to this circular.

### **REFRESHMENT OF OPTION SCHEME MANDATE LIMIT**

The Share Option Scheme was adopted by the Company by the ordinary resolution passed at the extraordinary general meeting of the Company held on 17 December 2012. Apart from the Share Option Scheme, the Company had no other share option scheme in force as at the Latest Practicable Date. Pursuant to the terms of the Share Option Scheme, among other things:

- (1) the maximum number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in the absence of Shareholders' approval, in aggregate exceed 30% of the Shares in issue from time to time (the "**Overall Limit**");
- (2) the Company may refresh the Option Scheme Mandate Limit at any time subject to prior Shareholders' approval and the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Shares to be issued upon exercise of Share Options to be granted pursuant to the refreshed Option Scheme Mandate Limit;
- (3) the Option Scheme Mandate Limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshment of the Option Scheme Mandate Limit; and
- (4) Share Options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the terms of the relevant scheme(s) or exercised options) shall not be counted for the purpose of calculating the Option Scheme Mandate Limit as refreshed.



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## LETTER FROM THE BOARD

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Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No Share Options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

At the annual general meeting of the Company held on 27 May 2015, resolution was passed by the Shareholders to refresh the Option Scheme Mandate Limit to 105,974,992 (“**Existing Option Scheme Mandate Limit**”), representing 10% of the issued Shares.

No Share Options have been granted pursuant to the Share Options Scheme since adoption. As at the Latest Practicable Date, there is no outstanding Share Options granted under the Share Option Scheme since adoption or any other share option schemes of the Company.

The issued Shares of the Company was enlarged from 1,059,749,920 Shares as at the date of approving the Existing Option Scheme Mandate Limit to 1,499,749,920 Shares immediately after completion of the issue and allotment of 440,000,000 new shares by the Company in October 2020. Accordingly, unless the Existing Option Scheme Mandate Limit is refreshed, only up to 105,974,992 Shares may be issued pursuant to the grant of Share Options under the Share Option Scheme, representing only approximately 7.1% of the issued Shares as at the Latest Practicable Date. Therefore, the Board would like to seek approval of the Shareholders at the AGM for the refreshment of the Option Scheme Mandate Limit. Through granting Share Options to the eligible participants, the Company provides incentives and rewards for those persons’ contribution to the Company. The granting of the Share Options to eligible participants also enables the Company to retain high-calibre that are valuable to the Company and any invested entity of the Company. The Company expects that the granting of Share Options to the Directors, employees of the Group and other eligible participants can optimise their performance efficiency for the benefit of the Company, and can attract and retain or otherwise maintain ongoing relationships with the grantees whose contributions are important to the Company and the growth of the Company as a whole. The refreshment of the Option Scheme Mandate Limit to be proposed at the forthcoming AGM will increase the flexibility of the Company in achieving the purpose of the Share Option Scheme.

As required by terms of the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the AGM to approve the refreshment of the Option Scheme Mandate Limit so that total number of securities which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme under the refreshed Option Scheme Mandate Limit shall be 10% of the total number of Shares in issue as at the date of approving the refreshed Option Scheme Mandate Limit.

As at the Latest Practicable Date, there were 1,499,749,920 Shares in issue and there were no outstanding Share Options granted under the Share Option Scheme or any other share option schemes of the Company. Assuming there is no further issue of Shares between the Latest Practicable Date and the date of the AGM, upon the passing of the Resolution to approve the refreshment of the Option Scheme Mandate Limit by the Shareholders at the AGM, the Option Scheme Mandate Limit will be refreshed to 149,974,992, representing 10% of the Shares in issue as at the date of the AGM, which does not exceed the Overall Limit as at the date of the AGM.

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## LETTER FROM THE BOARD

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The proposed refreshment of the Option Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve refreshment of the Option Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any Share Options that may be granted under the Share Option Scheme under the refreshed Option Scheme Mandate Limit.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any Share Options that may be granted under the Share Option Scheme under the refreshed Option Scheme Mandate Limit.

### **AGM**

The Company will convene the AGM at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 24 May 2021, 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-5 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 20 May 2021, Thursday) 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.

