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If you are in any 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 accountant or other professional adviser.

If you have sold or transferred all your shares in China Oriented International Holdings Limited, you should at once hand this circular, together with the enclosed proxy form and the notice of the annual general meeting, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS INVOLVING (1) GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF
ASSOCIATION AND ADOPTION OF THE AMENDED
AND RESTATED ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Oriented International Holdings Limited (the “**Company**”) to be held on Friday, 26 June 2026 at 11:00 a.m. at Rooms 1903-1906, Alexandra House, 18 Chater Road, Hong Kong is set out on pages 38 to 42 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

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DEFINITIONS

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

“Alpha Leap”	Alpha Leap Holdings Limited (首躍控股有限公司), a company incorporated in the BVI with limited liability on 5 May 2016, whose entire issued share capital is owned by Mr. Qi Xiangzhong;
“Amended and Restated Articles of Association”	the amended and restated articles of association of the Company containing the Proposed Amendments to be adopted by the Shareholders at the Annual General Meeting;
“Ample Star”	Ample Star Global Limited (裕星環球有限公司), a company incorporated in the BVI with limited liability on 21 March 2014, whose entire issued share capital is owned by China Caston;
“Annual General Meeting”	the annual general meeting of the Company to be held at Rooms 1903-1906, Alexandra House, 18 Chater Road, Hong Kong on Friday, 26 June 2026 at 11:00 a.m., or any adjournment thereof;
“Articles” or “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;
“BVI”	the British Virgin Islands;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“China Caston”	China Caston 81 Finance Company Limited(中國鑄晨81金融有限公司)(formerly known as China Internet Investment Finance Holdings Limited(中國互聯網投資金融集團有限公司)) (Stock code: 810), a company continued into Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Companies Act”	the Companies Act, Cap. 22 (As Revised) of the Cayman Islands;

DEFINITIONS

“Company”	China Oriented International Holdings Limited (向中國國際控股有限公司) (Stock code: 1871), a company incorporated in the Cayman Islands with limited liability, 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 and unless the context requires otherwise, refers to Mr. Qi Xiangzhong and Alpha Leap;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Corporate Governance Code”	the Corporate Governance Code under Appendix C1 to the Listing Rules;
“Cosmic Hero”	Cosmic Hero Investments Limited (普雄投資有限公司), a company incorporated in the BVI with limited liability on 6 June 2016, the entire issued share capital of which is owned by Mr. Ling Wai Leung;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate the proposed resolution of which is contained in no. 7 in the notice of Annual General meeting;
“Greater Sino”	Greater Sino Ventures Limited (偉華創投有限公司), a company incorporated in the BVI with limited liability on 13 June 2014, the entire issued share capital of which is directly owned by Ample Star;
“Group”	the Company and its subsidiaries (has the same meaning as defined under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)), as amended, supplemented and/or otherwise modified from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with additional Shares (including but not limited to the resale of Treasury Shares) not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the proposed ordinary resolution contained in resolution no. 5 in the notice of Annual General Meeting;
“Latest Practicable Date”	20 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel to GEM of the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“PRC” or “China”	The People’s Republic of China and, except where the context requires otherwise and only for the purposes of this circular, references to China or the PRC excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“Proposed Amendments”	the proposed amendments to the existing Articles of Association, details of which are set out in Appendix III to this circular;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the proposed ordinary resolution contained in resolution no. 6 in the notice of Annual General Meeting;
“RMB”	Renminbi, the lawful currency of the PRC;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Shun Da School”	Suiping County Shunda Driver Training Company Limited* (遂平縣順達駕駛員培訓有限公司), a company established in the PRC with limited liability on 25 December 2012 and an indirect wholly-owned subsidiary of the Company
“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 in Hong Kong, as amended, supplemented and/or otherwise modified from time to time;
“Tong Tai School”	Zhumadian Tongtai Large Vehicles Driver Training Company Limited* (駐馬店通泰大型機動車駕駛員培訓有限公司), a company established in the PRC with limited liability on 24 April 2014 and an indirect wholly-owned subsidiary of the Company;
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors

