

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)

VOLUNTARY ANNOUNCEMENT

This is a voluntary announcement made by China Oral Industry Group Holdings Limited (the “**Company**”).

The Board is pleased to announce that on 20 March 2024 (after trading hours of the Stock Exchange), the Company entered into the Referral Agreement with Mango Financial Limited (the “**Agent**”) pursuant to which the Agent agreed to introduce one or more potential clients to the Company in relation to the proposed issuance of a 36-months 5% coupon rate bond with an aggregate principal amount of up to HK\$40,000,000 (the “**Bond**”) and appointed Mango Financial Limited as the Agent, on a best effort basis, for the purpose of procuring the clients to subscribe in cash for the Bond.

REFERRAL AGREEMENT

The principal terms of the Referral Agreement are set out below:

Date: 20 March 2024 (after trading hours of the Stock Exchange)

Parties: (i) the Company,

(ii) Mango Financial Limited, as the Agent. A licensed corporation registered under the Securities and Futures Ordinance (Chapter 571 of the Laws of the Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”)), and is licensed for conducting type 1,4,6 &9 regulated activities.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Agent and its ultimate beneficial owner(s), are Independent Third Parties.

Pursuant to the terms and conditions of the Referral Agreement, the Company has conditionally agreed to issue through the Agent, on a best effort basis, a 36-month 5% coupon rate bond with an aggregate principal amount of up to HK\$40,000,000 to the potential client(s) who and whose beneficial owner(s) shall be Independent Third Party(ies).

Referral commission

Subject to the Completion, the Company shall pay to the Agent a referral fee of HK\$2,000,000 equivalent to 5.0% of the aggregate price of the Bond successfully introduced by the Agent. The referral fee was negotiated on an arm's length basis between the Company and the Agent and determined with reference to, amongst other things, the prevailing commission rate charged by other placing agents and the size of the Bond. The Directors consider that the terms of the Referral Agreement, including the referral fee, are fair and reasonable based on the current market conditions and the Referral is in the interests of the Company and the Shareholders as a whole.

PROPOSED ISSUANCE OF BOND

As at the date of this announcement, the final terms and conditions of the Bond have yet to be determined. The final terms and conditions of the Bond will be determined by the Board subject to market conditions and investors' interests. The indicative principal terms of the Bond are set out below and are subject to change:

Issuer:	The Company
Issue size of the Bond:	The aggregate principal amount of the Bond proposed to be issued will not exceed HK\$40,000,000 (subject to the capital requirement of the Company and the prevailing market conditions at the time of issuance)
Issue method:	The Bonds will be privately placed to Independent Third Parties not connected with the Company and its connected person and may be issued in one or more tranches
Maturity date:	Not exceeding 3 years
Coupon:	Coupon rate of 5%
Non-listing:	The Bond will not be listed on the Stock Exchange or any other stock exchange

FURTHER ANNOUNCEMENT(S)

The Company will make further announcement(s) in respect of the issuance of the Bond as and when appropriate in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

The proposed issuance of the Bonds may or may not proceed. Shareholders of the Company and potential investors should exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement the following expressions shall have the following meanings, unless the context otherwise requires:

“Board”	the board of Directors
“Bond”	Bond proposed to be issued by the Company
“Company”	China Oral Industry Group Holdings Limited
“Directors”	Directors of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong

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

Hong Kong, 20 March 2024

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 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.