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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)

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*