THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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 GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE
2. PROPOSED RE-ELECTION OF DIRECTORS
3. PROPOSED RE-APPOINTMENT OF AUDITORS
AND
4. NOTICE OF ANNUAL GENERAL MEETING

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

A notice convening the annual general meeting ("**AGM**") of **China Oral Industry Group Holdings Limited** (the "**Company**") to be held at 2/F., No. 81, Qianshan Industrial Zone, Qianshan Village, Xiangzhi Town, Shishi City, Quanzhou, Fujian Province, China at 9:41 a.m. on Monday, 15 June 2026 is set out on pages 17 to 20 of this circular.

A proxy form for use at the AGM or any adjournment thereof is enclosed in this circular. Whether or not you propose to attend and vote at the AGM, 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 not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at 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.

30 April 2026

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

"2025 AGM"	the annual general meeting of the Company held on 6 June 2025
"2026 AGM"	the annual general meeting of the Company to be held at 2/F., No. 81, Qianshan Industrial Zone, Qianshan Village, Xiangzhi Town, Shishi City, Quanzhou, Fujian Province, China at 9:41 a.m. on Monday, 15 June 2026, the notice of which is set out on pages 17 to 20 of this circular
"AGM Notice"	the notice convening the 2026 AGM set out on pages 17 to 20 of this circular
"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
"associate(s)"	has the same meaning ascribed thereto under the GEM Listing Rules
"Audit Committee"	the audit committee of the Company
"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
"controlling shareholder"	has the meaning ascribed thereto under the GEM Listing Rules and, in the context of the Company, means the controlling shareholders of the Company, namely Ms. Yan Ping
"core connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	director(s) of the Company
"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
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the 2026 AGM to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of the ordinary resolution in relation thereof as set out in resolution number 4 of the AGM notice
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
"Nomination Committee"	the nomination committee of the Company
"PRC" or "China"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the 2026 AGM to exercise all powers of the Company to repurchase Shares up to 10% of the number of issued Shares on the date of passing of the ordinary resolution in relation thereof, as set out in resolution number 5 of the AGM Notice
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
"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
"substantial shareholder(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
"%"	per cent.

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:
Mr. Geng Chuan Long
Ms. Lian Jingyu
Ms. Deng Xin
Ms. Tseung Choi Wing Queenie

Registered office:
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Unit 304
Dominion Centre
43 Queen's Road East
Hong Kong

30 April 2026

To the Shareholders

Dear Sir/Madam,

1. PROPOSED GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE
2. PROPOSED RE-ELECTION OF DIRECTORS
3. PROPOSED RE-APPOINTMENT OF AUDITORS AND
4. NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) furnish you with details of the proposed re-appointment of auditors; and (v) give you the AGM Notice.

GENERAL MANDATE TO ISSUE SHARES

At the 2025 AGM, a general and unconditional mandate was given to the Directors to allot, issue and deal with additional Shares up to 20% of the number of the issued Shares as at that date. Such general mandate will cease to be effective at the conclusion of the 2025 AGM.

In addition, a separate ordinary resolution will be proposed at the 2026 AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the 2026 AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the total number of issued Shares is 1,641,417,722 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the 2026 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 328,283,544 new Shares under the Issue Mandate, representing 20% of the aggregate number of issued Shares as at the date of the passing of the proposed resolution.

REPURCHASE MANDATE AND EXTENSION MANDATE

At the 2025 AGM, a general and unconditional mandate was also given to the Directors to repurchase Shares on the Stock Exchange of up to 10% of the number of issued Shares as at that date. No Shares have been repurchased pursuant to such repurchase mandate.

At the 2026 AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate number of issued Shares as at the date of the passing of the proposed resolution. The Repurchase Mandate allows the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the aggregate number of issued Shares of the Company comprised 1,641,417,722 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the 2026 AGM, the Company would be allowed to repurchase a maximum of 164,141,772 Shares under the Repurchase Mandate, representing 10% of the aggregate number of issued Shares as at the date of the passing of the proposed resolution.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

The Directors have no immediate plan to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the 2026 AGM).

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Xiao Jiansheng and Ms. Deng Xin will retire as Directors at the 2026 AGM and, being eligible, will offer themselves for re-election.

Further, in accordance with Article 112 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first general meeting or next following annual general meeting of the Company. Any Director appointed under Article 112 of the Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting pursuant to Article 108 of the Articles of Association.

Accordingly, Mr. Geng Chuan Long will retire as Director at the 2026 AGM and, being eligible, will offer himself for re-election.

The Nomination Committee had reviewed the independence of Ms. Deng Xin and Mr. Geng Chuan Long, which they have also submitted an annual confirmation to the Company on their fulfillment of the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. After due consideration, the Board confirmed that Ms. Deng Xin and Mr. Geng Chuan Long continue to be considered as independent and will continue to bring forth valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Ms. Deng Xin and Mr. Geng Chuan Long have abstained from deliberation and decision in respect of the assessment of each of their independence.

