

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

China Oral Industry Group Holdings Limited

中國口腔產業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8406)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 30 JUNE 2022 RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of China Oral Industry Group Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held at Room 1106B Block A, Central Plaza, Tianli City, Haide 3rd Road, Nanshan District, Shenzhen, Guangdong Province, China at 9:30 a.m. on Thursday, 30 June 2022 (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in circular (the “**Circular**”) incorporating a notice of the AGM dated 7 June 2022 (the “**AGM Notice**”) were duly passed as ordinary resolutions and special resolution, respectively, by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

The poll results in respect of the Resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate%) <i>(Note (a))</i>	
		FOR	AGAINST
1.	To review, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the Directors and the auditors of the Company for the year ended 31 December 2021.	432,780,000 (100%)	0 (0%)
2.(a)	(i) To re-elect Ms. Yan Ping as an executive Director.	432,780,000 (100%)	0 (0%)
	(ii) To re-elect Mr. Liu Yao Guang as an executive Director.	432,780,000 (100%)	0 (0%)
	(iii) To re-elect Mr. Xiao Jiansheng as an executive Director.	432,780,000 (100%)	0 (0%)
	(iv) To re-elect Ms. Shen Jindan as an independent non-executive Director.	432,780,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (Approximate%) <i>(Note (a))</i>	
		FOR	AGAINST
2.(a)	(v) To appoint Ms. Lian Jingyu as an independent non-executive Director.	432,780,000 (100%)	0 (0%)
	(vi) To appoint Ms. Deng Xin as an independent non-executive Director.	432,780,000 (100%)	0 (0%)
	(vii) To appoint Mr. Yam Hiu Ping Bruce as an independent non-executive Director.	432,780,000 (100%)	0 (0%)
2.(b)	To authorise the Board to fix the remuneration of the Directors.	432,780,000 (100%)	0 (0%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.	432,780,000 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.	432,780,000 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	432,780,000 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by a number not exceeding the number of the shares repurchased by the Company.	432,780,000 (100%)	0 (0%)
SPECIAL RESOLUTION		Number of Votes (Approximate%) <i>(Note (a))</i>	
		FOR	AGAINST
7.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company (the “ Existing Memorandum and Articles of Association ”) and to adopt the new memorandum of association and articles of association of the Company (the “ New Memorandum and Articles of Association ”) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect and authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.	432,780,000 (100%)	0 (0%)

The description of the above Resolutions is by way of summary only, the full text of the Resolutions appears in the AGM Notice.

Notes:

- (a) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the AGM in person or by proxy.
- (b) As more than 50% of the votes were cast in favour of each of the ordinary resolutions nos. 1 to 6, all such ordinary resolutions were duly passed.
- (c) As more than 75% of the votes were cast in favour of the special resolution no. 7, such special resolution was duly passed.
- (d) The total number of Shares in issue as at the date of the AGM was 800,000,000 Shares.
- (e) The total number of Shares entitling the holders to attend and vote on the Resolutions at the AGM was 800,000,000 Shares.
- (f) The total number of Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM (as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”)): Nil.
- (g) The total number of Shares that are required under the GEM Listing Rules to abstain from voting at the AGM: Nil.
- (h) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.
- (i) Save for Ms. Shen Jindan who was not able to attend the AGM due to other work reasons, all other Directors attended the AGM in person or by electronic means.

There was no restriction on any Shareholder casting votes on any of the Resolutions at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

As previously mentioned in the Circular, both Mr. Wang Mo (“**Mr. Wang**”) and Ms. Yang Haili (“**Ms. Yang**”) will not stand for re-election at the AGM due to their other business engagements, which require more of their time and dedications and accordingly, Mr. Wang and Ms. Yang had retired as independent non-executive Directors at the conclusion of the AGM. Both Mr. Wang and Ms. Yang have each confirmed that they have no disagreement with the Board and there is no matter relating to their retirement that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Wang and Ms. Yang for their contribution to the Company during their tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that, upon approval by the Shareholders at the AGM, Ms. Lian Jingyu, Ms. Deng Xin and Mr. Yam Hiu Ping Bruce have been appointed as independent non-executive Directors with effect from the conclusion of the AGM.

The biographical details of Ms. Lian Jingyu, Ms. Deng Xin and Mr. Yam Hiu Ping Bruce are set out as follows:

Ms. Lian Jingyu (連菁鈺) (“Ms. Lian”)

Ms. Lian, aged 46, obtained a bachelor’s degree in Account from Hubei University in June 2011. Ms. Lian is qualified as a Certified Public Accountant in China since 2002.

Ms. Lian has over 20 years of accounting and financial related work experience in different accounting firms. From January 2002 to May 2014 and May 2015 to December 2018, Ms. Lian served as a senior project manager of the BDO China Shu Lun Pan CPAs Xiamen Branch (立信會計師事務所廈門分所). From December 2018 to May 2022, Ms. Lian served as deputy manager accountant of the Xiamen Taixin CPA Limited Company (廈門鈦信會計師事務所有限公司).

