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Jinhai International Group Holdings Limited

今海國際集團控股有限公司

(Incorporated in the Cayman Islands with members' limited liability)

(Stock Code: 2225)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Jinhai International Group Holdings Limited (the “**Company**”) will be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China on Wednesday, 28 June 2023 at 3:00 p.m. (the “**2023 AGM**”) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider, receive and adopt the audited consolidated financial statements and the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2022;
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Chen Guobao as an executive director of the Company;
 - (b) to re-elect Mr. Wang Huasheng as a non-executive director of the Company;
 - (c) to re-elect Mr. Yan Jianjun as an independent non-executive director of the Company;
3. To authorize the board of directors of the Company to fix the remunerations of the directors of the Company;
4. To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and authorize the board of directors of the Company to fix its remuneration; and

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. **“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, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements, options or warrants which might require the exercise of such powers, 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 authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted 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, otherwise than pursuant to (i) a Right Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the amended and restated articles of association of the Company (the **“Articles of Association”**) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) 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 to be held by the Articles of Association or any applicable law of the Cayman Islands or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of the Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognized regulatory body or any stock exchange applicable to the Company).”

6. To consider 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 of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of the Shares which may be repurchased by the Company to the approval in paragraph (a) of this Resolution above during Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (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 to be held by the Articles of Association or any applicable law of the Cayman Islands or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

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

“**THAT**, conditional on the passing of resolution nos. 5 and 6 set out in the notice of convening this annual general meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the directors to allot shares pursuant to Resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the share in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

SPECIAL RESOLUTION

8. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT**, the second amended and restated articles of association of the Company (incorporating the proposed amendments to the existing articles of association of the Company, details of which are set out in Appendix III to the circular of the Company dated 23 May 2023 (the “**Amended and Restated Articles of Association**”), a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, 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 one of the Directors (or company secretary or the registered office provider of the Company) be and is hereby authorized to do all things necessary to implement the adoption of the Amended and Restated Articles of Association.”

By Order of the Board
Jinhai International Group Holdings Limited
Chen Guobao
Chairman of the Board and Executive Director

Hong Kong, 23 May 2023

Registered office:

Vistra (Cayman) Limited
P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road, Grand Cayman
KY1-1205 Cayman Islands

Head office and principal place of business in Singapore:

31 Sungei Kadut Avenue
Singapore 729660

Principal place of business in Hong Kong:

Room 2503, Cosco Tower
183 Queen’s Road Central
Sheung Wan, Hong Kong

Notes:

- (1) Any Shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the 2023 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Shareholder but must be present in person at the 2023 AGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
- (2) Completion and return of the form of proxy will not preclude a Shareholder from attending in person and voting at the 2023 AGM if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the 2023 AGM in person, the form of proxy will be deemed to have been revoked.
- (3) In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, at the office of the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2023 AGM or its adjournment (as the case may be).
- (4) For determining the entitlement of the Shareholders to attend and vote at the 2023 AGM, the register of shareholder of the Company (“**Register of Shareholders**”) will be closed from Thursday, 22 June 2023 to Wednesday, 28 June 2023 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the 2023 AGM, non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 21 June 2023.
- (5) The Company will adopt the following special arrangements at the 2023 AGM:
 - (i) Shareholders can view and listen to the 2023 AGM through video conference set up at Room 2503, 25th Floor, Cosco Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 28 June 2023 at 3:00 p.m. until the conclusion of the Annual General Meeting (the “**Special Arrangements**”).
 - (ii) Shareholders attending the 2023 AGM through the Special Arrangements will be able to ask questions relevant to the Company’s proposed resolutions during the 2023 AGM but they will NOT be able to vote nor counted as quorum under such arrangements.

For details of the Special Arrangements, please refer to Appendix IV to the circular of the Company dated 23 May 2023.

- (6) In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the poll results of the 2023 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

- (7) In case of joint holders of a Share, any one of such joint holders may vote at the 2023 AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2023 AGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Shareholders in respect of such Share shall alone be entitled to vote in respect thereof.
- (8) Reference to time and dates in this Notice are to Hong Kong time and dates.
- (9) Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the 2023 AGM arrangements at short notice. Shareholders should check any future announcements which the Company may publish on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jin-hai.com.hk).
- (10) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. Chen Guobao and Mr. Wang Zhenfei; the non-executive Directors are Mr. Li Yunping and Mr. Wang Huasheng; and the independent non-executive Directors are Mr. Yan Jianjun, Mr. Fan Yimin and Ms. Yang Meihua.