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## THIS CIRCULAR 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 licensed securities dealer 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 Oral Industry Group Holdings Limited**, you should at once hand this circular with the enclosed proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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.

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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)**

### 1. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL 2. NOTICE OF EXTRAORDINARY GENERAL MEETING

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Capitalised terms used in this cover page shall have the same meanings as defined in this circular.

A notice convening the extraordinary general meeting (“**EGM**”) of **China Oral Industry Group Holdings Limited** (the “**Company**”) to be held at Room 1106B Block A, Central Plaza, Tianli City, Haide 3rd Road, Nanshan District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Thursday, 22 December 2022 is set out on pages 6 to 7 of this circular.

A proxy form for use at the EGM or any adjournment thereof (as the case may be) is enclosed in this circular. Whether or not you propose to attend and vote at the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to 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 or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Tuesday, 20 December 2022) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should they so wish.

In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in the Guangdong Province of the PRC. The Company particularly reminds its shareholders and participants who intend to attend the EGM to continue to pay attention to the latest development of the epidemic, adopt proper personal prevention measures and comply with the requirements on the epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in the Guangdong Province of the PRC) for their health and safety.

*This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for 7 days from the date of its posting. This circular will also be posted on the Company’s website at [www.chinaoral.co](http://www.chinaoral.co).*

5 December 2022

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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### CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## CONTENTS

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	<i>Pages</i>
<b>Characteristics of GEM of the Stock Exchange</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Notice of the EGM</b> .....	6

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	China Oral Industry Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 1106B Block A, Central Plaza, Tianli City, Haide 3rd Road, Nanshan District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Thursday, 22 December 2022, the notice of which is set out on pages 6 to 7 of this circular
“EGM Notice”	the notice convening the EGM set out on pages 6 to 7 of this circular
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM made by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the Company’s authorised share capital from HK\$10,000,000 divided into 1,000,000,000 Shares to HK\$20,000,000 divided into 2,000,000,000 Shares by creating an additional 1,000,000,000 new unissued Shares
“Latest Practicable Date”	28 November 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular

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## DEFINITIONS

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“PRC” or “China”	the People’s Republic of China
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Ms. Yan Ping (*Chairlady*)

Mr. Liu Yao Guang (*Chief Executive Officer*)

Mr. Xiao Jiansheng

*Independent Non-executive Directors:*

Ms. Shen Jindan

Ms. Lian Jingyu

Ms. Deng Xin

*Registered office:*

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal place of business in  
Hong Kong:*

5/F, Manulife Place,

348 Kwun Tong Road,

Kowloon,

Hong Kong

5 December 2022

*To the Shareholders*

Dear Sir/Madam,

### **1. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL 2. NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 28 November 2022 in relation to, among other things, the proposed Increase in Authorised Share Capital. The purpose of this circular is to: (i) provide you with details of the proposed Increase in Authorised Share Capital; and (ii) give you the EGM Notice.

#### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

As at the Latest Practicable Date, the existing authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each, of which 960,000,000 Shares have been allotted and issued and 40,000,000 Shares are authorised but unissued.

In order to accommodate growth of the Group and to provide the Company with greater flexibility to raise funds in the future, the Board propose to increase the authorised share capital of the Company from HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each of the Company to HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each by the creation of an additional 1,000,000,000 new unissued Shares.

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## LETTER FROM THE BOARD

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Upon the proposed Increase in Authorised Share Capital becoming effective and assuming no Shares are issued or repurchased from the Latest Practicable Date up to the date of the EGM to be convened on Thursday, 22 December 2022, the authorised share capital will be HK\$20,000,000 divided into 2,000,000,000 Shares, with 960,000,000 Shares in issue and 1,040,000,000 Shares authorised but unissued. The new Shares authorised to be allotted and issued by the Company shall rank *pari passu* with the existing Shares upon issue.

As at the Latest Practicable Date, the Board has no present intention to issue any part of the proposed Increase in Authorised Share Capital.

The proposed Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM. The Board is of the view that the proposed Increase in Authorised Share Capital will provide flexibility to the Company for raising funds in the future, future investment opportunities and facilitate the Company in determining its future business plan and development, and is therefore in the interests of the Company and the Shareholders as a whole.

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

The EGM is scheduled to be held on Thursday, 22 December 2022. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 19 December 2022 to Thursday, 22 December 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at the EGM, all properly completed share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company 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 Friday, 16 December 2022.

### **EGM**

A notice convening the EGM to be held at Room 1106B Block A, Central Plaza, Tianli City, Haide 3rd Road, Nanshan District, Shenzhen, Guangdong Province, China on Thursday, 22 December 2022 at 10:00 a.m. is set out on pages 6 to 7 of this circular.

A proxy form for use by the Shareholders at the EGM or any adjournment thereof (as the case may be) is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Tuesday, 20 December 2022) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or adjournment thereof (as the case may be) if they so wish.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, 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. Therefore, all resolutions as set out in the EGM Notice will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

### RECOMMENDATIONS

The Directors consider that the proposed Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM and as set out in the EGM Notice.

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



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## NOTICE OF THE EGM

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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)

### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Oral Industry Group Holdings Limited (the “Company”) will be held at Room 1106B Block A, Central Plaza, Tianli City, Haide 3rd Road, Nanshan District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Thursday, 22 December 2022 to consider and, if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTION

**“THAT:**

1. the authorised share capital of the Company be increased from HK\$10,000,000 divided into 1,000,000,000 shares of HK\$0.01 each (the “Shares”) to HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each by the creation of an additional 1,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank pari passu in all respects; and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By order of the Board

**China Oral Industry Group Holdings Limited**  
**Yan Ping**

*Chairlady and executive Director*

PRC, 5 December 2022

*Notes:*

1. Any shareholder of the Company (the “Shareholder”) entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A Shareholder 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 EGM. A proxy need not be the Shareholder.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or any adjournment thereof), either personally 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 the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

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## NOTICE OF THE EGM

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4. In order to be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Tuesday, 20 December 2022) or any adjournment thereof (as the case may be).
5. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The transfer books and Register of Members of the Company will be closed from Monday, 19 December 2022 to Thursday, 22 December 2022, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all properly completed share transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office 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 Friday, 16 December 2022.
7. A proxy form for use by the Shareholders at the EGM is enclosed.