As at the date of this announcement, save as disclosed above, Ms. Lian does not hold any directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, she does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

A letter of appointment has been entered into between the Company and Ms. Lian for an initial term of one year with effect from 30 June 2022. She is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Under the letter of appointment, the director’s fee of Ms. Lian is HK\$120,000 per annum which is determined by the Board and the Remuneration Committee with reference to the prevailing market conditions.

The Company has received a written confirmation from Ms. Lian concerning her independence as an independent non-executive Director according to the GEM Listing Rules. Save as disclosed above, the Company considers that in relation to the appointment of Ms. Lian as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Deng Xin (鄧昕) (“Ms. Deng”)

Ms. Deng, aged 48, has over 26 years of experience in Stomatology and holds a national mid-level qualification in Stomatology since December 2011. From December 1995 to March 2011, Ms. Deng served as a registered doctor of the Jilin Hospital of Integrated Traditional Chinese and Western Medicine (吉林省吉林中西醫結合醫院) as known as the Jilin Third People’s Hospital (吉林市第三人民醫院). From September 2011 to March 2014, Ms. Deng served as the Dean of the Jilin Jikang Dental Hospital (吉林市吉康口腔醫院). From April 2014 to November 2019, Ms. Deng served as a regional general manager in Bybo Medical Group Limited (拜博醫療集團有限公司). From November 2019 to May 2022, Ms. Deng served as the Dean of Xiamen Kanger Dental OPD Limited Company (廈門康爾口腔門診部有限責任公司).

As at the date of this announcement, save as disclosed above, Ms. Deng does not hold any directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, she does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

A letter of appointment has been entered into between the Company and Ms. Deng for an initial term of one year with effect from 30 June 2022. She is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Under the letter of appointment, the director’s fee of Ms. Deng is HK\$120,000 per annum which is determined by the Board and the Remuneration Committee with reference to the prevailing market conditions.

The Company has received a written confirmation from Ms. Deng concerning her independence as an independent non-executive Director according to the GEM Listing Rules. Save as disclosed above, the Company considers that in relation to the appointment of Ms. Deng as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Yam Hiu Ping Bruce (任曉平) (“Mr. Yam”)

Mr. Yam, aged 48, obtained the Bachelor of Dental Surgery from the University of Hong Kong on 14 December 1999 and currently is a registered dentist under the Dentists Registration Ordinance (Chapter 156 of the Laws of Hong Kong) in Hong Kong. From 9 January 2017 to 30 April 2021, Mr. Yam served as the vice president of the Everbright Sun Hung Kai Forex.

As at the date of this announcement, save as disclosed above, Mr. Yam does not hold any directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, he does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

A letter of appointment has been entered into between the Company and Mr. Yam for an initial term of one year with effect from 30 June 2022. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Under the letter of appointment, the director's fee of Mr. Yam is HK\$120,000 per annum which is determined by the Board and the Remuneration Committee with reference to the prevailing market conditions.

The Company has received a written confirmation from Mr. Yam concerning his independence as an independent non-executive Director according to the GEM Listing Rules. Save as disclosed above, the Company considers that in relation to the appointment of Mr. Yam as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Ms. Lian, Ms. Deng and Mr. Yam in joining the Board.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

With effect from the date of this announcement, the composition of the Board committees has been changed as follows:

- (i) Mr. Wang ceased to be a member of the audit committee of the Company (the “**Audit Committee**”) and nomination committee of the Company (the “**Nomination Committee**”);
- (ii) Ms. Yang ceased to be the chairlady of the Audit Committee and a member of the Nomination Committee and remuneration committee of the Company (the “**Remuneration Committee**”);
- (iii) Ms. Shen Jindan ceased to be the chairlady of the Remuneration Committee and a member of the Audit Committee and be appointed as a member of the Nomination Committee;
- (iv) Ms. Lian be appointed as the chairlady of the Audit Committee and a member of the Remuneration Committee;
- (v) Ms. Deng be appointed as the chairlady of the Remuneration Committee and a member of the Audit Committee; and
- (vi) Mr. Yam be appointed as a member of the Audit Committee and Nomination Committee.

By order of the Board
China Oral Industry Group Holdings Limited
Yan Ping
Chairlady and executive Director

Hong Kong, 30 June 2022

As at the date of this announcement, the Board comprises Ms. Yan Ping, Mr. Liu Yao Guang and Mr. Xiao Jiansheng as executive Directors; and Ms. Shen Jindan, Ms. Lian Jingyu, Ms. Deng Xin and Mr. Yam Hiu Ping Bruce as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 announcement 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 announcement misleading.

This announcement will remain on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at www.chinaoral.co.