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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Reference is made to the announcements of China Oral Industry Group Holdings Limited (the “**Company**”) dated 21 October 2022 and 26 October 2022 in relation to, amongst other things, the Placing (the “**Placing Announcements**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Placing Announcements.

COMPLETION OF THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all of the conditions of the Placing have been fulfilled and the Completion took place on 8 November 2022 pursuant to the terms and conditions of the Placing Agreement. A total of 160,000,000 Placing Shares have been successfully placed by the Placing Agent to no less than six Placees at the Placing Price of HK\$0.260 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon the Completion.

To the best of the Directors’ knowledge, information and belief, after having made all reasonable enquiries, all of the Placees, being individual(s), corporate, institutional or other investors, and where appropriate, their respective ultimate beneficial owners are Independent Third Parties, and none of the Placees has become a substantial Shareholder upon the Completion.

The net proceeds from the Placing, after deduction of the placing commission and other relevant costs and expenses of the Placing, amounted to approximately HK\$40,520,000. The Company intends to apply the net proceeds from the Placing as to (i) HK\$13,500,000 for any suitable investment in potential dental clinic(s) with proven track records in Guangdong Province when opportunities arise; and (ii) the remaining net proceeds from the Placing will be used as the working capital of the Group.

As at the date of this announcement, the Company has not yet determined any specific investment or acquisition target and has not entered any negotiation, agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) in relation to any investment or acquisition target.

SHAREHOLDING STRUCTURE OF THE COMPANY IMMEDIATELY BEFORE AND UPON COMPLETION OF THE PLACING

The shareholding structure of the Company immediately before and upon the Completion is as follows:

	Shareholding immediately before the Completion		Shareholding immediately upon the Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Substantial Shareholders:				
Ms. Yan Ping (<i>Note 1</i>)	424,560,000	53.07%	424,560,000	44.23%
Public Shareholders:				
The Places			160,000,000	16.67%
Other shareholders	<u>375,440,000</u>	<u>46.93%</u>	<u>375,440,000</u>	<u>39.10%</u>
Total:	<u>800,000,000</u>	<u>100.00%</u>	<u>960,000,000</u>	<u>100.00%</u>

Note:

- Ms. Yan Ping is an executive Director and the chairlady of the Board.

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

Hong Kong, 8 November 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 and Ms. Deng Xin 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.