THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any 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, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jiading International Group 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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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嘉鼎國際集團
JIADING INTL GP 股份代碼：HK08153

JIADING INTERNATIONAL GROUP HOLDINGS LIMITED
嘉鼎國際集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08153)

PROPOSALS FOR (1) GRANTING OF THE GENERAL MANDATE AND REPURCHASE MANDATE TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; (3) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Jiading International Group Holdings Limited (the "**Company**") to be held at Conference room, 9/F., 33 Des Voeux Road Central, Central, Hong Kong on Friday, 19 September 2025 at 11:00 a.m. is set out on pages 20 to 24 of this circular.

A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. The completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

This circular will remain on the Stock Exchange website at www.hkexnews.hk on the "Latest Company Announcements" page and the Company's website at www.jiadingint.com for at least 7 days from the date of its posting.

25 August 2025

Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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Set out below is the expected timetable for the implementation of the Share Consolidation and Change in Board Lot Size:

Latest time for lodging transfers of Shares in order to qualify for AGM	4:30 p.m. on Friday, 12 September 2025
Register of members closes (both days inclusive)	From Monday, 15 September 2025 to Friday, 19 September 2025
Latest time for lodging proxy form	11:00 a.m. on Wednesday, 17 September 2025
Record date for AGM	Friday, 19 September 2025
Date of AGM	11:00 a.m. on Friday, 19 September 2025
Announcement on results of AGM	Friday, 19 September 2025
Register of members re-opens	Monday, 22 September 2025
Effective date for the Share Consolidation	Tuesday, 23 September 2025
First day for free exchange of existing share certificates for new share certificates	Tuesday, 23 September 2025
Dealing in Consolidated Shares commences	9:00 a.m. on Tuesday, 23 September 2025
Original counter for trading in Shares in board lots of 10,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 23 September 2025
Temporary counter for trading in Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 23 September 2025
Original counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Thursday, 9 October 2025

Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Thursday, 9 October 2025
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares	9:00 a.m. on Thursday, 9 October 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares	4:00 p.m. on Thursday, 30 October 2025
Temporary counter for trading in Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 30 October 2025
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates closes	4:10 p.m. on Thursday, 30 October 2025
Last day for free exchange of existing share certificates for new share certificates	Monday, 3 November 2025

All times and dates in this circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified in this circular for events in the timetable for the Share Consolidation is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by Shareholders at the AGM, and is therefore for indicative purpose only.

In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

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

"AGM"	the annual general meeting of the Company to be held on Friday, 19 September 2025 at 11:00 a.m. at Conference room, 9/F., 33 Des Voeux Road Central, Central, Hong Kong to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof
"AGM Notice"	the notice convening the AGM set out on pages 20 to 24 of this circular
"associate"	has the meaning ascribed to it under the GEM Listing Rules
"Board"	the board of Directors
"Bye-laws(s)"	the bye-laws of the Company as amended from time to time
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Change in Board Lot Size"	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Shares to 5,000 Consolidated Shares
"close associate(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Companies Act"	the Companies Act 1981 of Bermuda in effect from time to time, as amended from time to time
"Company"	Jiading International Group Holdings Limited 嘉鼎國際集團控股有限公司, a company incorporated under the laws of Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 08153)
"Consolidated Shares"	ordinary share(s) of par value HK$0.002 each in the issued share capital of the Company after the Share Consolidation becoming effective

"core connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	any person who is a director (including non-executive director and independent non-executive director) of the Company
"Extension Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	the general mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
"General Rules of HKSCC"	the General Rules of HKSCC regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and all of its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	22 August 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

"Nomination Committee"	the nomination committee of the Company
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.0001 each in the share capital of the Company
"Shareholder(s)"	the registered holder(s) of the issued Share(s) and/or the Consolidated Share(s)
"Share Consolidation"	the proposed consolidation of every 20 issued and unissued Shares into 1 Consolidated Share in the issued and unissued share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
"Terminated Option Scheme"	the Company's share option scheme adopted on 27 March 2020 and terminated on 6 April 2023
"Treasury Shares"	has the meaning ascribed to it under the GEM Listing Rules
"%"	per cent.

