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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in **OCI International Holdings Limited** (the "**Company**"), you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser and transferee.

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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)

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Level 23, 28 Hennessy Road, Hong Kong on 22 May 2026, Friday at 11 a.m. or any adjournment thereof is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (http://www.hkexnews.hk) and the Company (http://www.oci-intl.com).

Whether or not you are able to attend the AGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM (no later than 11 a.m., on 20 May 2026, Wednesday) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 23 April 2026

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

"AGM"	the annual general meeting of the Company to be held at Level 23, 28 Hennessy Road, Hong Kong on 22 May 2026, Friday at 11 a.m. or any adjournment thereof
"AGM Notice"	notice convening the AGM as set out on pages AGM-1 to AGM-5 of this circular
"Articles of Association"	the articles of association of the Company as amended from time to time
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"Business Day"	a day on which the Stock Exchange is open for the business of dealing in securities
"CG Code"	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
"close associate(s)"	shall have the meaning ascribed to it under the Listing Rules
"Companies Act"	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated, and revised) of the Cayman Islands
"Company"	OCI International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"core connected person(s)"	shall have the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors to exercise all the power of the Company to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant Resolution(s), and by an additional number representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate (if any)
"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Company
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors to enable the Company to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the passing of the relevant Resolution(s) granting such mandate at the AGM
"Repurchase Resolution"	the proposed ordinary resolution as referred to in Resolution numbered 6 of the AGM Notice
"Resolution(s)"	the proposed resolution(s) as referred to in the AGM Notice
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	share(s) of HK$0.01 each in the capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules

"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
"%"	per cent

This circular has been printed in both English and Chinese versions. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.

OCI International Holdings Limited
東建國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 329)

Directors:
Mr. Jiao Shuge (Alias Jiao Zhen) *(Chairman)*
Mr. Tang Nanjun *(Chief Executive Officer)*
Mr. Wu Guangze*
Mr. Zhao Li*
Ms. Guo Ting Ting*
Mr. Chong Ka Yee**
Mr. Tso Siu Lun Alan**
Mr. Li Xindan**
Dr. Lo Wing Yan William**

* *Non-executive Director*
** *Independent non-executive Director*

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Level 23
28 Hennessy Road
Hong Kong

23 April 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding certain Resolutions to be proposed at the AGM, among others, to seek your approval of ordinary resolutions for (i) the re-election of the Directors who are due to retire by rotation at the AGM; (ii) the granting of the Issue Mandate to the Directors; (iii) the granting of the Repurchase Mandate to the Directors; and (iv) the extension of the Issue Mandate to include Shares repurchased by the Company under the Repurchase Mandate. The Resolutions will be proposed at the AGM and are set out in the AGM Notice on pages AGM-1 to AGM-5 of this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of nine Directors including two executive Directors, three non-executive Directors and four independent non-executive Directors.

Pursuant to Articles 87(1) and 87(2) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at least once every three years. All retiring Directors shall be eligible for re-election. Accordingly, ordinary Resolutions will be proposed to re-elect Mr. Wu Guangze as the non-executive Director, Ms. Guo Ting Ting as the non-executive Director and Mr. Chong Ka Yee as the independent non-executive Director at the AGM in accordance with the Articles of Association. The above retiring Directors, being eligible, have offered themselves for re-election at the AGM.

The re-election of above retiring Directors has been reviewed by the Nomination Committee which, having regard to the structure, size and composition (including the skills, knowledge and experience) of the Board, and their suitability, time commitment, and contributions, as well as their ability to effectively discharge their responsibilities in accordance with the Company's Board Diversity Policy and Nomination Policy, recommended to the Board and the Board has proposed that the re-election be proposed for the Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the independent non-executive Directors. All the independent non-executive Directors satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules and have provided to the Company annual written confirmations of their independence.

Mr. Tso Siu Lun Alan has served on the Board as the independent non-executive Director for more than nine years. Hence, his re-election will be subject to a separate resolution to be approved by the Shareholders pursuant to code provision B.2.3 of the CG Code. Mr. Tso Siu Lun Alan confirmed that he satisfies all the criteria for independence as set out in Rule 3.13 of the Listing Rules. During the years of Mr. Tso Siu Lun Alan's appointment, he has not been involved in the daily operations of the Company nor in any relationship or circumstances which would affect his independent judgement and he has been able to provide independent and professional views to the Company's affairs. Having considered his confirmation of independence, skills, knowledge and experience, the Board believes that Mr. Tso Siu Lun Alan will continue to provide independent, balanced and objective view to the affairs of the Company and bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that the Mr. Tso Siu Lun Alan be re-elected by the Shareholders at the AGM.

