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If you are in any 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 accountant or other professional adviser.

If you have sold or transferred all your shares in China Oriented International Holdings Limited, you should at once hand this circular, together with the enclosed proxy form and the notice of the annual general meeting, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

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

A notice convening the Annual General Meeting of China Oriented International Holdings Limited (the “**Company**”) to be held on Thursday, 27 June 2024 at 11:00 a.m. at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong is set out on pages 20 to 24 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

29 April 2024

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DEFINITIONS

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

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| “Alpha Leap” | Alpha Leap Holdings Limited (首躍控股有限公司), a company incorporated in the BVI with limited liability on 5 May 2016, whose entire issued share capital is owned by Mr. Qi Xiangzhong; |
| “Ample Star” | Ample Star Global Limited (裕星環球有限公司), a company incorporated in the BVI with limited liability on 21 March 2014, whose entire issued share capital is owned by China Castson; |
| “Annual General Meeting” | the annual general meeting of the Company to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 27 June 2024 at 11 a.m., or any adjournment thereof; |
| “Articles of Association” | the articles of association of the Company; |
| “Audit Committee” | the audit committee of the Company; |
| “Board” | the board of Directors; |
| “BVI” | the British Virgin Islands; |
| “China Caston” | China Caston 81 Finance Company Limited (中國鑄晨81金融有限公司)(formerly known as China Internet Investment Finance Holdings Limited (中國互聯網投資金融集團有限公司)) (Stock code: 810), a company continued into Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange; |
| “close associate(s)” | has the meaning ascribed thereto under the Listing Rules; |
| “Companies Act” | the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands; |
| “Company” | China Oriented International Holdings Limited (向中國國際控股有限公司) (Stock code: 1871), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange; |
| “Controlling Shareholder(s)” | has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Qi Xiangzhong and Alpha Leap; |
| “core connected person(s)” | has the meaning ascribed thereto under the Listing Rules; |
| “Corporate Governance Code” | the Corporate Governance Code under Appendix 14 (which has been re-numbered as Appendix C1 with effect from 31 December 2023) to the Listing Rules; |

DEFINITIONS

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| “Cosmic Hero” | Cosmic Hero Investments Limited (普雄投資有限公司), a company incorporated in the BVI with limited liability on 6 June 2016, the entire issued share capital of which is owned by Mr. Ling Wai Leung; |
| “Director(s)” | the director(s) of the Company; |
| “Extension Mandate” | a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate the proposed resolution of which is contained in no. 7 in the notice of Annual General meeting; |
| “Greater Sino” | Greater Sino Ventures Limited (偉華創投有限公司), a company incorporated in the BVI with limited liability on 13 June 2014, the entire issued share capital of which is directly owned by Ample Star; |
| “Group” | the Company and its subsidiaries (has the same meaning as defined under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)), as amended, supplemented and/or otherwise modified from time to time; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC; |
| “Issue Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing the proposed ordinary resolution contained in resolution no. 5 in the notice of Annual General Meeting; |
| “Latest Practicable Date” | 22 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Main Board” | the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel to GEM of the Stock Exchange; |
| “Nomination Committee” | the nomination committee of the Company; |

DEFINITIONS

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| “PRC” or “China” | The People’s Republic of China and, except where the context requires otherwise and only for the purposes of this circular, references to China or the PRC excludes Hong Kong, Macau Special Administrative Region and Taiwan; |
| “Remuneration Committee” | the remuneration committee of the Company; |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing the proposed ordinary resolution contained in resolution no. 6 in the notice of Annual General Meeting; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time; |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company; |
| “Shareholder(s)” | holder(s) of the Share(s); |
| “Shun Da School” | Suiping County Shunda Driver Training Company Limited* (遂平縣順達駕駛員培訓有限公司), a company established in the PRC with limited liability on 25 December 2012 and an indirect wholly-owned subsidiary of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented and/or otherwise modified from time to time; |
| “Tong Tai School” | Zhumadian Tongtai Large Vehicles Driver Training Company Limited* (駐馬店通泰大型機動車駕駛員培訓有限公司), a company established in the PRC with limited liability on 24 April 2014 and an indirect wholly-owned subsidiary of the Company; and |
| “%” | per cent. |