Mr. Qi Xiangzhong

Ms. Zhao Yuxia

Non-executive Director

Dr. Yeung Cheuk Kwong

Independent non-executive Directors

Mr. Chan Siu Wah

Mr. Wan San Fai Vincent

Mr. Xu Jianpo

Registered office

Cricket Square, Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Headquarters, head office and

principal place of business in the PRC

Baililiu Village

Zhutang Township, Suiping County

Zhumadian City

Henan Province

PRC

Principal place of business in Hong Kong

Rooms 1508-1513, Nan Fung Tower

88 Connaught Road Central

Central

Hong Kong

28 April 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSALS INVOLVING (1) GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF
ASSOCIATION AND ADOPTION OF THE AMENDED
AND RESTATED ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to, among other things, (i) the proposed general mandates to issue and repurchase Shares and extend the general mandate to issue Shares by adding to it the amount of Shares repurchased; (ii) the proposed re-election of Directors; and (iii) the Proposed Amendments and the adoption of

LETTER FROM THE BOARD

the Amended and Restated Articles of Association, in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2 and 5 to 8 to be proposed at the Annual General Meeting.

2. GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, ordinary resolutions numbers 5 and 7 of the notice of Annual General Meeting will be proposed which, if passed, will give the Directors a general mandate to issue new Shares (including but not limited to the resale of Treasury Shares) representing up to (i) 20% of the aggregate nominal amount of the entire issued share capital (excluding Treasury Shares, if any) of the Company at the date of passing the resolution (i.e. the Issue Mandate) plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Mandate) subsequent to the passing of such resolution (i.e. the Extension Mandate).

On the basis of an aggregate of 435,958,192 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the Annual General Meeting, the Issue Mandate (if granted by the Shareholders at the Annual General Meeting) will empower the Directors to allot, issue or otherwise deal in up to a maximum of 87,191,638 new Shares, being 20% of the entire issued share capital (excluding Treasury Shares, if any) of the Company as at the Latest Practicable Date.

The ordinary resolution number 6 of the notice of the Annual General Meeting, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital (excluding Treasury Shares, if any) of the Company at the date of passing the resolution at any time until our next annual general meeting following the passing of the said ordinary resolution or such other period as stated in the said ordinary resolution (i.e. the Repurchase Mandate).

The Issue Mandate, the Repurchase Mandate and the Extension Mandate will remain in effect until the earliest of the conclusion of our next annual general meeting; the expiry of the period within which our Company is required by any applicable laws or the Articles of Association to hold its next annual general meeting; or when revoked or varied by an ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

Under the Listing Rules, the Company must send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. Such explanatory statement is set out in Appendix I to this circular.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS AND RECOMMENDATION OF THE NOMINATION COMMITTEE

Re-election of Directors

As at the Latest Practicable Date, the Board comprises Mr. Qi Xiangzhong and Ms. Zhao Yuxia as executive Directors; Dr. Yeung Cheuk Kwong as non-executive Director; and Mr. Chan Siu Wah, Mr. Wan San Fai Vincent and Mr. Xu Jianpo as independent non-executive Directors.

Articles 84(1) of the Articles of Association provides that notwithstanding any other provisions in the Articles of Association, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Qi Xiangzhong and Ms. Zhao Yuxia shall retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves to undergo re-election at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions numbers 2(a) and 2(b) of the notice of Annual General Meeting will be proposed in respect of the proposed re-election of Mr. Qi Xiangzhong and Ms. Zhao Yuxia. Biographical details of Mr. Qi Xiangzhong and Ms. Zhao Yuxia are set out in Appendix II to this circular.

Procedures and Processes for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment or re-appointment of Directors (including an independent non-executive Director) in accordance with the following procedures and processes:

Nomination by members of the Nomination Committee or the Board

- I. Member(s) of the Nomination Committee and/or the Board may identify and propose potential candidates for directorship by various means, including but not limited to internal promotion, re-designation, referral by other members of the management of the Group and external recruitment agents.
- II. The Nomination Committee shall, upon receipt of the proposal from the respective member(s) of the Nomination Committee and/or the Board and the biographical information (or relevant details) of the potential candidate, evaluate the proposals at a meeting with reference to the following non-exhaustive criteria set out in the nomination policy:
 - (i) the qualifications, skills, knowledge, ability and experience of the individual candidate;
 - (ii) the potential time commitment and attention to perform duties as a director under the Listing Rules and the applicable laws and regulations;