To enable Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of such Directors proposed to be re-elected as required under Rule 13.74 of the Listing Rules are set out in Appendix I to this circular.

GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 30 May 2025 ("**2025 AGM**"), ordinary resolutions were passed granting the Directors general mandates (i) to issue and allot up to 299,949,984 Shares, representing 20% of the total number of issued Shares of 1,499,749,920 as at the date when the resolution was passed and (ii) to exercise the power of the Company to repurchase up to 149,974,992 Shares, representing 10% of the total number of issued Shares as at the date when the resolutions were passed. These general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, ordinary resolutions will be proposed to seek the Shareholders' approval for granting of the Issue Mandate and the Repurchase Mandate. Details of the Resolutions are set out in Resolutions numbered 5 to 7 in the AGM Notice.

The Issue Mandate, if approved at the AGM, will allow the Directors to exercise the power of the Company to allot and issue Shares up to 20% of the total number of issued Shares as at the date of passing of the Resolution. Based on the 1,499,749,920 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be allotted and issued under the Issue Mandate will be 299,949,984 Shares.

The Repurchase Mandate, if approved at the AGM, will allow the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the said ordinary resolution. Based on the 1,499,749,920 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be repurchased under the Repurchase Mandate will be 149,974,992 Shares.

Further, subject to the passing of the Issue Mandate and the Repurchase Mandate, the number of Shares that may be issued and allotted under the Issue Mandate may be extended by an additional number representing such number of Shares repurchased under the Repurchase Mandate, provided that such additional number shall not exceed 10% of the total number of issued Shares as at the date of passing the Resolution.

The Issue Mandate and the Repurchase Mandate, if approved at the AGM, will continue to be in force until the conclusion of the next annual general meeting of the Company or 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 to be held or until the date upon which such authority is revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever is earlier.

An explanatory statement required by the Listing Rules to be provided to the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the proposed Resolution for the granting of the Repurchase Mandate at the AGM is set out in Appendix II to this circular.

AGM

The Company will convene the AGM at Level 23, 28 Hennessy Road, Hong Kong on 22 May 2026, Friday at 11 a.m. for the purpose of considering and if thought fit, approving the Resolutions proposed in the AGM Notice as set out on page AGM-1 to AGM-5 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. If you are unable to attend the AGM, you may complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 11 a.m. on 20 May 2026, Wednesday) or any adjournment thereof.

Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 19 May 2026, Tuesday to 22 May 2026, Friday both days inclusive, for determining the identity of the Shareholders who are entitled to attend and vote at the AGM. No transfer of Shares will be registered during this period. Shareholders whose name appear on the register of members of the Company on 22 May 2026, Friday are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 18 May 2026, Monday.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of 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. Accordingly, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Article 66 of the Articles of Association. The Company will appoint Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, as the scrutineer to handle the vote-taking procedures at the AGM.

An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors considers that the resolutions proposed in the AGM Notice are in the interests of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 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.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Directors Proposed for Re-election at the AGM) and Appendix II (Explanatory Statement Relating to Repurchase Mandate).

MISCELLANEOUS

This circular is in English and Chinese. In case of inconsistency, the English version shall prevail.

Your faithfully,
On behalf of the Board
OCI International Holdings Limited
Jiao Shuge
Executive Director and Chairman

The followings are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

NON-EXECUTIVE DIRECTORS

Mr. Wu Guangze

Mr. Wu Guangze ("**Mr. Wu**"), aged 48, is the non-executive Director. He was also the executive Director from March 2021 to May 2023 and the CEO from December 2020 to May 2023. He is also a director of various subsidiaries of the Company.

Mr. Wu obtained a Master of Science degree from the University of Reading in 2001 and a Bachelor of Arts degree from the University of Hertfordshire in 2000. Mr. Wu is the managing partner of China Consumer Capital Partners Limited ("**CCC**") since 2010. He has over 14 years of experience in international investment banking and private equity investment. He is familiar with regulations in China and international capital market and well-versed in the consumer and retail sectors in China with strong fund operating experience. As the managing partner of CCC, Mr. Wu is experienced in formulation of funds, merger and acquisition, and follow by the execution of his strategic plans, the corporate value are enhanced. Projects led by Mr. Wu include Wumart Stores, Dmall, B&Q China, NP Entertainment, YL Entertainment & Sports, Linekong Interactive, Womai COFOC, C.banner, Benlai, Mixblu, Etonkids, etc. Prior to joining CCC, he was a vice president of Deutsche Bank Hong Kong's Investment Banking Department from 2006 to 2009 when he was a key member of the consumer industry group and led IPOs of several well-known consumer goods companies.

