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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Jinhai International Group Holdings Limited 今海國際集團控股有限公司 (the “**Company**”) will be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China at 4:00 p.m. on Monday, 19 February 2024 to consider and, if thought fit, passing, with or without modifications, the following resolution. Unless otherwise defined, capitalised terms defined in the circular dated 30 January 2024 shall have the same meanings when used in this notice.

ORDINARY RESOLUTION

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

“**THAT** the grant of 71,087,500 options to Mr. Liu Lei entitling him to subscribe for 71,087,500 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Share(s)**”) at an exercise price of HK\$2.54 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 30 January 2024 (the “**Circular**”)) under and pursuant to the share option scheme of the Company adopted by a resolution of the shareholders of the Company on 29 December 2023 (the “**Share Option Scheme**”) and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the above-mentioned share options to Mr. Liu Lei and the issue of the Shares upon the exercise of such share options by him, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

By Order of the Board

Jinhai International Group Holdings Limited

Chen Guobao

Chairman of the Board and executive Director

Hong Kong, 30 January 2024

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 entitled to attend and vote at the EGM 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 EGM 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 EGM if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the EGM 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 EGM or its adjournment (as the case may be).
4. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of shareholders of the Company ("**Register of Shareholders**") will be closed from Thursday, 15 February 2024 to Monday, 19 February 2024 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, 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. (Hong Kong time) on Wednesday, 14 February 2024.
5. In compliance with Rule 13.39(4) of the Listing Rules, voting on the proposed resolution set out in this notice will be taken by way of a poll. The Company will announce the poll results of the EGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.
6. In case of joint holders of a Share, any one of such joint holders may vote at the EGM, 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 EGM 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.

7. Reference to time and dates in this notice are to Hong Kong time and dates.
8. 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 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.