LETTER FROM THE BOARD

- (iii) the potential contributions that the individual candidate can make to the diversity of the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
 - (iv) the personal ethics, integrity and reputation of the individual candidate (and where appropriate, adequate background checks and other verification processes shall be conducted against the individual candidate);
 - (v) the current structure, size and composition of the Board and the Company's corporate strategy and culture;
 - (vi) Board succession planning considerations and the long-term needs of the Company;
 - (vii) (in case of a candidate for an independent non-executive Director), the independence of such candidate with reference to, among other things, (i) the independence criteria as set out in Rule 3.13 of the Listing Rules; and (ii) the guidance and requirements relating to independent non-executive directors set out in Code Provision B.3.4 of the Corporate Governance Code; and
 - (viii) any other factors and matters as the Nomination Committee may consider appropriate.
- III. Based on the results of the evaluation, the Nomination Committee may, if it thought fit, make recommendations to the Board on the appointment of the potential candidate for directorship.

Nomination by Shareholder(s)

- I. If a Shareholder wishes to propose a person for election as a Director at a general meeting, he/she/it shall deposit a written notice (the "**Written Notice**") to the Company's principal place of business in Hong Kong at Rooms 1508-1513, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong or the Company's branch share registrar in Hong Kong (i.e. Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong).
- II. The Written Notice must:
- (i) state the Shareholder's intention to propose the candidate(s) for election as a Director;
 - (ii) include the personal information of the candidate(s) as required by Rule 13.51(2) of the Listing Rules; and

LETTER FROM THE BOARD

- (iii) be signed by the Shareholder concerned and signed by the candidate indicating his/her willingness to be elected and consent of the publication of his/her personal information.
- III. The period for lodgment of the Written Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.
- IV. In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the candidate as a Director, Shareholder(s) who wish to make the proposal are urged to submit and lodge the Written Notice as early as practicable.
- V. Upon receipt of the Written Notices, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate(s) is qualified for directorship. Where appropriate, the Company will then publish an announcement in accordance with the requirements under the Listing Rules or issue a supplementary circular. The particulars of the candidate(s) will be included in the announcement or supplementary circular of the Company.

Recommendation of the Nomination Committee

The Nomination Committee is responsible for, among other things, reviewing the structure, size and composition of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment and re-appointment of Directors.

To consider the re-election of our current Directors, the Nomination Committee has taken into account the contributions that the particular Director has brought to the Board in terms of qualifications, skills, experience and perspectives.

In respect of the re-election of Mr. Qi Xiangzhong as an executive Director, the Nomination Committee has considered Mr. Qi's role in the major decision-making, overall strategic planning and determining corporate policies and general management of the Group, his working profile and other qualifications and skills as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Qi has provided valuable contributions to the Company and accordingly nominated Mr. Qi for re-election as an executive Director.

In respect of the re-election of Ms. Zhao Yuxia as an executive Director, the Nomination Committee has considered Ms. Zhao's role in the overall management of the business operation as well as financial planning of operations of the Group, her working profile and other qualifications and skills as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Ms. Zhao has provided valuable contributions to the Company and accordingly nominated Ms. Zhao for re-election as an executive Director.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

At the Annual General Meeting, special resolution number 8 of the notice of Annual General Meeting will be proposed in respect of the Proposed Amendments and the adoption of the Amended and Restated Articles of Association.

The Board proposes to make the Proposed Amendments to the Articles of Association, details of which are set out in Appendix III to this circular in order to (i) enable the Company to hold hybrid and electronic general meetings, provide for voting by electronic means and make corresponding amendments on the related proceedings and procedures in relation to general meetings of the Company; (ii) enable the Company to pay dividend or other corporate action proceeds to the shareholders of the Company via electronic means; (iii) bring the Articles of Association in line with the latest regulatory requirements relating to the further expanded paperless listing regime under the Listing Rules; (iv) provide the Company with the flexibility to hold treasury shares (as defined in the Listing Rules); and (v) incorporate certain consequential and housekeeping amendments.

The Amended and Restated Articles of Association, which incorporate all the Proposed Amendments, will upon approval be adopted in substitution for, and to the exclusion of, the existing Articles of Association.

Shareholders should note that the Amended and Restated Articles of Association is in English. The Chinese translation of the Amended and Restated Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisors of the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisors of the Company as to Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

5. ANNUAL GENERAL MEETING

Notice of Annual General Meeting

The notice of Annual General Meeting which contains, among other things, resolutions to approve the Issue Mandate, the Repurchase Mandate, the Extension Mandate; the re-election of the Directors, and the Proposed Amendments and adoption of the Amended and Restated Articles of Association, is set out on pages 38 to 42 of this circular.