LETTER FROM THE BOARD

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)

Executive Directors

Mr. Qi Xiangzhong

Ms. Zhao Yuxia

Non-executive Director

Dr. Yeung Cheuk Kwong

Independent Non-executive Directors

Mr. Chan Siu Wah

Mr. Wan San Fai Vincent

Mr. Xu Jianpo

Registered Office

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Headquarters, head office and

principal place of business in the PRC

Baililiu Village

Zhutang Township, Suiping County

Zhumadian City

Henan Province

PRC

Principal place of business in Hong Kong

Rooms 1508-1513, Nan Fung Tower

88 Connaught Road Central

Central Hong Kong

29 April 2024

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to, among other things, (i) the proposed general mandates to issue and repurchase Shares and extend the general mandate to issue Shares by adding to it the amount of Shares repurchased; and (ii) the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2 and 5 to 7 to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, ordinary resolutions numbers 5 and 7 of the notice of Annual General Meeting will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the aggregate nominal amount of the entire issued share capital of the Company at the date of passing the resolution (i.e. the Issuance Mandate) plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Mandate) subsequent to the passing of such resolution (i.e. the Extension Mandate).

On the basis of an aggregate of 435,958,192 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the Annual General Meeting, the Issue Mandate (if granted by the Shareholders at the Annual General Meeting) will empower the Directors to allot, issue or otherwise deal in up to a maximum of 87,191,638 new Shares, being 20% of the entire issued share capital of the Company as at the Latest Practicable Date.

The ordinary resolution number 6 of the notice of the Annual General Meeting, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution at any time until our next annual general meeting following the passing of the said ordinary resolution or such other period as stated in the said ordinary resolution (i.e. the Repurchase Mandate).

The Issue Mandate, the Repurchase Mandate and the Extension Mandate will remain in effect until the earliest of the conclusion of our next annual general meeting; the expiry of the period within which our Company is required by any applicable laws or the Articles of Association to hold its next annual general meeting; or when revoked or varied by an ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

Under the Listing Rules, the Company must send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. Such explanatory statement is set out in Appendix I to this circular.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS AND RECOMMENDATION OF THE NOMINATION COMMITTEE

Re-election of Directors

As at the Latest Practicable Date, the Board comprises Mr. Qi Xiangzhong and Ms. Zhao Yuxia as executive Directors; Dr. Yeung Cheuk Kwong as non-executive Director; and Mr. Chan Siu Wah, Mr. Wan San Fai Vincent and Mr. Xu Jianpo as independent non-executive Directors.

Articles 84(1) of the Articles of Association provides that notwithstanding any other provisions in the Articles of Association, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Dr. Yeung Cheuk Kwong and Mr. Chan Siu Wah shall retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves to undergo re-election at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions numbers 2(a) and 2(b) of the notice of Annual General Meeting will be proposed in respect of the proposed re-election of Dr. Yeung Cheuk Kwong and Mr. Chan Siu Wah. Biographical details of Dr. Yeung Cheuk Kwong and Mr. Chan Siu Wah are set out in Appendix II to this circular.

Procedures and Processes for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment or re-appointment of Directors (including an independent non-executive Director) in accordance with the following procedures and processes:

Nomination by members of the Nomination Committee or the Board

- I. Member(s) of the Nomination Committee and/or the Board may identify and propose potential candidates for directorship by various means, including but not limited to internal promotion, re-designation, referral by other members of the management of the Group and external recruitment agents.
- II. The Nomination Committee shall, upon receipt of the proposal from the respective member(s) of the Nomination Committee and/or the Board and the biographical information (or relevant details) of the potential candidate, evaluate the proposals at a meeting with reference to the following non-exhaustive criteria set out in the nomination policy:
 - (i) the qualifications, skills, knowledge, ability and experience of the individual candidate;
 - (ii) the potential time commitment and attention to perform duties as a director under the Listing Rules and the applicable laws and regulations;

