

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

VOLUNTARY ANNOUNCEMENT RESOLVING OF HIGH CONCENTRATION OF SHAREHOLDING

This is a voluntary announcement made by Jinhai International Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to inform the shareholders (the “**Shareholders**”) and potential investors (the “**Potential Investors**”) of the Company of the shareholding structure of the Company as at 13 December 2023.

This announcement is made in response to the shareholding concentration announcement dated 29 July 2021 (the “**SFC Announcement**”) and issued in respect of the Company by the Securities and Futures Commission (the “**SFC**”) regarding the then high concentration of shareholding in the Company as at 19 July 2021.

BACKGROUND

According to the SFC Announcement, as at 19 July 2021, a group of 19 Shareholders held an aggregate of 537,740,000 shares of the Company (the “**Shares**”), representing approximately 43.72% of the then issued Shares. Such shareholding, together with 632,500,000 Shares (representing approximately 51.42% of the then issued Shares) held by the controlling shareholder, represented approximately 95.14% of the then issued Shares as at 19 July 2021. Therefore, only 59,760,000 Shares (representing approximately 1.80% of the then issued Shares) were held by other Shareholders.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to remind the Shareholders and Potential Investors that the information disclosed in the SFC Announcement only reflected the shareholding structure of the Company as at 19 July 2021, and is not representative of the current shareholding structure of the Company.

ANALYSIS OF THE BOARD

In order to enhance the transparency of the shareholding structure of the Company, the Board has conducted an analysis of the shareholding structure of the Company based on the information provided by an independent service provider engaged by the Company (the “**Analysis**”). To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the updated shareholding structure of the Company as at 13 December 2023 is as follows:

Shareholders	Number of Shares held (Shares)	% of total number of issued Shares (%)
Full Fortune International Co., Ltd ⁽¹⁾	632,500,000	48.94
A group of 17 individual, corporate and institutional Shareholders which held 10,000,000 Shares to less than 100,000,000 Shares	427,535,000	33.08
A group of 20 individual, corporate and institutional Shareholders which held 1,000,000 Shares to less than 10,000,000 Shares	65,935,000	5.10
Other Shareholders ⁽²⁾	166,530,000	12.88
Total	1,292,500,000	100

Notes:

1. The entire issued share capital of Full Fortune International Co., Ltd is beneficially owned by Mr. Chen Guobao (“**Mr. Chen**”), chairman of the Board and executive Director. Ms. Jiang Xiahong is the spouse of Mr. Chen and is therefore deemed to be interested in all the Shares held by Mr. Chen through his controlled corporation by virtue of the SFO.
2. Other Shareholders comprised (i) those identified under the Analysis to be each holding less than 1,000,000 Shares and in aggregate, holding 13,690,610 Shares, representing approximately 1.06% of the total issued Shares; and (ii) those that cannot be individually identified under the Analysis.

As set out in the above shareholding structure of the Company, as at 13 December 2023, 632,500,000 Shares were held by Full Fortune International Co., Ltd, representing approximately 48.94% of the total issued Shares in aggregate. Save for aforementioned, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, as at 13 December 2023, approximately 87.12% of the issued Shares were held by over 38 identified Shareholders (each holding 1,000,000 Shares or more and inclusive of Full Fortune International Co., Ltd) and the remaining approximately 12.88% of the issued Shares were held by other Shareholders.

To further demonstrate that the Company’s shareholding is no longer highly concentrated, the Company summarised, based on the Analysis, the percentage shareholdings of its top Shareholders as at 13 December 2023 as follows:

	Percentage of total number of issued Shares
Top 10 Shareholders	70.74%
Top 20 Shareholders	83.11%

ACTIONS TAKEN SINCE THE PUBLICATION OF THE SFC ANNOUNCEMENT

Since the publication of the SFC Announcement, actions have been taken to diversify the shareholding structure of the Company. The Board notes that the Company has formulated an investor relations plan, including increasing interactions with existing shareholders and potential investors, investment banks, brokers and other institutional investors. In addition, on 25 September 2023, the Company and several investors entered into subscription agreements, pursuant to which, an aggregate of 62,500,000 Shares were issued to eight investors at the issue price of HK\$1.60 per Share. Please refer to the announcements of the Company dated 25 September 2023 and 18 October 2023 for further details.

The Board considers that the above-mentioned actions contributed to the broadening of the shareholding base of the Company, and the shareholding structure of the Company has been diversified, instead of being highly concentrated, as compared to that as at 19 July 2021.

CONCLUSION

In light of the above, the Company is of the view that the concern over the high shareholding concentration as mentioned in the SFC Announcement has been resolved and the high shareholding concentration of the Company as at 19 July 2021 as stated in the SFC Announcement should not be used as a basis for evaluating the current status of the shareholding structure of the Company.

Based on the results of the Analysis of the shareholding structure of the Company as at 13 December 2023 and the information available, the Board is satisfied that (i) the then high concentration of shareholding in the Company as at 19 July 2021 as stated in the SFC Announcement no longer exists; and (ii) there is no concentration of shareholding of the Company in the hands of a limited number of Shareholders as at 13 December 2023.

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

Hong Kong, 29 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.