LETTER FROM THE BOARD

Proxy arrangement

A proxy form is herewith enclosed for use at the Annual General Meeting and has also been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.china-oriented.com). Whether or not you propose to attend the Annual General Meeting, you are encouraged to complete the proxy form and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible in accordance with the instructions printed thereon not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from subsequently attending and voting in person at the Annual General Meeting should you so wish, but in such event, the proxy form shall be deemed to be revoked.

Voting by poll

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll, except where the chairman of the Annual General Meeting, 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, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting.

The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share held.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.china-oriented.com) in accordance with the Listing Rules.

Closure of register of members

For determination of the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive) during which no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with 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 4:30 p.m. on Monday, 22 June 2026. The record date for entitlement to the Annual General Meeting will be Friday, 26 June 2026.

LETTER FROM THE BOARD

6. 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.

7. RECOMMENDATIONS OF THE BOARD

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the retiring Directors as set out in the notice of Annual General Meeting, and the Proposed Amendments and the adoption of the Amended and Restated Articles of Association are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL

Your attention is drawn to the information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
China Oriented International Holdings Limited
Qi Xiangzhong
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 435,958,192 Shares and the Company did not hold any Treasury Shares.

Subject to the passing of ordinary resolution no. 6 as set out in the notice of Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 43,595,819 Shares (representing 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the resolution to approve the Repurchase Mandate).

The Company may cancel any repurchased Shares and/or hold them as Treasury Shares, subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. REASONS FOR SHARE REPURCHASE

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

3. SOURCE OF FUNDING FOR SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Companies Act and any other applicable laws. Such funds legally available for repurchasing Shares include:

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Act, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Act, out of capital.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

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 audited accounts contained in the annual report of the Company for the year ended 31 December 2025 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective close associates or the core connected persons of the Company, have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' CONFIRMATION

The Directors have confirmed that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Cayman Islands.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase 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 Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, according to the register of the Company kept under section 336 of the SFO, information on the Shareholder who has an interest of 5% or more of the issued share capital of the Company is as below:

Name	Capacity/Nature of interest	Total number of Shares and underlying Shares held as at the Latest Practicable Date	Approximate percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Mr. Qi Xiangzhong ^(Note 1)	Interest in a controlled corporation	206,400,000	47.3%	52.6%
Ms. Gao Dongju ^(Note 2)	Spouse interest	206,400,000	47.3%	52.6%
Alpha Leap	Beneficial owner	206,400,000	47.3%	52.6%
Mr. Ling Wai Leung ^(Note 3)	Interest in a controlled corporation	39,600,000	9.1%	10.1%
Ms. Hui Ching Ping ^(Note 4)	Spouse interest	39,600,000	9.1%	10.1%
Cosmic Hero	Beneficial owner	39,600,000	9.1%	10.1%
China Caston ^(Note 5)	Interest in a controlled corporation	42,000,000	9.6%	10.7%
Ample Star ^(Note 5)	Interest in a controlled corporation	42,000,000	9.6%	10.7%
Greater Sino	Beneficial owner	42,000,000	9.6%	10.7%

Notes:

1. Alpha Leap is beneficially owned as to 100% by Mr. Qi Xiangzhong. Mr. Qi is deemed to be interested in the Shares in which Alpha Leap is interested under Part XV of the SFO. Mr. Qi is the sole director of Alpha Leap.
2. Ms. Gao Dongju is the spouse of Mr. Qi Xiangzhong. She is deemed to be interested in the Shares in which Mr. Qi is interested under Part XV of the SFO.
3. Cosmic Hero is beneficially owned as to 100% by Mr. Ling Wai Leung. Mr. Ling is deemed to be interested in the Shares in which Cosmic Hero is interested under Part XV of the SFO. Mr. Ling is the sole director of Cosmic Hero.
4. Ms. Hui Ching Ping is the spouse of Mr. Ling Wai Leung. She is deemed to be interested in the Shares in which Mr. Ling is interested under Part XV of the SFO.
5. Greater Sino is beneficially owned as to 100% by Ample Star, which in turn is beneficially owned as to 100% by China Caston. As such, Ample Star and China Caston are deemed to be interested in the Shares in which Greater Sino is interested under Part XV of the SFO.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

