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China Oriented International Holdings Limited **向中國國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1871)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Oriented International Holdings Limited (the “**Company**”) is pleased to announce that with effect from 1 March 2023:

- (1) Mr. Cheng Chun Shing (“**Mr. Cheng**”) has resigned as an independent non-executive Director, the chairman of the audit committee (the “**Audit Committee**”), and a member of each of the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company; and
- (2) Mr. Wan San Fai Vincent (“**Mr. Wan**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee of the Company.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES

The Board of the Company announces the following changes in directorship and composition of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company.

Resignation of independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee

Mr. Cheng has resigned as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee with effect from 1 March 2023 due to his other personal work commitments.

Mr. Cheng confirmed that he has no disagreement with the Board and there are no matters with respect to his resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Appointment of independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee

Mr. Wan has been appointed as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee with effect from 1 March 2023.

Mr. Wan, aged 49, obtained a bachelor’s degree in accountancy from the Hong Kong Polytechnic University in 1996. He was admitted as a member of the Hong Kong Institute of Certified Public Accountants in 2002. Mr. Wan has been appointed as an independent non-executive director of Tian Cheng Holdings Limited 天成控股有限公司 (formerly known as Yue Kan Holdings Limited 裕勤控股有限公司, Stock code: 02110.HK) on 1 November 2022. Since May 2022, Mr. Wan has been serving as company secretary of Zhong Ji Longevity Science Group Limited. He has been the chief financial officer and company secretary of Pan Asia Environmental Protection Group Limited (Stock code: 00556.HK) since 2007. Mr. Wan has more than 20 years’ experience in auditing, accounting and financial management.

Mr. Wan is responsible for providing independent judgement and advising on the issue of strategy, performance, resources and standard of conduct of the Group.

The Company has entered into a letter of appointment with Mr. Wan for an initial term of three years commencing from his appointment, which will be renewed automatically for consecutive term(s) of three years. Mr. Wan will hold office until the conclusion of the next annual general meeting of the Company whereupon he shall be eligible for re-election. He is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Either party to the letter of appointment may terminate the appointment by serving the other party three month’s written notice.

Pursuant to the letter of appointment, Mr. Wan is entitled to a director fee of RMB120,000 per annum which has been reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rate, his performance, qualifications and experience.

Save as disclosed above, as at the date of this announcement, Mr. Wan (i) does not hold any other position with the Company or any of its subsidiaries; (ii) does not hold any other directorships in any other listed public companies in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; and (iv) does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Wan confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed herein, Mr. Wan confirmed that there are no other matters concerning the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information in respect of Mr. Wan which is disclosable pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Cheng for his valuable contributions to the Company during his tenure of services, and welcome Mr. Wan for joining the Board.

Reference is made to the announcement of the Company dated 13 January 2023 in relation to the passing away of Mr. Goh Teng Hwee (“**Mr. Goh**”), the then independent non-executive director of the Company, on 11 January 2023, and the consequential non-compliance with the Listing Rules. Following the change of independent non-executive director and composition of board committees as set out in this announcement, the Company remains non-compliant with the requirements of rules 3.10(1) and 3.21 of the Listing Rules. The Company will continue to identify a suitable candidate to fill the relevant vacancies as soon as practicable and within three months from the date of the passing away of Mr. Goh in order to comply with the requirements set out in rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the Board
China Oriented International Holdings Limited
Qi Xiangzhong
Chairman & Chief Executive Officer

Hong Kong, 1 March 2023

As at the date of this announcement, the Board comprises Mr. Qi Xiangzhong and Ms. Zhao Yuxia as executive Directors; Dr. Yeung Cheuk Kwong as non-executive Director; Mr. Chan Siu Wah and Mr. Wan San Fai Vincent as independent non-executive Directors.