Mr. Wu was a non-executive director of C.banner International Holdings Limited (stock code: 1028.HK), a company listed on the Main Board of the Stock Exchange.

Mr. Wu has entered into a service contract with the Company for a period of three years from 18 May 2023, subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wu is entitled to a remuneration of HK$240,000 per annum for his appointment as the non-executive Director which has been proposed by the Remuneration Committee and approved by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wu directly holds 31,000,000 Shares.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Wu does not have any other relationships with any Directors, senior management, substantial or controlling Shareholders; has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or held any other position in the Group; and does not hold any other major appointments and professional qualifications. There is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Wu.

Ms. Guo Ting Ting

Ms. Guo Ting Ting ("**Ms. Guo**"), aged 37, is the non-executive Director. Ms. Guo is also a member of the Nomination Committee. She is the founder and the chief executive officer of Hello Moai, Inc. She received both Bachelor of Arts and Masters of Business Administration from Columbia University.

Ms. Guo is an accomplished entrepreneur and executive with extensive experience across various sectors. Prior to her current role, Ms. Guo served in various senior positions in different companies, including but not limited to, the general manager and head of anywhere at MiniLuxe, Inc., the general manager at Bird Global, Inc., the head of operations at Penguin Pay LLC, and the co-Founder of Emmy Co.

Ms. Guo has entered into a letter of appointment with the Company for a period of three years commencing from 18 December 2024, subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Ms. Guo is entitled to a remuneration of HK$240,000 per annum, which has been proposed by the Remuneration Committee and approved by the Board with reference to her background, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, as advised by Ms. Guo, Ms. Guo does not have any other interests or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of SFO.

Saved as disclosed above, as at the Latest Practicable Date, Ms. Guo does not have any other relationships with any Directors, senior management, substantial or controlling Shareholders; has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or held any other position in the Group; and does not hold any other major appointments and professional qualifications. There is no other information to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Guo.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chong Ka Yee

Mr. Chong Ka Yee ("**Mr. Chong**"), aged 42, was appointed as an independent non-executive Director in March 2023. He is also a chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee.

Mr. Chong is graduated from The University of Melbourne in Australia with a Bachelor degree in Commerce in 2004 and he is currently a member of CPA Australia and a CFA Charter Holder. He has been in the investment banking industry for more than 15 years. Mr. Chong has extensive experience in the area in financial management, capital markets, corporate finance and corporate management through working in listed companies in Hong Kong.

Mr. Chong was the chief executive officer of CSFG International Securities Limited, a subsidiary of China Shandong Hi-Speed Financial Group (the shares of which are listed on the Stock Exchange (stock code: 412)) and he was the group executive vice president of Mason Group Holdings Limited (the shares of which are listed on the Stock Exchange (stock code: 273)) and the chief executive officer of Mason Securities Limited, a wholly-owned subsidiary of Mason Group Holdings Limited. Mr. Chong was also the senior vice president of leveraged and acquisition finance department of Haitong International Securities Company Limited, a wholly-owned subsidiary of Haitong International Securities Group Limited (the shares of which are listed on the Stock Exchange (Stock Code: 665)).

Mr. Chong was a non-executive director of companies listed on the Stock Exchange including Million Stars Holding Limited (Stock code: 8093) and Pak Tak International Limited (Stock code: 2668).

Mr. Chong has entered into a service contract with the Company for his appointment as an independent non-executive Director for a term of three years. He is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Chong is entitled to a remuneration of HK$240,000 per annum, which has been proposed by the Remuneration Committee and approved by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chong does not have any other interests or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Chong has confirmed his independence as regards the factors in Rule 3.13 of the Listing Rules.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Chong does not have any other relationships with any Directors, senior management, substantial or controlling Shareholders; has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or held any other position in the Group; and does not hold any other major appointments and professional qualifications. There is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Chong.

Mr. Tso Siu Lun Alan

Mr. Tso Siu Lun Alan ("**Mr. Tso**"), aged 43, was appointed as an independent non-executive Director in May 2017. He is a chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee.