On the basis that no new Shares are issued or repurchased prior to the Annual General Meeting and assuming that there would not be changes in the total number of issued Shares prior to the repurchase of the Shares and each of Shareholders set out above would not dispose of their respective Shares nor acquire additional Shares prior to any repurchase of Shares, the exercise in full of the Repurchase Mandate would cause the aggregate shareholding of Alpha Leap in the Company to increase from approximately 47.3% to approximately 52.6% and therefore Alpha Leap will become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, cause any Shareholder or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. CORE CONNECTED PERSONS

No core connected person (as defined in the Listing Rules) has notified the Company that he or she or it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve (12) months immediately preceding the Latest Practicable Date were as follows:

	Share prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
April	0.239	0.170
May	0.228	0.199
June	0.211	0.182
July	0.250	0.190
August	0.250	0.224
September	0.250	0.209
October	0.224	0.198
November	0.235	0.209
December	0.265	0.228
2026		
January	0.380	0.246
February	0.410	0.310
March	0.390	0.320
April (up to the Latest Practicable Date)	0.390	0.330

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

EXECUTIVE DIRECTORS

Mr. Qi Xiangzhong (亓向中)

Mr. Qi Xiangzhong (亓向中), aged 49, is the chairman of the Board and executive Director. He was appointed as a Director on 22 February 2017 and was redesignated as an executive Director and was appointed as the chairman of the Board on 22 May 2017. He is primarily responsible for major decision-making, overall strategic planning and determining corporate policies and general management of the Group. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee. In December 2012 and April 2014, Mr. Qi as a founder established Shun Da School and Tong Tai School, respectively. He has served as the executive director and legal representative of Tong Tai School and Shun Da School and the executive director, general manager and legal representative of Zhumadian Tongtai Cultural Media Company Limited* (駐馬店通泰文化傳媒有限公司) since their respective establishments.

Prior to the establishment of our Company, Mr. Qi has accumulated 12 years of experience in business management. From July 1998 to June 2004, Mr. Qi served at Suiping Hexing Town Health Centre* (遂平縣和興鄉衛生院) and the last position of Mr. Qi held at such health centre was physician (醫務人員), responsible for giving diagnosis to patients. From October 2004 to April 2012, Mr. Qi served as a vice general manager and sales director, responsible for corporate management, sales business and sales planning, of Jiaozuo City Yuntai Mountain Pharmaceutical Company Limited* (焦作市雲臺山醫藥股份有限公司), which is a company principally engaged in the wholesale of medicines. From November 2013 to February 2017, Mr. Qi was the sole shareholder and a person-in-charge, responsible for business management, of Suiping County Bama Tea Shop* (遂平縣八馬茶業店), which was an enterprise engaged in the food retail business. Since May 2012, Mr. Qi has been an investor and a person-in-charge, responsible for business development and management, of Suiping County Zhutangxiang Gangguanzhuan Village Huanyu Environment Construction Material Factory* (遂平縣褚堂鄉崗官莊村環宇環保建材廠), which is engaged in the manufacturing and sale of powder ash air-entrained bricks. Since June 2014, Mr. Qi has been a shareholder and a person-in-charge, responsible for business development and management, of Suiping County Changfeng Plant Cultivation Cooperative* (遂平縣長豐種植專業合作社), which is engaged in the purchase of agricultural products.

Mr. Qi graduated from Kaifeng Medical School* (開封醫學高等專科學校) (now known as Henan Province University* (河南大學)) with a Higher Diploma in Clinical Medicine in July 1998. Mr. Qi further obtained the PRC medical practitioner qualification (執業醫師資格) from Henan Provincial Department of Health* (河南省衛生廳) in December 2005 and the PRC practising certificate of medical practitioner* (執業醫師執業證書) from Zhumadian City Bureau of Health* (駐馬店市衛生局) in December 2006.

Mr. Qi was appointed as a member of the 3rd executive committee of Zhumadian City Federation of Industry and Commerce* (駐馬店市工商聯合會) in March 2016 and a member, standing member and vice president of the 7th executive committee of Suiping County

Federation of Industry and Commerce* (遂平縣工商聯合會) in May 2016. Also, Mr. Qi was appointed as the chairman of the Driver Training Service Industry Council of the Zhumadian City Road Transport Association* (駐馬店市道路運輸協會駕駛員培訓行業協會) in March 2017. In addition, Mr. Qi is elected as a deputy to the 4th Zhumadian City People's Congress (駐馬店市第四屆人民代表大會代表) in April 2017.