JIADING INTERNATIONAL GROUP HOLDINGS LIMITED
嘉鼎國際集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08153)

Executive Directors:
Mr. MOU Zhongwei
Mr. CHAN Tat Lin

Independent non-executive Directors:
Mr. LUI Chi Kin
Mr. SHIN Ho Chuen
Ms. LI Hiu Wah

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
Room 2004B
Kai Tak Commercial Building
317-319 Des Voeux Road Central
Hong Kong

25 August 2025

To the Shareholders,

Dear Sir/Madam,

PROPOSALS FOR (1) GRANTING OF THE GENERAL MANDATE AND REPURCHASE MANDATE TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; (3) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following proposals to be put forward at the AGM for your consideration and if thought fit, the approval of (i) the General Mandate and Repurchase Mandate; (ii) the proposed re-election of retiring Directors; (iii) the proposed Share Consolidation and Change in Board Lot Size; and to give you notice of the AGM.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution no. 5 will be proposed to grant a general mandate to the Directors to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the issued Shares (excluding any Treasury Shares) as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution no. 7 will further be proposed to grant the Directors a general mandate to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 385,168,623 Shares in issue. Subject to the passing of the ordinary resolutions for the approval of the General Mandate at the AGM and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 77,033,724 Shares during the period in which the General Mandate remains in force.

REPURCHASE MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution no. 6 will also be proposed to grant the Directors an repurchase mandate to repurchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the issued Shares (excluding any Treasury Shares) as at the date of granting of the Repurchase Mandate.

As at the Latest Practicable Date, the Company has an aggregate of 385,168,623 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 38,516,862 Shares during the period in which the Repurchase Mandate remains in force.

Each of the General Mandate (including the Extension Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the General Mandate (including the Extension Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company following the AGM; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the Extension Mandate) or the Repurchase Mandate (as the case

may be) by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company, whichever occurs first. As at the Latest Practicable Date, the Company has no intention to issue or repurchase any shares under the General Mandate or the Repurchase Mandate.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Pursuant to Bye-laws 87(2), a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly Mr. Mou Zhongwei, Mr. Lui Chi Kin and Mr. Shin Ho Chuen shall retire from office at the AGM and being eligible, offer themselves for re-election at the AGM.

Further pursuant to Bye-law 86(2), any Director appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Since Mr. Chan Tat Lin and Ms. Li Hiu Wah were appointed by the Board on 28 February 2025 and 16 October 2024 respectively, they shall retire at the AGM and being eligible offer themselves for re-election.

Accordingly all existing Directors shall retire from office at the AGM and being eligible, offer themselves for re-election at the AGM.

Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah have confirmed in writing (i) their independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules which also cover their immediate family members; (ii) they have no past or present financial or other interest in the business of the Group or connection with any core connected person of the Company, and (iii) there are no other factors that may affect their independence at the time of their appointments. Both the Nomination Committee and the Board are satisfied with their independence. Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah have provided valuable contributions and insights to the Board. The Nomination Committee has considered the experience, skills and expertise of Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah as well as the overall board diversity according to the Board's diversity policy. The Board, based on the recommendation of the Nomination Committee, believes that Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah will continue to provide valuable insights and contribute to diversity to the Board and should be re-elected.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

SHARE CONSOLIDATION

The Directors proposed to implement the Share Consolidation on the basis that every 20 issued and unissued Shares of par value HK$0.0001 each will be consolidated into 1 issued Consolidated Share of par value HK$0.002 each.

Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorized share capital of the Company consist of HK$100,000,000 divided into 1,000,000,000,000 Shares of par value HK$0.0001 each, of which 366,827,260 Shares are in issue and fully paid. After the Share Consolidation becoming effective, the authorized share capital in ordinary shares of the Company will be HK$100,000,000 divided into 50,000,000,000 Consolidated Shares of par value HK$0.002 each, of which 18,341,363 Consolidated Shares will have been issued and fully paid.

The Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's memorandum and bye-laws. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate action or arrangement in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and there is no agreement, arrangement, understanding and negotiation (concluded or otherwise) entered into by the Company for any potential fund raising activities in the next 12 months. However, the Board does not rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

(1) the passing of a special resolution by the Shareholders to approve the Share Consolidation at the AGM;

(2) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares to be in issue; and

(3) the compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the GEM Listing Rules to effect the Share Consolidation.