The Company has put in place a nomination policy which sets out, inter alia, the selection criteria (the "**Criteria**") and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of the retiring Directors was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meetings, the level of participation and performance on the Board, and whether they continue to satisfy the criteria.

Biographical details of the retiring Directors are set out in Appendix II to this circular. In consideration of the background, specific knowledge and experience of the retiring Directors, the Board believes that they can bring invaluable insights to the Company, and their in-depth knowledge, extensive experience and expertise can continue to provide invaluable contribution and diversity to the Board.

PROPOSED RE-APPOINTMENT OF AUDITORS

HLB Hodgson Impey Cheng Limited will retire as the independent auditors of the Company at the 2026 AGM and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint HLB Hodgson Impey Cheng Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

The 2026 AGM is scheduled to be held on Monday 15 June 2026. For determining the entitlement to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Wednesday, 10 June 2026 to Monday, 15 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at the 2026 AGM, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 9 June 2026. The record date for determining the entitlement of Shareholders to attend and vote at the 2026 AGM is Monday, 15 June 2026.

2026 AGM

A notice convening the 2026 AGM to be held at 2/F., No. 81, Qianshan Industrial Zone, Qianshan Village, Xiangzhi Town, Shishi City, Quanzhou, Fujian Province, China on Monday, 15 June 2026 at 9:41 a.m. is set out on pages 17 to 20 of this circular.

A proxy form for use by the Shareholders at the 2026 AGM or any adjournment thereof is enclosed with this circular. Whether or not you intend to attend and vote at the 2026 AGM 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 not less than 48 hours before the time appointed for holding the 2026 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2026 AGM or adjournment thereof if they so wish.

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 notice convening the 2026 AGM 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.

RECOMMENDATIONS

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the re-appointment of auditors are 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 resolutions to be proposed at the 2026 AGM and as set out in the AGM Notice.

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

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares is 1,641,417,722 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of 2026 AGM, the Company will be allowed to repurchase a maximum of 164,141,772 Shares.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Share Price	
	Highest	**Lowest**
	HK$	*HK$*
2025		
May	0.110	0.069
June	0.106	0.088
July	0.127	0.111
August	0.125	0.116
September	0.116	0.102
October	0.125	0.094
November	0.106	0.084
December	0.095	0.062
2026		
January	0.068	0.059
February	0.059	0.056
March	0.079	0.054
April (up to the Latest Practicable Date)	0.062	0.052

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following Shareholders had interests representing 5% or more of the number of issued Shares:

Name	Shares held	Capacity	Approximate percentage of total number of issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
RISEN THRIVE LIMITED	424,560,000	Beneficial owner *(Note 1)*	25.86%	28.74%
Ms. Yan Ping	424,560,000	Interest of corporation controlled *(Note 1)*	25.86%	28.74%
Mr. Wu Moutan	273,417,722	Beneficial owner	16.66%	18.51%
King Tower Global Absolute Return Fund	228,000,000	Beneficial owner *(Note 2)*	13.89%	15.43%
King Tower Global Investment Company Limited	228,000,000	Interest of corporation controlled *(Note 2)*	13.89%	15.43%
Mr. Zhang Yingbiao	228,000,000	Interest of corporation controlled *(Note 2)*	13.89%	15.43%
Mr. Chen Rong Ren	105,000,000	Beneficial owner	6.40%	7.11%

Notes:

1. Ms. Yan Ping ("**Ms. Yan**") beneficially owns the entire issued share capital of RISEN THRIVE LIMITED. Ms. Yan is deemed, or taken to be, interested in all the Shares held by RISEN THRIVE LIMITED for the purpose of the SFO (Cap. 571 of the Laws of Hong Kong). Ms. Yan is the sole director of RISEN THRIVE LIMITED.

2. King Tower Global Absolute Return Fund ("**King Tower Fund**") is incorporated in Cayman Islands as an exempted company limited by shares and registered as a segregated portfolio company. King Tower Fund is an independent private fund and King Tower Global Absolute Return Fund SPC – KTC Opportunity 7 SP is a segregated portfolio established by King Tower Fund. All the voting non-redeemable non-participating management shares of King Tower Fund are owned by King Tower Global Investment Company Limited ("**King Tower Global**"), a limited liability company registered in the Cayman Islands, which is in turn beneficially owned wholly by Mr. Zhang Yingbiao ("**Mr. Zhang**").

