
THE SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 Orient Overseas (International) Limited, you should at once hand this supplemental circular and the accompanying revised proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司*

(Incorporated in Bermuda with members' limited liability)

(Stock Code: 316)

SUPPLEMENTAL CIRCULAR PROPOSAL FOR RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular (the “Supplemental Circular”) should be read together with the circular of the Company dated 30th April 2025 (the “Original Circular”). Capitalised terms used in this cover page have the same meanings as those defined in the section headed “Definitions” in this Supplemental Circular. A supplemental notice of AGM (the “Supplemental Notice”) is set out on pages (i) to (ii) of this Supplemental Circular. The AGM will be held as originally scheduled on Tuesday, 27th May 2025 at 9:30 a.m. at Concord Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong. A revised proxy form for use by the Shareholders at the AGM (the “Revised Proxy Form”) is enclosed with this Supplemental Circular and it can also be downloaded from the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.ooilgroup.com>).

If you wish to exercise your right as a Shareholder, whether or not you intend to attend the AGM, you are advised to complete the Revised Proxy Form in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited (the “Branch Share Registrar”) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the AGM (or any postponement/adjournment thereof). Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the AGM (or any postponement/adjournment thereof) should you so wish and in such event, the Revised Proxy Form appointing the proxy shall be deemed to be revoked.

2nd May 2025

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Tuesday, 27th May 2025 at 9:30 a.m. at Concord Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong;
“Board”	the board of Directors of the Company;
“Bye-laws”	the Bye-laws of the Company currently in force;
“Company”	Orient Overseas (International) Limited, a company incorporated in Bermuda with members’ limited liability and listed on the Main Board of the Stock Exchange (stock code: 316);
“Director(s)”	the director(s) of the Company;
“Independent Non-Executive Director(s)”	the independent non-executive Director(s) of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Shares”	ordinary shares of US\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司*

(Incorporated in Bermuda with members' limited liability)

(Stock Code: 316)

Executive Directors:

Mr. WAN Min (*Chairman*)
Mr. ZHANG Feng (*Chief Executive Officer*)
Mr. TAO Weidong

Principal Office:

31st Floor, Harbour Centre
25 Harbour Road, Wanchai
Hong Kong, China

Non-Executive Directors:

Mr. TUNG Lieh Cheung Andrew
Mr. GU Jinshan
Ms. WANG Dan
Mr. IP Sing Chi

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. CHOW Philip Yiu Wah
(*Lead Independent Non-Executive Director*)
Dr. CHUNG Shui Ming Timpson
Mr. YANG Liang Yee Philip
Ms. CHEN Ying
Mr. SO Gregory Kam Leung

2nd May 2025

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
PROPOSAL FOR RE-ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This Supplemental Circular and the Supplemental Notice should be read together with the Original Circular and the notice of AGM dated 30th April 2025 ("Original Notice") which contain, among other things, information regarding the resolutions to be proposed at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to provide the Shareholders with, among other things, (i) information regarding an additional resolution to be proposed at the AGM; (ii) the Supplemental Notice; and (iii) the arrangements about completion and submission of the Revised Proxy Form.

RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 2nd May 2025 in relation to, among other things, the appointment of Mr. Chen Hong as an Independent Non-Executive Director and as a member of the Risk Committee, the Strategic Development Committee and the Sustainability Committee of the Company, all with effect from 9th May 2025.

In accordance with Bye-law 86(2) of the Bye-laws, Mr. Chen will hold office until the AGM (being the first annual general meeting after his appointment as a Director) and, being eligible, will offer himself for re-election at the AGM. Therefore, an additional ordinary resolution will be proposed at the AGM to approve the re-election of Mr. Chen as a Director (the “Additional Resolution”).

The Nomination Committee of the Company recommended to the Board the proposed re-election of Mr. Chen as an Independent Non-Executive Director, after having considered the structure, size, composition and performance of the Board with reference to the board diversity policy and the nomination policy of the Company.

Biographical details of Mr. Chen are set out below:

Mr. Chen Hong, aged 64, had been the deputy general manager of Pudong automotive project group, the vice president and the vice chairman of the board of Shanghai Automotive Industry Corporation (Group) (currently Shanghai Automotive Industry (Group) Co., Ltd.), the deputy general manager and the general manager of Shanghai General Motors Company Ltd. (currently SAIC General Motors Co., Ltd.), the president, the vice chairman of the board and the chairman of the board of SAIC Motor Corporation Limited (a company listed in Shanghai). Mr. Chen graduated from Tongji University majoring in Industrial Automation of the Department of Electrical Engineering and is a senior economist and a senior engineer.