LETTER FROM THE BOARD

- (iii) the potential contributions that the individual candidate can make to the diversity of the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
 - (iv) the personal ethics, integrity and reputation of the individual candidate (and where appropriate, adequate background checks and other verification processes shall be conducted against the individual candidate);
 - (v) the current structure, size and composition of the Board and the Company's corporate strategy and culture;
 - (vi) Board succession planning considerations and the long-term needs of the Company;
 - (vii) (in case of a candidate for an independent non-executive Director), the independence of such candidate with reference to, among other things, (i) the independence criteria as set out in Rule 3.13 of the Listing Rules; and (ii) the guidance and requirements relating to independent non-executive directors set out in Code Provision B.3.4 of the Corporate Governance Code; and
 - (viii) any other factors and matters as the Nomination Committee may consider appropriate.
- III. Based on the results of the evaluation, the Nomination Committee may, if it thought fit, make recommendations to the Board on the appointment of the potential candidate for directorship.

Nomination by Shareholder(s)

- I. If a Shareholder wishes to propose a person for election as a Director at a general meeting, he/she/it shall deposit a written notice (the "**Written Notice**") to the Company's principal place of business in Hong Kong at Rooms 1508-1513, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong or the Company's branch share registrar in Hong Kong (i.e. Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong).
- II. The Written Notice must:
- (i) state the Shareholder's intention to propose the candidate(s) for election as a Director;
 - (ii) include the personal information of the candidate(s) as required by Rule 13.51(2) of the Listing Rules; and
 - (iii) be signed by the Shareholder concerned and signed by the candidate indicating his/her willingness to be elected and consent of the publication of his/her personal information.

LETTER FROM THE BOARD

- III. The period for lodgment of the Written Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.
- IV. In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the candidate as a Director, Shareholder(s) who wish to make the proposal are urged to submit and lodge the Written Notice as early as practicable.
- V. Upon receipt of the Written Notices, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate(s) is qualified for directorship. Where appropriate, the Company will then publish an announcement in accordance with the requirements under the Listing Rules or issue a supplementary circular. The particulars of the candidate(s) will be included in the announcement or supplementary circular of the Company.

Recommendation of the Nomination Committee

The Nomination Committee is responsible for, among other things, reviewing the structure, size and composition of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment and re-appointment of Directors.

To consider the re-election of our current Directors, the Nomination Committee has taken into account the contributions that the particular Director has brought to the Board in terms of qualifications, skills, experience and perspectives.

In respect of the re-election of Dr. Yeung Cheuk Kwong as a non-executive Director, the Nomination Committee has considered Dr. Yeung's extensive experience and knowledge in corporate finance, corporate governance and investment in various asset classes such as fixed income securities and equities, his working profile and other qualifications and skills as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Dr. Yeung has provided valuable contributions to the Company and accordingly nominated Dr. Yeung for re-election as a non-executive Director.

In respect of the re-election of Mr. Chan Siu Wah as an independent non-executive Director, the Nomination Committee has considered Mr. Chan's extensive experience in accounting and finance fields, his working profile and other qualifications and skills as set out in his biographical details in Appendix II to this circular. Having reviewed the annual confirmation of independence made by Mr. Chan pursuant to Rule 3.13 of the Listing Rules and having also considered the factors stated in the board diversity policy, the Nomination Committee is satisfied that Mr. Chan has provided valuable contributions to the Company, has demonstrated his ability to provide independent, balanced and objective view to the Company's affairs and would contribute to the diversity of the Board. The Nomination Committee accordingly nominated Mr. Chan for re-election as an independent non-executive Director.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

Notice of Annual General Meeting

The notice of Annual General Meeting which contains, among other things, resolutions to approve the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the Directors, is set out on pages 20 to 24 of this circular.

Proxy arrangement

A proxy form is herewith enclosed for use at the Annual General Meeting and has also been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.china-oriented.com). Whether or not you propose to attend the Annual General Meeting, you are encouraged to complete the proxy form and return it 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 in accordance with the instructions printed thereon not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from subsequently attending and voting in person at the Annual General Meeting should you so wish, but in such event, the proxy form shall be deemed to be revoked.

Voting by poll

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll, except where the chairman of the Annual General Meeting, 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, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting.

The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share held.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.china-oriented.com) in accordance with the Listing Rules.

LETTER FROM THE BOARD

Closure of register of members

For determination of the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from Thursday, 20 June 2024 to Thursday, 27 June 2024 (both days inclusive) during which no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 19 June 2024.