In the event that the Repurchase Mandate is exercised in full, the shareholding interest or the deemed shareholding interest in the Company of RISEN THRIVE LIMITED, Ms. Yan, Mr. Wu Moutan, King Tower Fund, King Tower Global, Mr. Zhang and Mr. Chen Rong Ren will increase to approximately the respective percentages shown in the last column of the table above. Hence, each of RISEN THRIVE LIMITED, Ms. Yan, Mr. Wu Moutan, King Tower Fund, King Tower Global, Mr. Zhang and Mr. Chen Rong Ren would not be required under Rule 26 of the Takeovers Code to make a mandatory offer if the Repurchase Mandate is exercised in full.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the Shares which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the GEM Listing Rules.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected persons (as defined under the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares or have undertaken to the Company they will not sell any Shares held by them to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following are particulars of the retiring Directors proposed to be re-elected at the 2026 AGM:

RE-ELECTION OF RETIRING DIRECTORS

Executive Director

Mr. Xiao Jiansheng (肖健生) ("Mr. Xiao")

Mr. Xiao, aged 63, is an executive Director. Mr. Xiao is responsible for overseeing the Group's operation, business development, finance and administration. Mr. Xiao joined the Group in June 2003. He was appointed as the Director on 1 February 2016, re-designated as the chief executive officer of the Company and executive Director on 5 March 2016, and resigned as the chief executive officer of the Company, a member of each of the Remuneration Committee and the Nomination Committee on 17 December 2021.

Mr. Xiao has over 30 years of experience in the amusement products design and manufacturing industry. Mr. Xiao obtained a bachelor's degree in hydraulic transmission from Wuhan Huazhong Institute of Technology (武漢華中工學院) in July 1982.

Mr. Xiao has entered into a director's service agreement with the Company for an initial term of three years commencing from 2016 and a renewed term of three years from 30 June 2022, subject to termination in certain circumstances as stipulated in the service agreement, and is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Under the service agreement, the director's fee of Mr. Xiao is HK$80,000 and salaries of Mr. Xiao is RMB507,000 per annum which is determined by the Board and the Remuneration Committee with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, Mr. Xiao 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.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xiao 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.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Xiao as an executive Director, there is no information to be disclosed pursuant to any of the requirements under 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.

Independent Non-executive Directors

Ms. Deng Xin (鄧昕) ("Ms. Deng")

Ms. Deng, aged 51, has over 27 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).

The Company entered into a letter of appointment with Ms. Deng for a term of one year with effect from 30 June 2023, subject to termination in certain circumstances as stipulated in the letter of appointment. 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.

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.

Save as disclosed above, as at the Latest Practicable Date, Ms. Deng 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.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Deng as an independent non-executive Director, there is no information to be disclosed pursuant to any of the requirements under 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. Geng Chuan Long (耿傳龍) ("Mr. Geng")

Mr. Geng, aged 40, obtained a professional certificate in financial management from Fujian Normal University (福建師範大學) in 2022 and a certificate in International Economics and Law from Haikou University of Economics (海口經濟學院) in 2007, respectively. Mr. Geng has over 20 years of experience in financial management, accounting and taxation advisory. Mr. Geng currently served as general manager of Jinjiang Wuba Financial Consulting Co., Ltd, a financial consultancy advisory company.

Mr. Geng has entered into a letter of appointment with the Company for an initial term of one year with effect from 29 August 2025 and is subject to retirement 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. Geng is HK$60,000 per annum which is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Geng 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.

Save as disclosed above, as at the Latest Practicable Date, Mr. Geng 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.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Geng as an independent non-executive Director, there is no information to be disclosed pursuant to any of the requirements under 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.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of China Oral Industry Group Holdings Limited (the "**Company**") will be held at 2/F., No. 81, Qianshan Industrial Zone, Qianshan Village, Xiangzhi Town, Shishi City, Quanzhou, Fujian Province, China at 9:41 a.m. on Monday, 15 June 2026 to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Directors**") of the Company and the auditors of the Company for the year ended 31 December 2025.

2. (a) (i) To re-elect Mr. Xiao Jiansheng as an executive Director.

   (ii) To re-elect Ms. Deng Xin as an independent non-executive Director.

   (iii) To re-elect Mr. Geng Chuan Long as an independent non-executive Director.

   (b) To authorise the board (the "**Board**") of Directors to fix the remuneration of the Directors of the Company.

3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board of the Company to fix their remuneration.

4. "**THAT**:

   (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 (the "**Shares**") each in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the share capital of the Company) during or after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of Shares or rights to subscribe for Shares; and (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the "**Articles of Association**"), shall not exceed 20% of the aggregate number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

5. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares in the share capital of the Company on the GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;

(c) the aggregate number of issued Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in this notice of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice of which this resolution forms part, provided that such number of Shares shall not exceed 10% of the aggregate number of Shares as at the date of passing this resolution."

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

Hong Kong, 30 April 2026

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/her. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. 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 AGM (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 by 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.

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 not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

5. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In relation to resolution no. 2, Mr. Xiao Jiansheng, Ms. Deng Xin and Mr. Geng Chuan Long will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors, are set out in Appendix II to this circular.

7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to this circular.

8. The transfer books and Register of Members of the Company will be closed from Wednesday, 10 June 2026 to Monday, 15 June 2026, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, 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 Tuesday, 9 June 2026. The record date for determining the entitlement of Shareholders to attend and vote at the AGM is Monday, 15 June 2026.

9. A proxy form for use by the Shareholders at the AGM is enclosed.