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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)

PROPOSED ADOPTION OF THE SHARE OPTION SCHEME

The Board is pleased to announce that the Board has resolved to propose the adoption of the Share Option Scheme for the approval by the Shareholders at the EGM. The Share Option Scheme is a share scheme prepared in accordance with Chapter 17 of the Listing Rules.

The purposes of the Share Option Scheme are (i) to provide eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage eligible participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole; (ii) to motivate eligible participants to contribute to the success of the Group's operations; and (iii) to provide the Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to eligible participants.

The adoption of the Share Option Scheme will take effect upon satisfaction of the following conditions:

- (i) the passing by the Shareholders at a general meeting of the Company of an ordinary resolution to approve the adoption of the Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares representing the scheme mandate limit of the Share Option Scheme to be allotted and issued by the Company pursuant to the exercise of any Option which may be granted under the Share Option Scheme in accordance with the terms and conditions of the Share Option Scheme.

APPLICATION FOR LISTING

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued and allotted upon the exercise of the Options which may be granted under the Share Option Scheme.

EGM

The EGM will be convened to consider and, if thought fit, among others, approve the adoption of the Share Option Scheme.

A circular of the Company containing, among others, (i) details of the principal terms of the Share Option Scheme; and (ii) a notice convening the EGM, will be despatched to the Shareholders in accordance with the requirements under the Listing Rules in due course.

As at the date of this announcement, the Share Option Scheme remains subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

DEFINITIONS

“Board”	the board of Directors;
“Company”	Jinhai International Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2225);
“Director(s)”	the director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company to be held and convened for the purpose of, among others, considering and, if thought fit, approving the adoption of the Share Option Scheme;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“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 as amended from time to time;
“Option(s)”	right granted for the subscription of Share(s) pursuant to the Share Option Scheme;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);

“Share Option Scheme” the share option scheme proposed to be adopted by the Company at the EGM; and

“Stock Exchange” The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 4 December 2023

As at the date of this announcement, the Board comprises eight Directors, of which three are executive Directors, namely Mr. Chen Guobao, Mr. Wang Zhenfei and Mr. Li Yunping; two are non-executive Directors, namely Mr. Wang Huasheng and Mr. Yu Mingyang; and three are independent non-executive Directors, namely Mr. Yan Jianjun, Mr. Fan Yimin and Ms. Yang Meihua