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

The register of members of the Company will be closed from 18 May 2021, Tuesday to 24 May 2021, 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 24 May 2021, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 17 May 2021, Monday.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, voting on the Resolutions will be taken by poll. After the conclusion of the AGM, the results of the poll will be announced in accordance with Rule 13.39 (5) of the Listing Rules. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the Resolutions at the AGM.

### RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for (i) the re-election of Directors; (ii) the granting of the Issue Mandate and the Buy-back Mandate; (iii) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate; and (iv) the refreshment of the Option Scheme Mandate Limit as set out respectively in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the 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.

### 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 Buy-back Mandate) to this circular.

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

*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. Wu Guangze (吳廣澤先生) (“Mr. Wu”)**

Mr. Wu Guangze, aged 43, was appointed as the chief executive officer of the Company (“CEO”) in December 2020 and re-designated as an executive Director and the CEO in March 2021. Mr. Wu is a director of various subsidiaries of the Company. He obtained a Master of Science degree from the University of Reading in 2001 and a Bachelor of Arts degree from the University of Hertfordshire in 2000. Mr. Wu is the managing partner of China Consumer Capital Partners Limited (“CCC”) since 2010. He has over 14 years of experience in international investment banking and private equity investment. He is familiar with regulations in China and international capital market and well-versed in the consumer and retail sectors in China with strong fund operating experience. As the managing partner of CCC, Mr. Wu is experienced in formulation of funds, merger and acquisition, and follow by the execution of his strategic plan, the corporate value was enhanced. Projects led by Mr. Wu include Wumart Stores, Dmall, B&Q China, NP Entertainment, YL Entertainment & Sports, Linekong Interactive, Womai COFOC, C.Banner, Benlai, Mixblu, Etonkids, etc. Prior to joining CCC, he was a vice president of Deutsche Bank Hong Kong’s Investment Banking Department from 2006 to 2009 when he was a key member of the consumer industry group and led IPOs of several well-known consumer goods companies.

Mr. Wu was a non-executive director of C. banner International Holdings Limited (stock code: 1028.HK) from June 2016 to April 2018, a company listed on the Main Board of the Stock Exchange.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Wu directly holds 16,000,000 shares of the Company, representing approximately 1.07% of the total issued Shares.

Mr. Wu has entered into a service contract with the Company for his appointment as an executive Director and the CEO 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. Wu is entitled to a remuneration of HK\$2,640,000 per annum (including salary and director’s fee) plus discretionary bonus, 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. Wu 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. Wu.

**Mr. Feng Hai (馮海先生) (“Mr. Feng”)**

Mr. Feng Hai, aged 43, was appointed as an executive Director in October 2020. He holds a Master degree in Management Science from Fudan University and was awarded both Bachelor degree of Law and Bachelor of Management degree from Nankai University in China. Mr. Feng has over 15 years of experience in private equity and investment banking in China. Mr. Feng currently serves as deputy general manager of Shanghai Orient Securities Capital Investment Co., Ltd. (“**Orient Securities Capital**”). Mr. Feng started his career in Shanghai office of Sinochem Corporation, and has subsequently served at Orient Securities Capital, Morgan Stanley Huaxin Securities Co., Ltd. and Citi Orient Securities Co., Ltd. as an investment banker. Mr. Feng is a sponsor representative registered under China Securities Regulatory Commission (“**CSRC**”) and Securities Association of China (“**SAC**”). Mr. Feng was appointed as an executive Director and the chairman of the Company from 11 November 2016 to 24 April 2019.

Mr. Feng 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. Feng 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. Feng does not have any interest in Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Feng 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. Feng.

**Mr. Wei Bin (魏斌先生) (“Mr. Wei”)**

Mr. Wei Bin, aged 51, 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 one of the directors and ultimate owners of JZ International Ltd. which is the general partner of JZ Investment Fund L.P.

Mr. Wei is currently an independent non-executive director of Honghua Group Limited (stock code: 00196), a non-executive director of Hao Tian International Construction Investment Group Limited (stock code: 01341), both companies listed on the Main Board of the Stock Exchange and an independent director of Huize Holding Limited (NASDAQ stock code: HUIZ) respectively.

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 does not have any interest in Shares within the meaning of Part XV of the SFO.

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.