Listing application

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation taking effect.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has outstanding options granted under the Terminated Option Scheme having the right to subscribe for 2,738,494 Shares. There is no mandate under the Terminated Option Scheme to issue further options thereunder. The Company will engage the auditors of the Company or an independent financial advisor to determine according to the Terminated Option Scheme any adjustments required to be made in respect of the exercise price and/or the number of shares subject to the options as a result of the Share Consolidation. It is expected that as a result of the Share Consolidation, the number of shares to be issued pursuant to the outstanding options would be reduced by a factor of 20 to 136,924 and

the exercise price of the said options would be increased by a factor of 20. The Company will make further announcements about the adjustments in due course. Save as disclosed above, as at the date of this circular, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares. After the Share Consolidation becomes effective, the scheme mandate for granting options under the new share option scheme of the Company adopted on 6 April 2023 shall be adjusted from 7,642,281 to 382,114. As at the Latest Practicable Date, no option has been granted thereunder.

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Shares are currently traded on the Stock Exchange in the board lot size of 10,000 Shares. Conditional upon the Share Consolidation becoming effective, the Board proposed to change the board lot size for trading in the Consolidated Shares to 5,000 Consolidated Shares. Based on the closing price of HK$0.083 per Share (equivalent to the theoretical closing price of HK$1.66 per Consolidated Share) on 5 August 2025, (i) the market value of each board lot of 10,000 Shares is HK$830; (ii) the market value of each board lot of 10,000 Consolidated Shares would be HK$16,600, upon the Share Consolidation becoming effective; and (iii) the market value of each board lot of 5,000 Consolidated Shares would be HK$8,300 upon the Change in Board Lot Size becoming effective.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

According to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. According to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, (i) any trading price less than HK$0.10 will be considered as approaching the extremities of HK$0.01; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK$2,000.

The Company's share prices have remained below HK$0.10 and the value of each board lot has remained below HK$2,000 for a significant period of time during the past 6 months. In view of the significant period of share prices approaching extremity, the proposed Share Consolidation is justified to increase the corresponding share prices and to facilitate trading activities.

The Change in Board Lot Size will lower the value of each board lot and attract more investors and broaden its Shareholder base, thus enhance the liquidity in trading of the Consolidated Shares.

Based on the closing share price of HK$0.05 on the Latest Practicable Date, (i) the proposed Share Consolidation and Change in Board Lot Size will result in the increase of the value of each board lot from HK$500 to HK$5,000 and (ii) the theoretical closing price of the Consolidated Share would be HK$1.00. In determining the consolidation ratio of 20:1, the Board has taken into account of (i) the generally downward trend in the historical trading prices of the Shares for the past years, (ii) the Company's continuing obligations to comply with Rule 17.76 of the GEM Listing Rules and (iii) the costs involved for implementing share consolidation. The Board considers that the consolidation ratio is appropriate and in the interest of the Company and its Shareholders as a whole.

Accordingly, the Board is of the view that the Share Consolidation and Change in Board Lot Size are in the interest of the Company and the Shareholders as a whole.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Cheong Lee Securities Limited to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Thursday, 9 October 2025 to market closing time on Thursday, 30 October 2025 (both days inclusive). Shareholders who wish to use this matching services should contact Ms Linda Yu of Cheong Lee Securities Limited at Unit B 16/F Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong or at the telephone number (852) 3426 6338 during office hour (i.e. 9:00 a.m. to 5:00 p.m. from Monday to Friday) during such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

EXCHANGE OF SHARE CERTIFICATES

The new share certificates will be in the colour of green in order to distinguish them from the existing share certificates which are orange in colour. Subject to the Share Consolidation becoming effective, Shareholders may during the prescribed period submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for certificates of the Consolidated Shares (on the basis of 20 existing Shares for 1 Consolidated Share) within the prescribed time. Thereafter, certificates of Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 30 October 2025, trading will only be in Consolidated Shares and existing share certificates for the Shares will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

AGM

A notice convening the AGM is set out on pages 20 to 24 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed General Mandate (including the Extension Mandate), Repurchase Mandate, the proposed re-election of Directors and the proposed Share Consolidation.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the poll in the manner prescribed by the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes that the proposed General Mandate (including the Extension Mandate) and Repurchase Mandate, the proposed re-election of Directors and the proposed Share Consolidation as set out in the Notice of AGM are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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

Yours faithfully
For and on behalf of the Board of
JIADING INTERNATIONAL GROUP HOLDINGS LIMITED
Chan Tat Lin
Executive Director

This Appendix serves as an explanatory statement, as required under 13.08 of the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

The GEM Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. MAXIMUM NUMBER OF SHARES TO BE REPURCHASED

As at the Latest Practicable Date, the issued share capital of the Company comprised 385,168,623 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 38,516,862 fully paid Shares, representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