5. 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.

6. RECOMMENDATIONS OF THE BOARD

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors as set out in the notice of Annual General Meeting are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL

Your attention is drawn to the information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 435,958,192 Shares.

Subject to the passing of ordinary resolution no. 6 as set out in the notice of Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 43,595,819 Shares (representing 10% of the total number of issued Shares as at the date of passing the resolution to approve the Repurchase Mandate).

2. REASONS FOR SHARE REPURCHASE

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

3. SOURCE OF FUNDING FOR SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Companies Act and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Act, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Act, out of capital.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

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 year ended 31 December 2023 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such 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 from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective close associates or the core connected persons of the Company, have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Cayman Islands.

7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, according to the register of the Company kept under section 336 of the SFO, information on the Shareholder who has an interest of 5% or more of the issued share capital of the Company is as below:

| Name | Capacity/Nature of interest | Total number of Shares and underlying Shares held as at the Latest Practicable Date | Approximate percentage of existing shareholding as at the Latest Practicable Date | Approximate percentage of shareholding if Repurchase Mandate is exercised in full |
|---------------------------------------|--------------------------------------|---|---|---|
| Mr. Qi Xiangzhong <i>(Note 1)</i> | Interest in a controlled corporation | 206,400,000 | 47.3% | 52.6% |
| Ms. Gao Dongju <i>(Note 2)</i> | Spouse interest | 206,400,000 | 47.3% | 52.6% |
| Alpha Leap | Beneficial owner | 206,400,000 | 47.3% | 52.6% |
| Mr. Ling Wai Leung <i>(Note 3)</i> | Interest in a controlled corporation | 39,600,000 | 9.1% | 10.1% |
| Ms. Hui Ching Ping <i>(Note 4)</i> | Spouse interest | 39,600,000 | 9.1% | 10.1% |
| Cosmic Hero | Beneficial owner | 39,600,000 | 9.1% | 10.1% |
| China Caston <i>(Note 5)</i> | Interest in a controlled corporation | 42,000,000 | 9.6% | 10.7% |
| Ample Star <i>(Note 5)</i> | Interest in a controlled corporation | 42,000,000 | 9.6% | 10.7% |
| Greater Sino | Beneficial owner | 42,000,000 | 9.6% | 10.7% |

Notes:

- Alpha Leap is beneficially owned as to 100% by Mr. Qi Xiangzhong. Mr. Qi is deemed to be interested in the Shares in which Alpha Leap is interested under Part XV of the SFO. Mr. Qi is the sole director of Alpha Leap.
- Ms. Gao Dongju is the spouse of Mr. Qi Xiangzhong. She is deemed to be interested in the Shares in which Mr. Qi is interested under Part XV of the SFO.
- Cosmic Hero is beneficially owned as to 100% by Mr. Ling Wai Leung. Mr. Ling is deemed to be interested in the Shares in which Cosmic Hero is interested under Part XV of the SFO. Mr. Ling is the sole director of Cosmic Hero.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

4. Ms. Hui Ching Ping is the spouse of Mr. Ling Wai Leung. She is deemed to be interested in the Shares in which Mr. Ling is interested under Part XV of the SFO.
5. Greater Sino is beneficially owned as to 100% by Ample Star, which in turn is beneficially owned as to 100% by China Caston. As such, Ample Star and China Caston are deemed to be interested in the Shares in which Greater Sino is interested under Part XV of the SFO.

On the basis that no new Shares are issued or repurchased prior to the Annual General Meeting and assuming that there would not be changes in the total number of issued Shares prior to the repurchase of the Shares and each of Shareholders set out above would not dispose of their respective Shares nor acquire additional Shares prior to any repurchase of Shares, the exercise in full of the Repurchase Mandate would cause the aggregate shareholding of Alpha Leap in the Company to increase from approximately 47.3% to 52.6% and therefore Alpha Leap will become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, cause any Shareholder or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. CORE CONNECTED PERSONS

No core connected person (as defined in the Listing Rules) has notified the Company that he or she or it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

10. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve (12) months immediately preceding the Latest Practicable Date were as follows:

| | Share prices | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2023 | | |
| April | 0.265 | 0.230 |
| May | 0.250 | 0.222 |
| June | 0.260 | 0.223 |
| July | 0.255 | 0.225 |
| August | 0.247 | 0.206 |
| September | 0.219 | 0.190 |
| October | 0.215 | 0.188 |
| November | 0.222 | 0.190 |
| December | 0.221 | 0.192 |
| 2024 | | |
| January | 0.245 | 0.202 |
| February | 0.300 | 0.219 |
| March | 0.465 | 0.230 |
| April (up to the Latest Practicable Date) | 0.290 | 0.202 |

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

NON-EXECUTIVE DIRECTOR

Dr. Yeung Cheuk Kwong (楊卓光)

Dr. Yeung Cheuk Kwong (楊卓光), aged 61, is our non-executive Director. He served as a Director since 8 June 2018 and was re-designated as a non-executive Director since 19 September 2019. He is primarily responsible for advising on finance and investor relationship of the Group.

Dr. Yeung is a member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience and knowledge in corporate finance, corporate governance and investment in various asset classes, such as fixed income securities and equities. From October 1995 to April 2000, Dr. Yeung served as the executive director of Great Wall Electronic International Limited (now known as EPI (Holdings) Limited) (Stock code: 689), a company whose shares are listed on the Main Board of the Stock Exchange and was principally engaged in manufacture of consumer electronic products. He was responsible for corporate planning, business development, information technology strategy, financing activities, accounting function and supervision. From April 2000 to January 2010, Dr. Yeung was the chief financial officer and company secretary of Ngai Lik Industrial Holdings Limited (now known as Yuan Heng Gas Holdings Limited) (Stock code: 332). He also served as the executive director of the said company from April 2000 to February 2010. The said company is listed on the Main Board of the Stock Exchange and was previously engaged in investment holding. Its subsidiaries were principally engaged in design, manufacture and sales of electronic products and sales of motorcycle parts. He oversaw the finance and accounting, legal affairs, human resources, general administration, information technology and corporate planning and development.

From January 2014 to July 2014, Dr. Yeung was an adviser to China Caston and its subsidiaries. From July 2014 to October 2023, he served as the chief executive officer of China Caston, the holding company of Greater Sino. China Caston is principally engaged in investment in equity securities and debt securities. He was responsible for the day-to-day management, strategic planning and the execution of the strategic decisions.

From February 2016 to January 2021, Dr. Yeung was one of the licensed representatives of Silverstone Investments Limited, a corporation licensed by the SFC to carry on Type 9 (asset management) and Type 4 (advising on securities) regulated activities under the SFO. Dr. Yeung was one of the responsible officers of Success Advance Investments Limited, for Type 9 (asset management) and Type 4 (advising on securities) regulated activities under the SFO from 1 August 2022 to 9 November 2023. Success Advance Investments Limited is for Type 9 (asset management) and Type 4 (advising on securities) regulated activities under the SFO. He was responsible for investment management advisory. Since December 2017, Dr. Yeung has been appointed as the Adjunct Professor of Zhongnan University of Economics and Law, the PRC. In January 2021, Dr. Yeung was appointed as a pro-bono director of Manchester Metropolitan University Chapter Hong Kong Limited.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Yeung graduated with a Professional Diploma in Accountancy with distinction from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1986. He further obtained a Bachelor degree of Science in Economics from the University of London, the United Kingdom, in August 1990, a Master degree of Laws in Corporate and Financial Law from The University of Hong Kong in November 2007, a Bachelor degree of Law from The Manchester Metropolitan University, the United Kingdom, in July 2008, a Master degree of Science in Finance and a Doctor degree of Business Administration from the City University of Hong Kong in October 2010 and July 2014, respectively. He was admitted as a Certified Public Accountant of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountant) in January 1991. Dr. Yeung is a CFA charterholder since February 2021. Dr. Yeung has become a fellow member of the Hong Kong Securities and Investment Institute since November 2021.