Mr. Chen has confirmed his independence with reference to the criteria set out in rule 3.13 of the Listing Rules and that there are no factors that may affect his independence as an Independent Non-Executive Director. As at 2nd May 2025, being the latest practicable date before printing of this Supplemental Circular, Mr. Chen did not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

LETTER FROM THE BOARD

Mr. Chen has entered into a letter of appointment with the Company for a term of 3 years with effect from 9th May 2025, unless either party gives 6 months' written notice to the other to terminate the appointment before expiry of the term, and is subject to retirement by rotation in accordance with the Bye-laws. Mr. Chen does not have a service contract with the Company.

As an Independent Non-Executive Director and a member of the Risk Committee, the Strategic Development Committee and the Sustainability Committee of the Company, Mr. Chen shall receive director's emoluments in the total amount of HK\$500,000 per annum, as recommended by the Remuneration Committee of the Company with reference to his skills, knowledge, qualification, experience and responsibilities and approved by the Board. No equity-based remuneration with performance-related elements is involved. Mr. Chen's remuneration is subject to annual review by the Remuneration Committee and approval of the Board pursuant to the power granted by the Shareholders at the annual general meetings.

Save as disclosed above, there is no other information relating to Mr. Chen required to be disclosed pursuant to rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

SUPPLEMENTAL NOTICE AND THE REVISED PROXY FORM

The Original Notice and the original proxy form of the AGM enclosed with the Original Circular ("Original Proxy Form") were despatched to the Shareholders on 30th April 2025. The Supplemental Notice, which contains the Additional Resolution, is set out on pages (i) to (ii) of this Supplemental Circular. The Revised Proxy Form for use by the Shareholders at the AGM is enclosed with this Supplemental Circular and it can also be downloaded from the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.ooilgroup.com>). If you wish to exercise your right as a Shareholder, whether or not you intend to attend the AGM, you are advised to complete the Revised Proxy Form in accordance with the instructions printed thereon and deposit the same with the Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the AGM (or any postponement/adjournment thereof) (the "Closing Time"). Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the AGM (or any postponement/adjournment thereof) should you so wish and in such event, the Revised Proxy Form appointing the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

A Shareholder who has not yet deposited the Original Proxy Form with the Branch Share Registrar is requested to deposit only the Revised Proxy Form if he/she intends to appoint a proxy/proxies to attend the AGM on his/her behalf. A Shareholder who has already deposited the Original Proxy Form should note that:

- (i) if no Revised Proxy Form is deposited before the Closing Time, the Original Proxy Form (if duly completed) will be treated as a valid proxy form deposited by the Shareholder. The proxy so appointed pursuant to the Original Proxy Form will be entitled to vote in accordance with the instructions previously given by the Shareholder or at such proxy's discretion (if no such instructions are given) on any resolution properly put to the AGM, including the Additional Resolution as set out in the Supplemental Notice; and
- (ii) if the Revised Proxy Form is deposited before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously deposited by the Shareholder. The Revised Proxy Form (if duly completed) will be treated as a valid form proxy deposited by the Shareholder.

Apart from the Additional Resolution and the relevant information as set out in this Supplemental Circular, all the other matters of the AGM remain unchanged. For details of other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, closure of register of members and other relevant matters, please refer to the Original Circular and the Original Notice.

RECOMMENDATION

In addition to the recommendation contained in the Original Circular, the Directors believe that the re-election of Mr. Chen Hong as a Director as set out in this Supplemental Circular is in the best interest of the Company and the Shareholders as a whole and recommend you to vote in favour of the Additional Resolution to be proposed at the AGM.

Yours faithfully,
By order of the Board
Orient Overseas (International) Limited
WAN Min
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司*

(Incorporated in Bermuda with members' limited liability)

(Stock Code: 316)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM”) of Orient Overseas (International) Limited (the “Company”) dated 30th April 2025 (the “Original Notice”) to convene the AGM to be held on Tuesday, 27th May 2025 at 9:30 a.m. at Concord Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong.

Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 30th April 2025 (the “Original Circular”) and the supplemental circular of the Company dated 2nd May 2025 (the “Supplemental Circular”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled, to consider, and if thought fit, pass the following resolution as an ordinary resolution in addition to the ordinary resolutions set out in the Original Notice:

3. (g) To re-elect Mr. CHEN Hong as Director.

Apart from the additional ordinary resolution set out above, all the information contained in the Original Notice remains to be valid and effective.

By order of the Board
Orient Overseas (International) Limited
XIAO Junguang
Company Secretary

Hong Kong, 2nd May 2025

* For identification purpose only

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A revised proxy form containing all the proposed resolutions to be considered at the AGM, including the additional resolution numbered 3.(g), is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental Notice and the Revised Proxy Form” in the letter from the Board on pages 4 to 5 of the Supplemental Circular for arrangements on the completion and submission of the revised proxy form.
- (ii) Apart from the additional resolution numbered 3.(g) and the relevant information as set out in the Supplemental Circular, all other matters of the AGM remain unchanged. Please refer to the Original Circular for details of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, closure of register of members and other relevant matters.
- (iii) The Chinese translation of this supplemental notice is for reference only. In case of any inconsistency, the English version shall prevail.