To the extent that any Treasury Shares are deposited with the CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with Bermuda law and the memorandum of association of the Company and the Bye-laws.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2025, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2024		
August	0.129	0.086
September	0.140	0.091
October	0.249	0.120
November	0.280	0.122
December	0.229	0.136

	Highest *HK$*	Lowest *HK$*
2025		
January	0.181	0.134
February	0.160	0.077
March	0.370	0.073
April	0.121	0.086
May	0.235	0.085
June	0.510	0.093
July	0.113	0.074
August (up to the Latest Practicable Date)	0.087	0.044

6. COMPLIANCE BY THE DIRECTORS

The Directors will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of Bermuda and in accordance with the memorandum and Bye-laws of the Company. The Directors confirm that neither the explanatory statement set out in this Appendix nor the proposed share repurchase has any unusual features.

7. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, as defined in the GEM Listing Rules, the Company has no substantial Shareholder. An exercise of the Repurchase Mandate in full will not result in any of the Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

The details of the Directors proposed to be re-elected and appointed (as the case may be) are set out as follows:

Executive Directors

Mr. Mou Zhongwei ("Mr. Mou"), aged 68, has been appointed as an executive director of the Company on 19 August 2020. Mr. Mou has been appointed as the Chairman of the Board on 16 September 2022, and the chairman of the nomination committee of the Company. He was the authorised representative of the Company under Rule 5.24 of the GEM Listing Rules and the authorised representative of the Company under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) between September 2022 to February 2025.

Mr. Mou is currently the chairman of Hainan Xinshanghe Investment Holdings Co., Ltd., Hainan Shanghe Chaodian New Energy Technology Co., Ltd. and Hainan Shanghe Aviation Intelligent Technology Co., Ltd. Mr. Mou has many years of experience in the new technology industry and accumulated extensive knowledge in the related business.

The Company has entered into a service contract as an executive director with Mr. Mou in respect of his appointment for a term of two year commencing on date of appointment and could be terminated by either party giving one-month prior notice. Mr. Mou is entitled to a remuneration of HK$20,000 per month which will be subject to review by the Board based on the recommendation from the remuneration committee of the Company with reference to his qualification, duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. He shall be subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Mou does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

As at the Latest Practicable Date hereof and save as disclosed above, (i) Mr. Mou does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) Mr. Mou does not hold any other position in the Group; (iii) Mr. Mou does not have any relationship with other directors, senior management, substantial or controlling Shareholders; and (iv) there are no other matters concerning him that need to be brought to the attention of the Shareholders nor is there any information relating to him that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chan Tat Lin ("Mr. Chan"), aged 39, has been appointed as executive Director, the authorised representative under Rule 5.24 of the GEM Listing Rules and the authorised representative under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) of the Company on 28 February 2025.

Mr. Chan currently serves as the director of Checkpoint Fitness & Yoga Co. Limited, a position he has held since 2016. Mr. Chan has extensive experience in the wellness sector, particularly in fostering team collaboration and enhancing customer experiences.

There is no service contract between Mr. Chan and the Company. Mr. Chan's appointment has no fixed term and is subject to retirement and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Mr. Chan is entitled to receive a director's fee of HK$10,000 per month which is determined based on market rate and the time, effort and expertise to be exercised on the Group's affairs.

As at the Latest Practicable Date hereof and save as disclosed above, (i) Mr. Chan does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) Mr. Chan does not hold any other position in the Group; (iii) Mr. Chan does not have any relationship with other directors, senior management, substantial or controlling Shareholders; and (iv) there are no other matters concerning him that need to be brought to the attention of the Shareholders nor is there any information relating to him that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Independent non-executive Directors

Mr. Lui Chi Kin, aged 41, has been appointed as an independent non-executive Director on 21 September 2022 and chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. He is a member of the Hong Kong Institute Certified Public Accountants with practicing qualification. He obtained his degree of BBA (Hons) in Accountancy from the Hong Kong Polytechnic University in 2008. Mr. Lui had worked as an auditor for H. C. Watt & Company Limited, BDO Limited and Edward Lau & Company. He has rich experience in providing auditing to listed companies as well as multinational corporations for more than ten years. Mr. Lui is the managing director of UP CPA & Co., Certified Public Accountants (Practising) and Union Professional Limited since 2017.