Mr. Tso graduated from University of Cambridge with a Bachelor and a Master degree in Land Economy, majoring in real estate finance and property law. Mr. Tso is the founder of the China Mini Storage Limited ("**CMS**"). Prior to establishing CMS, based in Beijing, Mr. Tso worked as an investment director of the Everbright Ashmore China Real Estate Fund, a joint venture real estate private equity platform sponsored by China Everbright Limited (stock code: 0165), a company listed on the Main Board of the Stock Exchange and Ashmore Group PLC (LSE stock code: ASHM). Previously, based in Hong Kong, Mr. Tso also worked at Merrill Lynch's Global Commercial Real Estate team where he was principally involved in the firm's principal investing activities in Asian real estate. He also worked at the HSBC's Global Capital Markets — ABS & Structured Bonds Team where he was principally involved in the bank's securitisation business. As for community services, Mr. Tso has been invited to become the 11th session member of the China People's Political Consultative Conference Beijing Haidian District, the 10th, 11th and 12th session member of the Beijing Youth Federation, the 3rd and 4th session member of the Beijing Overseas Friendship Association Youth Committee, the 8th session council member of the Beijing Haidian District Overseas Friendship Association, the Innovation Committee Vice Chairman and the vice president of the HK Professionals (Beijing) Association, and an executive member of the Hong Kong Internet Professional Association (iProA).

Mr. Tso was an independent non-executive director of the following companies, Da Sen Holdings Group Limited (stock code: 1580), a company listed on the Main Board of the Stock Exchange, and Shi Shi Services Limited (Formerly known as Hang Sheng Holdings Limited and Kong Shum Union Property Management (Holding) Limited) (stock code: 8181).

Mr. Tso has entered into a service contract with the Company for his appointment as an independent non-executive Director for a term of three years. He is subject to retirement by rotation and re-election under the Articles of Association. Mr. Tso is entitled to a remuneration of HK$240,000 per annum, which has been proposed by the Remuneration Committee and approved by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Tso does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Tso has served on the Board for more than 9 years. The Board has received from Mr. Tso a written annual confirmation of his independence every year and taking into account the various matters as set out in Rule 3.13 of the Listing Rules and his actual contributions, his impartiality and independent judgement on various issues that he brings to the discussions during Board and Board committees meetings, both the Nomination Committee and the Board are satisfied with Mr. Tso's independence and are of the view that Mr. Tso will continue to be independent and has the required character and experience to fulfill the role of the independent non-executive Director and considers that the re-election of Mr. Tso as an independent non-executive Director at the AGM is in the best interest of the Company and its Shareholders as a whole.

Saved as disclosed above, Mr. Tso does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and has not held any other directorships in listed public companies in Hong Kong or overseas in the last three years or held any other position in the Group and there is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Tso.

This is an explanatory statement given to the Shareholders relating to the Resolution to be proposed at the AGM authorising the Repurchase Mandate.

EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the number of Shares in issue was 1,499,749,920. Subject to the passing of the Resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be repurchased under the Repurchase Mandate is 149,974,992 Shares (representing 10% of the total number of Shares in issue as at the date of passing of the said Resolution) during the period from the date of passing of the Resolution up to the following event which occurs the earliest:

(i) the conclusion of the next AGM;

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

(iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

REASONS FOR THE REPURCHASE OF SHARES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Such share repurchase may, depending on market conditions and funding arrangements at the time, increase the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

The Company is empowered by the Articles of Association and the applicable laws of the Cayman Islands to repurchase its Shares. The Cayman Islands law provides that the amount of capital repaid in connection with a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the funds of the Company that would otherwise be legally available for dividend or distribution or out of the share premium account of the Company for such purpose under the laws of the Cayman Islands. Under the laws of Cayman Islands, the Shares so repurchased will be treated as cancelled and the amount of the Company's issued capital shall be diminished accordingly, but the aggregate amount of authorised share capital will not be reduced so that the Shares may be subsequently re-issued.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during the 12 months up to the Latest Practicable Date were as follows:

Year/Month	Highest Price *HK$*	Lowest Price *HK$*
2025		
April	0.390	0.300
May	0.550	0.315
June	0.460	0.325
July	0.510	0.340
August	0.435	0.300
September	0.560	0.365
October	0.510	0.330
November	0.415	0.303
December	0.365	0.245
2026		
January	0.360	0.285
February	0.345	0.300
March	0.335	0.260
April (up to the Latest Practicable Date)	0.315	0.250

REPURCHASE OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the past six months prior to the Latest Practicable Date.

GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest audited accounts contained in the annual report of the Company for the financial year ended 31 December 2025) in the event that the Repurchase Mandate is exercised in full at the current prevailing market value. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are appropriate for the Company.

UNDERTAKING OF THE DIRECTORS

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands.

Neither the explanatory statement nor the proposed Repurchase Mandate has unusual features.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders are interested in 5% or more of the issued Shares as recorded in the register of interests in Shares and short positions of the Company under Section 336(1) of Part XV of the SFO:

Name	**Capacity/Nature of interest**	**Number of Shares** *(Note 1)*	**Approximate percentage of shareholding** *(Note 2)*
JZ Investment Fund L. P. *(Note 3)*	Beneficial Owner	440,000,000 (L)	29.34%
JZ International Ltd. *(Note 3)*	Interest of controlled corporation	440,000,000 (L)	29.34%
Golden Power Group Limited *(Note 4)*	Beneficial Owner	314,000,000 (L)	20.94%
Orient Ruixin Limited *(Note 4)*	Interest of controlled corporation	314,000,000 (L)	20.94%
Orient Ruiyi (Shanghai) Investment Management Co., Limited *(Note 4)*	Interest of controlled corporation	314,000,000 (L)	20.94%
Shanghai Orient Securities Capital Investment Co., Ltd *(Note 4)*	Interest of controlled corporation	314,000,000 (L)	20.94%
東方證券股份有限公司*(Note 4)*	Interest of controlled corporation	314,000,000 (L)	20.94%
Cheer Hope Holdings Limited *(Note 5)*	Beneficial owner	192,968,000 (L)	12.87%
CCBI Investments Limited *(Note 5)*	Interest of controlled corporation	192,968,000 (L)	12.87%
CCB International (Holdings) Limited *(Note 5)*	Interest of controlled corporation	192,968,000 (L)	12.87%
CCB Financial Holdings Limited *(Note 5)*	Interest of controlled corporation	192,968,000 (L)	12.87%

Name	Capacity/Nature of interest	Number of Shares *(Note 1)*	Approximate percentage of shareholding *(Note 2)*
CCB International Group Holdings Limited *(Note 5)*	Interest of controlled corporation	192,968,000 (L)	12.87%
China Construction Bank Corporation *(Note 5)*	Interest of controlled corporation	192,968,000 (L)	12.99%
Central Huijin Investment Ltd. *(Note 5)*	Interest of controlled corporation	192,968,000 (L)	12.99%

Notes:

1. "L" denotes long position.

2. The percentages were calculated based on the Company's issued share capital of 1,499,749,920 Shares as at the Latest Practicable Date and on the assumption that there is no other change in the issued share capital of the Company.

3. JZ Investment Fund L.P., an exempted limited partnership governed by the board of its general partner, JZ International Ltd.

4. Orient Securities Co., Ltd. (東方證券股份有限公司) directly holds 100% of the equity interest in Shanghai Orient Securities Capital Investment Co., Ltd., which in turn holds 100% of the equity interest in Orient Ruiyi (Shanghai) Investment Management Co., Ltd., which in turn holds 100% of the issued share capital of Orient Ruixin Limited, which in turn holds 100% of the issued share capital of Golden Power Group Limited. Therefore, Orient Securities Co., Ltd. (東方證券股份有限公司), Shanghai Orient Securities Capital Investment Co., Ltd., Orient Ruiyi (Shanghai) Investment Management Co., Ltd. and Orient Ruixin Limited are taken to be interested in the number of Shares held by Golden Power Group Limited pursuant to Part XV of the SFO.

5. Central Huijin Investment Ltd. directly holds 57.11% of the equity interest in China Construction Bank Corporation, which in turn holds 100% of the issued share capital of CCB International Group Holdings Limited, which in turn holds 100% of the issued share capital of CCB Financial Holdings Limited, which in turn holds 100% of the issued share capital of CCB International (Holdings) Limited, which in turn holds 100% of the issued share capital of CCBI Investments Limited, which in turn holds 100% of the issued share capital of Cheer Hope Holdings Limited. Therefore, Central Huijin Investment Ltd., China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited and CCBI Investments Limited are taken to be interested in the number of Shares held by Cheer Hope Holdings Limited pursuant to Part XV of the SFO.

