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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)

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.10(1) AND 3.21 OF THE LISTING RULES**

Reference is made to the announcement of China Oriented International Holdings Limited (the “**Company**”) dated 13 January 2023 in relation to the passing away of the late Mr. Goh Teng Hwee (“**Mr. Goh**”), the then independent non-executive director of the Company and the consequential non-compliance with the requirements of rules 3.10(1) and 3.21 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the announcement of the Company dated 1 March 2023 in relation to the change of independent non-executive director and composition of committees of the board of directors of the Company and the continuing non-compliance with the requirements of rules 3.10(1) and 3.21 of the Listing Rules, and the announcement of the Company dated 20 April 2023 (the “**Announcement**”) in relation to the appointment of Mr. Xu Jianpo (“**Mr. Xu**”) as an independent non-executive director and a member of the audit committee of the Company and the application for a waiver from strict compliance with rules 3.10(1) and 3.21 of the Listing Rules by the Company to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for a period up to the date of the Announcement.

The board (the “**Board**”) of directors (“**Director(s)**”) of the Company is pleased to announce that on 21 April 2023, the Stock Exchange has granted the waiver (the “**Waiver**”) to the Company from strict compliance with rules 3.10(1) and 3.21 of the Listing Rules for a period up to 20 April 2023, subject to the disclosure of the Waiver (including details and reasons) by way of an announcement.

According to rules 3.10(1) and 3.21 of the Listing Rules, the Board must include at least three independent non-executive directors and the audit committee of the Company must comprise a minimum of three members. Following the passing away of the late Mr. Goh, the numbers of independent non-executive Directors on the Board and of members of the audit committee of the Company are less than three as required under rules 3.10(1) and 3.21 of the Listing Rules. Pursuant to rules 3.11 and 3.23 of the Listing Rules, the Company is required to re-comply with rules 3.10(1) and 3.21 of the Listing Rules within three months from the date of the passing away of the late Mr. Goh, that is, on or before 11 April 2023. As disclosed in the Announcement, since the passing away of the late Mr. Goh on 11 January 2023, the Company had used its best endeavours to identify suitable candidate(s) for the position of the new independent non-executive Director. However, due to the intervening Chinese New Year, Ching Ming and Easter holidays, the identification and appointment procedure had taken longer time than expected. Accordingly, the Company failed to appoint the new independent non-executive Director within three months from the date of the passing away of the late Mr. Goh, that is, on or before 11 April 2023 pursuant to the requirements set out in rules 3.11 and 3.23 of the Listing Rules. Following the appointment of Mr. Xu as an independent non-executive Director and a member of the audit committee of the Company on 20 April 2023, the Company fulfills the requirements under rules 3.10(1) and 3.21 of the Listing Rules.

The Waiver applies to the above case only and the Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

By order of the Board
China Oriented International Holdings Limited
Qi Xiangzhong
Chairman & Chief Executive Officer

Hong Kong, 21 April 2023

As at the date of this announcement, the Board 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.