Mr. Qi is the sole director of Alpha Leap and beneficially owns 100% of the shares of Alpha Leap. As at the Latest Practicable Date, Alpha Leap holds 206,400,000 Shares, representing approximately 47.3% of the total issued share capital of the Company. Therefore, Mr. Qi is deemed to be interested in the Shares in which Alpha Leap is interested under Part XV of the SFO. Save as disclosed above, Mr. Qi does not have any relationships with any Directors, senior management, substantial or Controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Qi did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

The Company had renewed the service contract with Mr. Qi in respect of his appointment as an executive Director for a fixed term of three years commencing from 24 October 2022 which shall be renewed automatically, unless and until terminated by either Mr. Qi or the Company by giving not less than three months' notice in writing at any time. Mr. Qi is entitled to an annual emolument of RMB240,000 for acting as an executive Director. Such annual emolument may be reviewed annually after each year of service during the term of his appointment by the Remuneration Committee. Mr. Qi is also entitled to a discretionary bonus, if so recommended by the Remuneration Committee and approved by the Board, having regard to the operating results of the Group and the performance of Mr. Qi as an executive Director. Mr. Qi is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to and in accordance with the Articles of Association.

Save as disclosed above, Mr. Qi is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

Ms. Zhao Yuxia (趙玉霞)

Ms. Zhao Yuxia (趙玉霞), aged 55, is our chief executive officer, chief financial officer and executive Director. She was appointed as a Director on 22 May 2017 and was redesignated as an executive Director and was appointed as the chief executive officer and the chief financial officer of our Group on the same date. Ms. Zhao is primarily responsible for overall management of our business operation as well as financial planning of operations of our Group.

From December 1992 to July 2001, Ms. Zhao served as a financial audit assistant, responsible for handling audit work and preparing financial statements and audited reports, of Suiping County Audit Firm* (遂平縣審計師事務所), which is an accounting firm in the PRC. From August 2001 to September 2009, Ms. Zhao served as a financial audit assistant, responsible for handling audit work, of Suiping County Yongxing Joint Audit Firm* (遂平縣永興聯合會計師事務所), which is an accounting firm in the PRC. From October 2009 to April 2014, Ms. Zhao was a finance manager, responsible for overseeing the accounting and financial management, of Zhumadian City Hongyuan Packing Company Limited* (駐馬店宏遠包裝有限公司), which is a company principally engaged in the sales of cardboards and paper. In May 2014, she joined our Group as the financial controller of Tong Tai School, and was responsible for our Group's financial management.

Ms. Zhao obtained a Diploma in Corporate Finance and Accounting from Anyang City Accounting School* (安陽市財會學校) in July 1992. She further completed an Accounting Program from Henan Province School of Economic* (河南財經學院) (now known as Henan Province University of Economics and Law* (河南財經政法大學)) in June 1997 and obtained the Assistant Accountant* (助理會計師) Qualification from the Ministry of Finance of the PRC* (中華人民共和國財政部) in December 1997.

Save as disclosed above, Ms. Zhao did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group, nor did Ms. Zhao have any relationships with any Directors, senior management, substantial or Controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

The Company had renewed the service contract with Ms. Zhao in respect of her appointment as an executive Director for a fixed term of three years commencing from 24 October 2022 which shall be renewed automatically, unless and until terminated by either Ms. Zhao or the Company by giving not less than three months' notice in writing at any time. Ms. Zhao is entitled to an annual emolument of RMB240,000 for acting as an executive Director. Such annual emolument may be reviewed annually after each year of service during the term of her appointment by the Remuneration Committee. Ms. Zhao is also entitled to a discretionary bonus, if so recommended by the Remuneration Committee and approved by the Board, having regard to the operating results of the Group and the performance of Ms. Zhao as an executive Director. Ms. Zhao is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to and in accordance with the Articles of Association.

Save as disclosed above, Ms. Zhao is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

The following are the Proposed Amendments to the Articles of Association.

