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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)

VOLUNTARY ANNOUNCEMENT NON-LEGALLY BINDING MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POSSIBLE ACQUISITION OF THE TARGET COMPANY

This announcement is made by China Oral Industry Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, on 14 June 2023, the Company’s wholly-owned subsidiary Thinker Digital Network Technology Co., Ltd entered into a non-legally binding memorandum of understanding (the “**MOU**”) with certain vendors (collectively, the “**Vendors**”) and the Target Company (as defined below), pursuant to which the Company intends to acquire and the Vendors intend to sell not less than 51% equity interests (the “**Possible Acquisition**”) in Fengyun Zhihe Chongqing Medical Technology Co., Ltd* (豐韻之合重慶醫療科技有限公司) (the “**Target Company**”, together with its subsidiaries, the “**Target Group**”), a company incorporated in the People’s Republic of China (the “**PRC**”) and is principally engaged in the provision of medical services and related technology development.

The consideration for the Possible Acquisition shall be determined after arm’s length negotiations between the Company and the Vendors, taking into account, amongst other factors, the result of the business, financial and legal due diligence and the valuation of the Target Group, and shall be set out in the definitive agreement if the Company and the Vendors shall decide to proceed with the Possible Acquisition.

To the best of the knowledge, information and belief of the Directors having, made all reasonable enquiries, the Vendors are third parties independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”)).

The Group has been actively seeking to diversify its revenue sources, bringing substantial returns to shareholders of the Company (the “**Shareholders**”) and diversifying its existing business operation to related upstream and downstream business activities, thereby enhancing the overall business performance and broadening the revenue stream of the Group. As such, the Directors believe that the Possible Acquisition, if materialized, will bring synergy to its existing business and will be in the interests of the Company and the Shareholders as a whole.

DUE DILIGENCE AND EXCLUSIVITY PERIOD

The Company shall be entitled to conduct the relevant business, financial, tax and legal due diligence exercise on the Target Group (the “**Due Diligence**”) that it may consider necessary or desirable with respect to the Possible Acquisition. The Vendors will not, for a period of six (6) months from the date of the MOU, negotiate or procure any of its directors, associated companies, employees, agents and consultants to negotiate, directly or indirectly, with any third party regarding the transfer of the business of, and/or equity interests in, the Target Company.

NON-LEGAL EFFECT

The MOU shall create no legal or binding obligations on the parties thereto save for provisions relating to confidentiality, exclusivity and governing law.

In the event that the Company and the Vendors enter into a definitive binding agreement or terminate the MOU, or there is any material development of the Possible Acquisition, the Company will make further announcement(s) in accordance with the GEM Listing Rules as and when appropriate.

The Company wishes to emphasize that the Possible Acquisition is subject to, amongst other things, satisfactory result of the Due Diligence on the Target Group and the execution of the definitive binding agreements, the terms and conditions of which are yet to be agreed by the parties thereto. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

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

Hong Kong, 14 June 2023

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. Deng Xin and Ms. Lian Jingyu as independent non-executive Directors.

This announcement, 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 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.

* *The English translation of the Chinese names in this announcement are for identification purpose only, and should not be regarded as the official English names of such Chinese names.*