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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Oriental Explorer Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**ORIENTAL EXPLORER HOLDINGS LIMITED****東方興業控股有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 430)****PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of the Company to be held at Units 22-28, 25/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong on Thursday, 20 January 2022 at 3:00 p.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE SGM**

In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the SGM to protect attendees from the risk of infection:

- (1) compulsory body temperature checks at the main entrance of the SGM venue;
- (2) mandatory wearing of surgical face masks by all attendees throughout the SGM;
- (3) no distribution of gifts and provision of refreshments;
- (4) limitation on the number of attendees of the SGM to avoid over-crowding; and
- (5) maintenance of appropriate distancing and spacing between seats.

Any person who (a) refuses to comply with the precautionary measures; (b) has body temperature above 37.3 degree Celsius; (c) is subject to any prescribed quarantine or has close contact with any person under quarantine; or (d) has any flu-like symptoms or is otherwise unwell, will be denied entry into or be required to leave the SGM venue at the absolute discretion of the Company as permitted by law.

For the health and safety of the Shareholders, the Company encourages Shareholders to appoint the chairman of the SGM as their proxy to exercise their right to vote at the SGM as an alternative to attending the SGM in person.

Subject to the development of the COVID-19 pandemic, the Company may implement further precautionary measures and may publish further announcement(s) on such measures when appropriate.

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## DEFINITIONS

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

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Oriental Explorer Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Elite Partners”	Elite Partners CPA Limited
“HLB”	HLB Hodgson Impey Cheng Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held at Units 22-28, 25/F, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong, on Thursday, 20 January 2022 at 3:00 p.m. or any adjournment thereof
“Share(s)”	ordinary share(s) of par value HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### ORIENTAL EXPLORER HOLDINGS LIMITED

### 東方興業控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 430)**

*Executive Directors:*

Mr. Lau Chi Yung, Kenneth (*Chairman*)

Mr. Lau Michael Kei Chi

*(Vice-Chairman and Managing Director)*

*Independent non-executive Directors:*

Mr. Lo Mun Lam, Raymond

Mr. Lo Kam Cheung, Patrick

Mr. Tsui Ka Wah

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place of*

*Business in Hong Kong:*

Units 22-28, 25/F

Tower A, Southmark

11 Yip Hing Street

Wong Chuk Hang

Hong Kong

30 December 2021

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with details of the proposed change of auditor and to give you notice of the SGM.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 22 December 2021 in relation to the proposed change of auditor of the Company.

Taking into consideration that the Company and HLB has been unable to reach a consensus on the audit fee for the financial year ending 31 December 2021, and that HLB has consecutively been the auditor of the Company for over 15 years, the Board and the Audit Committee have resolved to change the auditor of the Company to enhance auditor's independence and to maintain good corporate governance practice. On the suggestion of the Company with the above reasons, HLB has resigned as the auditor of the Company with effect from 22 December 2021. HLB has confirmed in writing that there are no matters relating to its resignation that need to be brought to the attention of the Shareholders.

Both the Board and the Audit Committee have confirmed that they are not aware of any other matters in respect of the resignation of HLB that need to be brought to the attention of the Shareholders.

On the recommendation of the Audit Committee, the Board proposes to appoint Elite Partners as the auditor of the Company to fill the casual vacancy following the resignation of HLB and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to bye-law 157 of the bye-laws of the Company, the appointment of Elite Partners is subject to approval by the Shareholders at the SGM.

In making recommendation to the Board on the appointment of Elite Partners as the auditor of the Company, the Audit Committee has taken into account, among other things, its (i) qualifications, (ii) relevant experience, (iii) resources, and (iv) fee proposal. The Audit Committee is of the view that Elite Partners has demonstrated it is capable of providing external audit services to the Company in an independent, objective, and effective manner.

To the best knowledge of the Board, HLB has not commenced any audit work on the consolidated financial statements of the Company for the financial year ending 31 December 2021. The Board expects that the proposed change of auditor will not have any significant impact on the annual audit and the release of annual results of the Company for the financial year ending 31 December 2021.

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## LETTER FROM THE BOARD

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### SGM

The Company will hold a special general meeting at Units 22-28, 25/F, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong on Thursday, 20 January 2022 at 3:00 p.m. at which an ordinary resolution will be proposed for the purpose of considering and, if thought fit, approving the appointment of Elite Partners as the auditor of the Company. The notice of the SGM is set out on pages 6 and 7 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof should you so wish.

### VOTING BY POLL

As required under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on the resolution to be proposed at the SGM will be conducted by way of poll.

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

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 17 January 2022 to Thursday, 20 January 2022 (both dates inclusive), during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the SGM, all share transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 14 January 2022.

### RECOMMENDATION

The Directors consider that the proposed appointment of Elite Partners as the auditor of the Company is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM.

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## LETTER FROM THE BOARD

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### 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 aspects and not misleading or deceptive, and that there are no other matters the omission of which would make any statement herein or this circular misleading.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board  
**Oriental Explorer Holdings Limited**  
**Lau Chi Yung, Kenneth**  
*Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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### ORIENTAL EXPLORER HOLDINGS LIMITED

### 東方興業控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 430)**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Oriental Explorer Holdings Limited (the “**Company**”) will be held at Units 22-28, 25/F, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong, on Thursday, 20 January 2022 at 3:00 p.m. to consider and, if thought fit, passing the following resolution (with or without modifications):

#### **ORDINARY RESOLUTION**

“**THAT** Elite Partners CPA Limited be appointed as the auditor of the Company to fill the casual vacancy following the resignation of HLB Hodgson Impey Cheng Limited and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorised to fix their remuneration.”

By order of the Board  
**Oriental Explorer Holdings Limited**  
**Lau Chi Yung, Kenneth**  
*Chairman*

Hong Kong, 30 December 2021

*Notes:*

1. The register of members of the Company will be closed from Monday, 17 January 2022 to Thursday, 20 January 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 14 January 2022.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjournment thereof.
3. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (excluding those members holding only one share) to attend and vote on such member’s behalf. A proxy need not be a member of the Company.



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## NOTICE OF SPECIAL GENERAL MEETING

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4. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the above meeting to protect attendees from the risk of infection:
- (1) compulsory body temperature checks at the main entrance of the meeting venue;
  - (2) mandatory wearing of surgical face masks by all attendees throughout the meeting;
  - (3) no distribution of gifts and provision of refreshments;
  - (4) limitation on the number of attendees of the meeting to avoid over-crowding; and
  - (5) maintenance of appropriate distancing and spacing between seats.

Any person who (a) refuses to comply with the precautionary measures; (b) has body temperature above 37.3 degree Celsius; (c) is subject to any prescribed quarantine or has close contact with any person under quarantine; or (d) has any flu-like symptoms or is otherwise unwell, will be denied entry into or be required to leave the meeting venue at the absolute discretion of the Company as permitted by law.