Article No.	Proposed amendments showing changes to the existing Articles of Association
2. (1)	...
	<p><u>“address”</u> for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.</p> <p>...</p>
	<p><u>“ASR Code”</u> the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</p> <p>...</p>
	<p><u>“business day”</u> shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day</p> <p>...</p>
	<p><u>“Central Clearing and Settlement System”</u> the Central Clearing and Settlement System operated by the Hong Kong Securities Clearing Company Limited.</p> <p>...</p>
	<p><u>“Electronic System”</u> any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.</p> <p>...</p>
	<p><u>“HK Stock Exchange”</u> The Stock Exchange of Hong Kong Limited.</p>

<u>“Listing Rules”</u>	<u>the rules and regulations of the Designated Stock Exchange.</u>
...	
<u>“Notice” or “notice”</u>	<u>written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</u>
...	
<u>“Register”</u>	<u>the principal register of Members and where applicable, any branch register of Members including any branch register maintained in Hong Kong, to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, and it shall include, where relevant, the register of holders as defined in the USM Rules.</u>
...	
<u>“Securities and Futures Ordinance”</u>	<u>the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.</u>
<u>“SFC”</u>	<u>the Securities and Futures Commission of Hong Kong.</u>
...	

- (h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (i) references to the right of a Member to speak at a general meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;
- (j) reference to a meeting: (a) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64, and (b) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
- (k) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;
- (il) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
- (m) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;

(n) any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and

(o) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

...

3.

(1) ...

(2) Subject to the Act, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

...

10.

...

(a) the necessary quorum (~~other than including~~ at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class ~~and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum~~ (excluding treasury shares); and

...

18. Every person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law or requested by the holder of such share. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the HK Stock Exchange.
19. Where Sshare certificates are issued, they shall be issued within the relevant any time limit as prescribed by the Act, the ASR Code or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, if such a time limit is applicable, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.
20. (1) Upon every transfer of shares the certificate held by the transferor (if one has been issued) shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall upon request by the transferee be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him upon his request at the aforesaid fee payable by the transferor to the Company in respect thereof.
- (2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount as the Designated Stock Exchange may from time to time determine prescribed by the ASR Code provided that the Board may at any time determine a lower amount for such fee.

21. If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee ~~as the Designated Stock Exchange may determine~~ prescribed by the ASR Code to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.

...

- 43 (1) ...

...

(3) The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.

44. The Register ~~and branch register of Members, as the case may be,~~ shall be open to inspection for at least two (2) hours during business hours by Members and holders of Prescribed Securities (as defined in the USM Rules) without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in ~~an appointed newspaper or any other~~ any newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

...

47. Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, the instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

...

49.

...

- (b) if applicable, the instrument of transfer is in respect of only one class of share;
- (c) for certificated shares, the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

...

51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.

...

57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. Notwithstanding any provisions in these Articles, any general meeting or any class meeting may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means using such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall apply, mutatis mutandis, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any ruling, determination, or decision made by the chairman of the meeting under the scope of this provision shall be final, conclusive, and binding on the Company and all Members.
58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition and/or to add resolutions to the agenda of such meeting; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

59. (1) ...
- (2) The notice shall specify the time and place of the meeting and, the physical location (if applicable), and in the case of a hybrid or electronic meeting, the electronic platform or means by which Members may attend and participate. It shall also include particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. For hybrid or electronic meetings, the Notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the Members.
- ...
61. (1) ...
- (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes.
- ...
64. Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, the chairman may, with (without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or the postponement not taken place. Notice of a postponement must be given to all Members by any means as the Board may determine. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.
- ...

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

...

76. The instrument appointing a proxy shall be in ~~writing under the hand of such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by~~ the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or ~~under the hand of~~signed by an officer, attorney or other person 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 facts.

...

83. (1) ...

...

(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

...

(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his ~~period~~term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

...

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.

...

151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication); ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~

...

158. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be ~~served or delivered by the Company on or to any Member either personally or~~ given or issued by the following means:

(a) by serving it personally on the relevant person;

(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied;

(c) by delivering or leaving it at such address as aforesaid;

- (d) by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3) without the need for any additional consent or notification;
- (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;
- (g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.
- (4) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.

159. ...
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member's first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- ...
- (d) ~~may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations~~if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.
160. (1) Any Notice or other document delivered or sent ~~by post to or left at the registered address of any Member in pursuance of~~in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such ~~an~~electronic or postal address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
- ...