Since 1 August 2015, Dr. Yeung has served as the director of Greater Sino, a substantial Shareholder. As at the Latest Practicable Date, Greater Sino holds 42,000,000 Shares, representing approximately 9.6% of the total issued share capital of the Company. Save as disclosed above, Dr. Yeung does not have any relationships with any Directors, senior management, substantial or Controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Dr. Yeung did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Dr. Yeung had signed a letter of appointment with the Company in respect of his appointment as a non-executive Director for a fixed term of three years commenced from 24 October 2022 which shall be renewed automatically, unless and until terminated by either Dr. Yeung or the Company by giving not less than three months' notice in writing at any time. Dr. Yeung is entitled to an annual emolument of RMB120,000 for acting as a non-executive Director. Such annual salary may be reviewed annually after each year of service during the term of his appointment by the Remuneration Committee. Dr. Yeung is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to and in accordance with the Articles of Association.

Save as disclosed above, Dr. Yeung is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Chan Siu Wah (陳小華)**

Mr. Chan Siu Wah (陳小華), aged 49, is our independent non-executive Director. He served as an independent non-executive Director since 19 September 2019 and is mainly responsible for supervising and providing independent judgment to our Board ever since.

Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and has over 20 years of experience in accounting and finance. From August 1996 to April 2000, Mr. Chan worked in W.M. Sum & Co., an accounting firm, as an auditor and was responsible for performing audit and taxation assignments. Mr. Chan then joined Arthur Andersen Hong Kong as an experienced staff accountant in May 2000 and as a senior in September 2001 in the Assurance and Business Advisory Services Department. From July 2002, subsequent to the combination of PricewaterhouseCoopers Ltd. and Arthur Andersen Hong Kong practices, Mr. Chan was transferred to PricewaterhouseCoopers Ltd. as a senior associate, responsible for taking charge of a group of audits. Mr. Chan left PricewaterhouseCoopers Ltd. in January 2003 as a senior associate. From February 2003 to August 2007, Mr. Chan joined Sunray Holdings Limited as a financial controller and was responsible for taking charge of group accounting, financial reporting and listing compliance matters. Sunray Holdings Limited had been listed on the Main Board of the Singapore Exchange Securities Trading Limited between November 2003 and March 2014, principally engaged in the development, manufacturing and marketing of medical systems and consumables for the women's healthcare market in the PRC. From October 2007 to April 2012, Mr. Chan served as the financial controller and joint company secretary of Dukang Distillers Holdings Limited where he was responsible for the financial reporting and company secretarial matters. Dukang Distillers Holdings Limited has been listed on the Main Board of the Singapore Exchange Securities Trading Limited since September 2008, whose principal business is the production and sales of Chinese white wine. From April 2012 to August 2013, Mr. Chan served as an audit manager in S.W. Chan & Co., an accounting firm, and was responsible for performing audit, taxation and company secretarial services. Since July 2013, Mr. Chan has served as a director and practicing certified public accountant at Alliance Ascent CPA Limited and is responsible for overseeing the development and operation of the accounting firm.

Mr. Chan graduated with a degree of Bachelor of Business Administration in Accounting and Finance from The University of Hong Kong in November 1996 and received the Master of Corporate Governance degree from The Hong Kong Polytechnic University in October 2011. Mr. Chan was admitted as a member and was further admitted as a fellow member of The Association of Chartered Certified Accountants in October 1999 and October 2004 respectively. Mr. Chan was admitted as an associate member of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) in March 2000. Subsequently, Mr. Chan was registered as a certified public accountant (practising) in July 2013. Mr. Chan was also admitted as an associate member of The Hong Kong Institute of Chartered Secretaries in April 2012.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Chan did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group, nor did Mr. Chan have any relationships with any Directors, senior management, substantial or Controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chan had signed a letter of appointment with the Company in respect of his appointment as an independent non-executive Director for a fixed term of three years commenced from 24 October 2022 which shall be renewed automatically, unless and until terminated by either Mr. Chan or the Company by giving not less than three months' notice in writing at any time. Mr. Chan is entitled to an annual emolument of RMB120,000 for acting as an independent non-executive Director. Such annual salary may be reviewed annually after each year of service during the term of his appointment by the Remuneration Committee. Mr. Chan is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to and in accordance with the Articles of Association.

Save as disclosed above, Mr. Chan is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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 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.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

(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.

NOTICE OF ANNUAL GENERAL MEETING

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.