#### **Non-executive Director**

##### **Mr. Jiao Shuge (焦樹閣先生) (“Mr. Jiao”)**

Mr. Jiao Shuge, alias Jiao Zhen, aged 55, was appointed as a non-executive Director and the Chairman of the Company in March 2021. Mr. Jiao received a Master degree in Engineering from the No. 2 Research Institute of Ministry of Aeronautics and Astronautics (航空航天工業部第二研究院) and a Bachelor degree in Mathematics from Shandong University (山東大學).

Mr. Jiao is currently a director and chief executive officer of CDH China Management Company Limited. Mr. Jiao has a broad range of experience serving as director of various listed companies. Mr. Jiao is a non-executive director from February 2004 to April 2012 and as an independent non-executive director since April 2012 of China Mengniu Dairy Company Limited (stock code: 2319.HK), a non-executive director from April 2006 and as the deputy chairman from November 2016 to August 2018 of WH Group Limited (stock code: 0288.HK), the chairman and a non-executive director of Mabpharm Limited (stock code: 2181.HK) since July 2018, and an independent non-executive of China Southern Airlines Company Limited (stock code: 1055.HK) since June 2015, all of which are listed on the Main Board of the Stock Exchange. Mr. Jiao also serves as a director of Henan Shuanghui Investment & Development Co., Ltd. (河南雙匯投資發展股份有限公司) (stock code: 000895.SZ) since August 2012, a director of Hainan Poly Pharm Co. Ltd. (海南普利制藥股份有限公司) (stock code: 300630.SZ) since June 2015 and was a director of Joyoung Company Limited (九陽股份有限公司) (stock code: 002242.SZ) from September 2007 to April 2020, all of which are listed on the Shenzhen Stock Exchange. Mr. Jiao is also the chairman and an executive director of Ningbo Akin Electronic Technology Co., Ltd (寧波亞錦電子科技股份有限公司) since March 2016, a company listed on the National Equities Exchange and Quotations. He served as the vice general manager of the direct investment department of China International Capital Corporation Ltd. (中國國際金融有限公司) from December 1995 to August 2002.

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

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Mr. Jiao was a director of the following dissolved companies prior to their respective dissolution:

Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution	Reasons of dissolution
Dinghui Solar Energy (Hong Kong) Limited	Hong Kong	Investment holding	Deregistration	11 November 2016	Cessation of business
Beijing Yuanbo Hengrui Investment Advisory Co., Ltd (北京元博恒瑞投資顧問有限公司)	PRC	Investment advisory	Deregistration	10 January 2018	Cessation of business
Beijing Jingcheng Century Venture Capital Management Co., Ltd (北京景澄世紀創業投資管理有限公司)	PRC	Venture capital management	Deregistration	14 August 2017	Cessation of business
Tianjin Shenghe Investment Advisory Co., Ltd (天津盛合投資諮詢有限公司)	PRC	Investment advisory	Deregistration	5 December 2014	Cessation of business
Yangpu Weihua Investment Co., Ltd (洋浦偉華投資有限公司)	PRC	Investment	Deregistration	18 March 2014	Cessation of business

Mr. Jiao confirmed that the above companies were solvent at the time when they were dissolved by way of deregistration. Mr. Jiao confirmed that there was no wrongful act on his part leading to the dissolution of above companies, and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution.

Mr. Jiao has entered into a service contract with the Company for his appointment as a 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. Jiao does not receive any remuneration, including director fee, salary, bonus and allowance for his appointment as a non-executive Director. As at the Latest Practicable Date, Mr. Jiao does not have any interest in Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Jiao 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. Jiao.

**Ms. Zheng Xiaoxu (鄭小粟女士) (“Ms. Zheng”)**

Ms. Zheng Xiaosu, aged 35, was appointed as a non-executive Director in February 2017. Ms. Zheng holds a Bachelor degree in Mathematics, Accounting and Financial Management from Loughborough University in the United Kingdom. Ms. Zheng has around nine years of experience in investment banking and asset management in Hong Kong. Ms. Zheng currently serves as managing director of CCB International Asset Management Limited.