161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.
162. (1) ...
- (2) Unless otherwise provided by the Act, Aa resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.

**PAYMENT OF CORPORATE ACTION PROCEEDS
AND ELECTRONIC INSTRUCTIONS**

168. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:
- (a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and

- (b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

169. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules made under the Securities and Futures Ordinance, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of China Oriented International Holdings Limited (向中國國際控股有限公司) (the “**Company**”) will be held at Rooms 1903-1906, Alexandra House, 18 Chater Road, Hong Kong on Friday, 26 June 2026 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited and consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**” and each the “**Director**”) and the external auditor of the Company (the “**Auditor**”) for the year ended 31 December 2025.
2. To re-elect
 - (a) Mr. Qi Xiangzhong (齊向中) as an executive Director; and
 - (b) Ms. Zhao Yuxia (趙玉霞) as an executive Director.
3. To consider and, if thought fit, authorise the board of Directors to fix the remuneration of all Directors (including any new Directors that may be appointed) for the year ending 31 December 2026.
4. To consider the re-appointment of Moore CPA Limited as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board to fix the remuneration of the Auditor.

SPECIAL BUSINESS

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), 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 ordinary share(s) of HK\$0.01 each in the share capital of the Company (“**Shares**”) (including but not limited to the resale of Treasury Shares (which shall have the meaning ascribed to it under the Listing Rules and as amended from time to time)) and to make or grant offers, agreements and options (including bonds, warrants, debentures and

NOTICE OF ANNUAL GENERAL MEETING

other securities which carry rights to subscribe for or are convertible into Shares) 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 above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers either during or after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, other than:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) exercise of rights of subscription or conversion under the terms of any warrants, bonds, debentures or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares of the Company;
 - (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire shares; or
 - (iv) an issue of Shares as scrip dividends pursuant to the articles of association of the Company (the “**Articles of Association**”), from time to time, shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares, if any) 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

NOTICE OF ANNUAL GENERAL MEETING

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

“Right Issue” means an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of Shares (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

- 6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and 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 of the Company to repurchase such Shares are subject to and in accordance with the Articles of Association, all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (c) for the purposes 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

NOTICE OF ANNUAL GENERAL MEETING

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

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions no. 5 and no. 6 above, the general mandate granted to the Directors pursuant to the resolution no. 5 above be and is hereby extended by the addition thereto the number of Shares repurchased by the Company under the authority granted pursuant to the resolution no. 6 above.”

SPECIAL RESOLUTION

To consider as special business and, if thought fit, pass the following resolution as a special resolution:

8. “**THAT** the existing articles of association of the Company be amended in the manner as set out in Appendix III to the circular of the Company dated 28 April, 2026 (the “**Circular**”) and the amended and restated articles of association of the Company in the form of the document marked “A” and produced to the Annual General Meeting and for the purpose of identification initialled by the chairman of the Annual General Meeting, which consolidates all the proposed amendments mentioned in Appendix III to the Circular, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that any director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the amendments to the existing articles of association of the Company and the adoption of the amended and restated articles of association of the Company.”

By order of the Board
China Oriented International Holdings Limited
Qi Xiangzhong
Chairman and Executive Director

28 April 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Annual General Meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised to sign the same, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
3. For the purpose of determining the right to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, unregistered holders of Shares should ensure that all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of the Company's branch share registrar 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 Monday, 22 June 2026. The record date for entitlement to the Annual General Meeting will be Friday, 26 June 2026.
4. The registration of the Annual General Meeting will start at 10:45 a.m. on Friday, 26 June 2026. In order to ensure the meeting can start on time, shareholders or their proxies are encouraged to arrive for registration at least 15 minutes before the meeting starts.
5. The resolutions set out above will be determined by way of poll.
6. As at the date of this notice of the Annual General Meeting, the board of Directors comprises Mr. Qi Xiangzhong and Ms. Zhao Yuxia as executive Directors; Dr. Yeung Cheuk Kwong as non-executive Director; Mr. Chan Siu Wah, Mr. Wan San Fai Vincent and Mr. Xu Jianpo as independent non-executive Directors.
7. If a tropical cyclone warning signal number 8 or above is expected to be hoisted in Hong Kong or a black rainstorm warning signal is expected to be in force in Hong Kong at any time after 6:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will not be held on Friday, 26 June 2026 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.china-oriented.com.
8. This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.