In the event the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interest of JZ Investment Fund L.P., will be increased to approximately 32.60% of the issued Shares assuming there is no change in the number of Shares held by JZ Investment Fund L.P., and there is no other change to the issued shares of the Company. In the event of such increase, JZ Investment Fund L.P. will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code as its shareholding percentage would increase to more than 30% of the voting rights of the Company.

Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. Further, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would trigger a mandatory offer under Rule 26 of the Takeovers Code, or would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage as required by the Stock Exchange, which is 25% of the total issued shares of the Company.



OCI International Holdings Limited
東建國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 329)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of OCI International Holdings Limited (東建國際控股有限公司) (the "**Company**") will be held at Level 23, 28 Hennessy Road, Hong Kong on 22 May 2026, Friday at 11:00 a.m. (the "**AGM**") for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following Resolutions (with or without modifications) as ordinary resolutions of the Company:

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

2. To authorise the Board to fix the remuneration of the Directors.

3. To re-elect, each as a separate resolution, the following persons as the Directors:

   (a) Mr. Wu Guangze as the non-executive Director;

   (b) Ms. Guo Ting Ting as the non-executive Director;

   (c) Mr. Chong Ka Yee as the independent non-executive Director; and

   (d) Mr. Tso Siu Lun Alan as the independent non-executive Director.

4. To re-appoint Prism Hong Kong and Shanghai Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

5. To consider and, if thought fit, pass the following Resolutions (with or without modifications) as ordinary resolutions:

"**That**:

(i) subject to paragraph (iii) of this Resolution and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) of this Resolution) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Share(s)**") and to make or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require securities to be issued, allotted or disposed of, whether during or after the end of the Relevant Period (as defined in paragraph (iv) of this Resolution);

(iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), by the Directors pursuant to the approval in paragraphs (i) and (ii) of this Resolution, otherwise than pursuant to (aa) a Rights Issue (as defined in paragraph (iv) of this Resolution); or (bb) the grant or exercise of any option granted under any Share Option Scheme (as defined in paragraph (iv) of this Resolution); or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire Shares (cc) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**") in force from time to time; or (dd) any issue of Shares upon the exercise of rights of subscription or conversion under terms of any existing warrants of the Company or any existing securities of the Company which carried rights to subscribe for or are convertible into Shares, shall not exceed 20 per cent of the total number of issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraphs (i) and (ii) of this Resolution shall be limited accordingly; and

(iv) for the purpose of this Resolution:

(aa) "**Relevant Period**" means the period from the passing of this Resolution until whichever is the earliest of:

(A) the conclusion of the next annual general meeting;

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

(C) the passing of an ordinary resolution by the Shareholders in general revoking or varying the authority given to the Directors by the Resolution.

(bb) "**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving right to subscribe for shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).

(cc) "**Share Option Scheme**" means a share option scheme or similar arrangement of the Company adopted from time to time in accordance with the Listing Rules."

6. To consider, and if thought fit, pass the following Resolutions (with or without modifications) as ordinary resolutions:

"**That**

(i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (iii) of this Resolution) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Securities and Future Commission**") and the Stock Exchange under the Takeovers Code, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

(ii) the total number of Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue at the date of passing of this Resolution and the authority pursuant to paragraph (i) of this Resolution shall be limited accordingly; and

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

(aa) the conclusion of the next annual general meeting;

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

(cc) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors by this Resolution."

7. To consider, and if thought fit, pass the following Resolution (with or without modifications) as an ordinary resolution:

"**That** conditional upon Resolution 5 and Resolution 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which would or might require the exercise of such powers pursuant to Resolution numbered 5 above be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution 6 above, provided that such amount shall not exceed 10 per cent of the total number of Shares in issue as at the date of passing of the said Resolution."

Your faithfully,
By order of the Board
OCI International Holdings Limited
Jiao Shuge
Executive Director and Chairman

Hong Kong, 23 April 2026

Principal place of business in Hong Kong:
Level 23
28 Hennessy Road
Hong Kong

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. A form of proxy to be used for the meeting is enclosed.

2. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is corporation shall be entitled exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

4. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or adjournment thereof (as the case may be).

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

6. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the Directors are Mr. Jiao Shuge (Alias Jiao Zhen) (Chairman), Mr. Tang Nanjun (Chief Executive Officer), Mr. Wu Guangze, Mr. Zhao Li*, Ms. Guo Ting Ting* ,Mr. Chong Ka Yee**, Mr. Tso Siu Lun Alan**, Mr. Li Xindan** and Dr. Lo Wing Yan William**.*

* *Non-executive Director*
** *Independent non-executive Director*