Ms. Zheng has entered into a service contract with the Company for her appointment as a non-executive Director for a term of three years. She will be subject to retirement by rotation and re-election at AGM in accordance with the Articles of Association. Ms. Zheng does not receive any remuneration, including director fee, salary, bonus and allowance for his appointment as a non-executive Director. As at the Latest Practicable Date, Ms. Zheng does not have any interest in Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, Ms. Zheng 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 Ms. Zheng.

**Independent non-executive Director****Mr. Tso Siu Lun Alan (曹肇倫先生) (“Mr. Tso”)**

Mr. Tso Siu Lun Alan, aged 37, was appointed as an independent non-executive Director in May 2017. Mr. Tso graduated from University of Cambridge with a Bachelor and a Master degree in Land Economy, majoring in real estate finance and property law. Mr. Tso is the founder of the China Mini Storage Limited (“CMS”). Prior to establishing CMS, based in Beijing, Mr. Tso worked as an investment director of the Everbright Ashmore China Real Estate Fund, a joint venture offshore real estate fund sponsored by the China Everbright Limited (stock code: 0165), a company listed on the Main Board of the Stock Exchange and the Ashmore Group PLC (LSE stock code: ASHM). Previously, based in Hong Kong, Mr. Tso also worked at Merrill Lynch’s Global Commercial Real Estate team where he was principally involved in the firm’s principal investing activities in Asian real estate. He also worked at the HSBC’s Global Capital Markets – ABS & Structured Bonds Team where he was principally involved in the bank’s securitisation business. As for community services, Mr. Tso has been invited to become the 10th and the 11th session member of the Beijing Youth Federation, the 3rd and 4th session member of the Beijing Overseas Friendship Association Youth Committee, the 4th session council member of the Shanxi Province Overseas Friendship Association, the 8th session council member of the Beijing Haidian District Overseas Friendship Association, the Innovation Committee Vice Chairman of the HK Professionals (Beijing) Association, the Beijing Group Convener of China Real Estate Chamber of Commerce (“CRECC”) Hong Kong Chapter, and the board member of the Self-Storage Association (“SSAA”). Also, he has been appointed as a part-time lecturer for the Asia-Pacific Commercial Real Estate Academy (“APCREA”), an educational institution sponsored by the CRECC’s China Commercial Real Estate Commission.



Mr. Tso is currently an independent non-executive director of Shi Shi Services Limited (stock code: 8181) and Da Sen Holdings Group Limited (stock code: 1580), a company listed on the GEM and Main Board of the Stock Exchange respectively. Mr. Tso was an independent non-executive director of Grand Peace Group Holdings Limited (stock code: 8108), a company listed on the GEM of the Stock Exchange. He is also a responsible officer at Fenghua Asset Management Limited (CE No: BKV973) for the SFC regulated activities of Type 4 and Type 9 licences from the Securities and Futures Commission for carrying out the regulated activities of advising on securities and asset management.

Mr. Tso 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 by rotation and re-election at AGM in accordance with the Articles of Association. Mr. Tso 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. Tso does not have any interest in Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Tso 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. Tso.

**Mr. Li Xindan (李心丹先生) (“Mr. Li”)**

Mr. Li Xindan, aged 54, PhD in Finance, Professor, Doctoral Supervisor, 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.

He 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. He is an independent non-executive director of Yoozoo Games Co., Ltd (stock code: 002174.SZ) a company listed on the Shenzhen Stock Exchange. Mr. Li is also served as an independent non-executive director of C.banner International Holdings Limited (stock code: 1028.HK), a company listed on the Main Board of the Stock Exchange. Mr. Li was an independent non-executive director of Holly Futures Co., Ltd. (stock code: 3678.HK) a company listed on the Main Board of the Stock Exchange in the last three years.

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

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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 of the Shareholders in relation to the proposed re-election of Mr. Li.

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## **APPENDIX II      EXPLANATORY STATEMENT RELATING TO BUY-BACK MANDATE**

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

### **EXERCISE OF THE BUY-BACK 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 Buy-back Mandate and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the maximum number of Shares which can be bought back under the Buy-back 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 Buy-back Mandate by ordinary resolution of the Shareholders in general meeting.

### **REASONS FOR THE BUY-BACK OF SHARES**

The Directors believe that the Buy-back Mandate is in the interests of the Company and the Shareholders as a whole. Such share buy-back 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 buy-back will benefit the Company and the Shareholders as a whole.

