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OCI International Holdings Limited

東建國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 329)

GRANT OF SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

This announcement is made by OCI International Holdings Limited (the “**Company**”) pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of the Company dated 7 June 2021 and the circular (the “**Circular**”) of the Company dated 24 August 2021. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that it granted (i) 55,000,000 Share Options to Mr. Wu Guangze (“**Mr. Wu**”), an executive Director and chief executive officer of the Company; and (ii) 50,000,000 Share Options to Mr. Wei Bin (“**Mr. Wei**”), an executive Director (the “**Grant**”). The Grant has been approved by (i) the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules; and (ii) the Independent Shareholders at the EGM held on 16 September 2021.

Details of the Grant are set out below:

Date of Grant:	15 October 2021
Exercise price of the Share Options:	HK\$4.53 per Share
Number of Share Options granted:	105,000,000 (each Share Option shall entitle the holder thereof to subscribe for one Share)
Closing price of the Share on the date of Grant:	HK\$4.15 per Share
Validity period of the Share Options:	from 15 October 2021 to 6 June 2031 (both dates inclusive)
Vesting conditions and Performance Targets:	Share Options of each Grantee will be vested in five equal tranches (being 11,000,000 Share Options per tranche for Mr. Wu and 10,000,000 Share Options per tranche for Mr. Wei) in accordance with the vesting schedule of the Share Options, subject to the fulfilment of certain Performance Targets.

Tranches	Performance Targets
First tranche	(i) For the year ending 31 December 2021, the Company records a net profit (after deducting minority interests and non-recurring gains and losses ^(Note)) and there is no occurrence of events that would have a material adverse effect on the Company's operations and listing status; and (ii) the audited net assets of the Company as at 31 December 2021 is not less than HK\$495,004,000.

<p>Second tranche</p>	<p>(i) For the year ending 31 December 2022, the Company records a net profit (after deducting minority interests and non-recurring gains and losses^(Note)) and there is no occurrence of events that would have a material adverse effect on the Company's operations and listing status; and</p> <p>(ii) the audited net assets of the Company as at 31 December 2022 is not less than HK\$594,005,000.</p>
<p>Third tranche</p>	<p>(i) For the year ending 31 December 2023, the Company records a net profit (after deducting minority interests and non-recurring gains and losses^(Note)) and there is no occurrence of events that would have a material adverse effect on the Company's operations and listing status; and</p> <p>(ii) the audited net assets of the Company as at 31 December 2023 is not less than HK\$712,806,000.</p>
<p>Fourth tranche</p>	<p>(i) For the year ending 31 December 2024, the Company records a net profit (after deducting minority interests and non-recurring gains and losses^(Note)) and there is no occurrence of events that would have a material adverse effect on the Company's operations and listing status; and</p> <p>(ii) the audited net assets of the Company as at 31 December 2024 is not less than HK\$855,367,000.</p>

Fifth tranche	<p>(i) For the year ending 31 December 2025, the Company records a net profit (after deducting minority interests and non-recurring gains and losses^(Note)) and there is no occurrence of events that would have a material adverse effect on the Company's operations and listing status; and</p> <p>(ii) the audited net assets of the Company as at 31 December 2025 is not less than HK\$1,026,440,000.</p>
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If the vesting conditions are not met for any financial year, the corresponding tranche of Share Options will automatically lapse.

Note:

Non-recurring gains and losses refer to highly infrequent profit or charge not arising from the Company's ordinary and usual course of business, including but not limited to the impairment losses on defaulted investments and gains or losses on disposal of subsidiaries or business.

By order of the Board
OCI International Holdings Limited
Jiao Shuge
Non-executive Director (Chairman)

Hong Kong, 15 October 2021

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Wu Guangze (*Chief Executive Officer*)
Mr. Feng Hai
Mr. Wei Bin

Independent non-executive Directors:

Mr. Chang Tat Joel
Mr. Tso Siu Lun Alan
Mr. Li Xindan
Dr. Lo Wing Yan William

Non-executive Directors:

Mr. Jiao Shuge (*Chairman*)
Ms. Zheng Xiaosu