### **FUNDING OF BUY-BACK**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to buy-back its Shares, subject to approval by Shareholders. Under law of the Cayman Islands, the capital portion payable on a share buy-back by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the share buy-back or, subject to the Cayman Companies Law, out of capital and, in the case of any premium payable on a share buy-back, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Cayman Companies Law, out of capital.

**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>2020</b>		
April	1.04	0.60
May	0.84	0.50
June	0.77	0.41
July	0.78	0.43
August	1.56	0.56
September	1.54	1.31
October	1.90	1.30
November	1.72	1.34
December	1.55	1.20
<b>2021</b>		
January	2.15	1.42
February	2.48	2.01
March	3.10	2.21
April (up to the Latest Practicable Date)	3.50	3.00

**BUY-BACK OF SHARES MADE BY THE COMPANY**

No buy-back 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 2020) in the event that the Buy-back Mandate is exercised in full at the current prevailing market value. However, the Directors do not propose to exercise the Buy-back 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 Buy-back 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 Buy-back 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 Buy-back Mandate is approved by the Shareholders.

**EFFECT OF THE TAKEOVER CODE**

If, as a result of a Buy-back 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:

<b>Name</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares (Note 1)</b>	<b>Approximate percentage of shareholding (Note 2)</b>
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%

## APPENDIX II EXPLANATORY STATEMENT RELATING TO BUY-BACK MANDATE

Name	Capacity/ Nature of interest	Number of Shares (Note 1)	Approximate percentage of shareholding (Note 2)
Cheer Hope Holdings Limited (Note 5)	Beneficial owner	210,860,000 (L)	14.06%
CCBI Investments Limited (Note 5)	Interest of controlled corporation	210,860,000 (L)	14.06%
CCB International (Holdings) Limited (Note 5)	Interest of controlled corporation	210,860,000 (L)	14.06%
CCB Financial Holdings Limited (Note 5)	Interest of controlled corporation	210,860,000 (L)	14.06%
CCB International Group Holdings Limited (Note 5)	Interest of controlled corporation	210,860,000 (L)	14.06%
China Construction Bank Corporation (Note 5)	Interest of controlled corporation	210,860,000 (L)	14.06%
Central Huijin Investment Ltd. (Note 5)	Interest of controlled corporation	210,860,000 (L)	14.06%

*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 Financial 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.

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**APPENDIX II      EXPLANATORY STATEMENT RELATING TO BUY-BACK MANDATE**

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In the event the Directors exercise in full the power to buy-back Shares pursuant to the Buy-back 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 buy-back made under the Buy-back Mandate. Further, the Directors have no present intention to exercise the power to buy-back Shares pursuant to the Buy-back 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 24 May 2021, 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 2020.
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. Wu Guangze as an executive Director
  - (b) Mr. Feng Hai as an executive Director
  - (c) Mr. Wei Bin as an executive Director
  - (d) Mr. Jiao Shuge as a non-executive Director
  - (e) Ms. Zheng Xiaosu as a non-executive Director
  - (f) Mr. Tso Siu Lun Alan as an independent non-executive Director
  - (g) 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
- (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

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## NOTICE OF AGM

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- (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.”
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 buy-back 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 bought back 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;

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## NOTICE OF AGM

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- (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.”
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 bought back 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.”

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

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares to be issued upon exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to the share option scheme (“**Share Option Scheme**”) of the Company adopted by the resolution of the shareholders of the Company passed on 17 December 2012, the existing limit on the grant of options under the Share Option Scheme and any other schemes of the Company be refreshed so that the number of shares of the Company to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other schemes of the Company) shall not exceed 10% of the total number of the shares of the Company in issue as at the date of the passing of this resolution (“**Refreshed Limit**”) and that the Directors of the Company be and are hereby authorised to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company under the Refreshed Limit pursuant to the exercise of such options.”

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

Hong Kong, 21 April 2021

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## NOTICE OF AGM

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*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:*

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. Fei John Xiang\*\* and Mr. Li Xindan\*\*.*

\* Non-executive Directors

\*\* Independent non-executive Directors