Mr. Lui did not hold any other directorship in any public listed companies in the last three years. There is no service contract between Mr. Lui and the Company. Mr. Lui's appointment has no fixed term and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Lui is entitled to a remuneration of HK$10,000 per month which was determined based on market rate and the time, effort and expertise to be exercised on the Group's affairs. Save as disclosed, Mr. Lui does not hold any other positions in the Group. Mr. Lui has no relationship with any directors, senior management or substantial or controlling Shareholder. As at the Latest Practicable Date, Mr. Lui does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). There is no information to be disclosed by Mr. Lui pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the Shareholders.

Mr. SHIN Ho Chuen ("Mr. Shin"), aged 36, has been appointed as an independent non-executive Director, a member of the audit committee, remuneration committee and nomination committee of the Company on 16 February 2023.

Mr. Shin has over ten years of law related working experience. Mr. Shin was employed by David Fong & Co. as an assistant solicitor from July 2016 to July 2020 and he has been a partner of the firm since August 2020. Mr. Shin obtained a bachelor of laws degree and a postgraduate certificate in laws from The Chinese University of Hong Kong in November 2012 and July 2013, respectively. He was admitted as a solicitor in Hong Kong in March 2016.

Since March 2022, Mr. Shin has been an independent director of Onion Global Limited (OGBLY: US), a company currently listed on U.S. OTC Markets. Mr. Shin is currently an independent non-executive director of FingerTango Inc. (Stock Code: 6860) since August 2023, a company listed on the Main Board of the Stock Exchange.

Save as aforesaid, Mr. Shin did not hold any other directorship in any public listed companies in the last three years. There is no service contract between Mr. Shin and the Company. Mr. Shin's appointment has no fixed term and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Shin is entitled to a remuneration of HK$10,000 per month which was determined based on market rate and the time, effort and expertise to be exercised on the Group's affairs. Save as disclosed, Mr. Shin does not hold any other positions in the Group. Mr. Shin has no relationship with any directors, senior management or substantial or controlling Shareholder. As at the Latest Practicable Date, Mr. Shin does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). There is no information to be disclosed by Mr. Shin pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the Shareholders.

Ms. LI Hiu Wah ("Ms. Li"), aged 39, has been appointed as the independent non-executive Director, the chairman of the remuneration committee, and a member of each of the audit committee and the nomination committee of the Company on 16 October 2024, Ms. Li holds a bachelor's degree in Professional Accounting from the Open University of Hong Kong. She is a member of the Hong Kong Institute of Certified Public Accountants. She possesses over 16 years of experience finance & accounting, process improvement and ERP projects in exhibition and luxury retail businesses. She is also experienced in leading multi finance teams in Hong Kong and other Asian cities, and worked closely to other regions in United Kingdom, United States, Italy and India. She is now an assistant manager in a private entrepreneurial company based in Hong Kong.

Ms. Li did not hold any other directorship in any public listed companies in the last three years. There is no service contract between Ms. Li and the Company. Ms. Li's appointment has no fixed term and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Ms. Li is entitled to a remuneration of HK$10,000 per month which was determined based on market rate and the time, effort and expertise to be exercised on the Group's affairs. Save as disclosed, Ms. Li does not hold any other positions in the Group. Ms. Li has no relationship with any directors, senior management or substantial or controlling Shareholder. As at the Latest Practicable Date, Ms. Li does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). There is no information to be disclosed by Ms. Li pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the Shareholders.

JIADING INTERNATIONAL GROUP HOLDINGS LIMITED
嘉鼎國際集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08153)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Jiading International Group Holdings Limited 嘉鼎國際集團控股有限公司 (the "**Company**") will be held at Conference room, 9/F., 33 Des Voeux Road Central, Central, Hong Kong on Friday, 19 September 2025 at 11:00 a.m. to consider the following matters and if thought fit, to pass the following:

AS ORDINARY RESOLUTIONS:

1. To consider, receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2025;

2. (a) To re-elect Mr. Mou Zhongwei as an executive Director;

   (b) To re-elect Mr. Chan Tat Lin as an executive Director;

   (c) To re-elect Mr. Lui Chi Kin as an independent non-executive Director;

   (d) To re-elect Mr. Shin Ho Chuen as an independent non-executive Director; and

   (e) To re-elect Ms. Li Hiu Wah as an independent non-executive Director;

3. To authorise the board of directors of the Company (the "**Directors**") to fix the respective Directors' remuneration;

4. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company;

5. "**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares of the Company (including any sale or transfer of treasury shares) and to make or grant offers, agreements and options, including warrants to subscribe for the unissued shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph 5(a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the "**Bye-laws**") in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20% of the aggregate number of issued shares of the Company (excluding any treasury shares) on the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of shares of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph 5(a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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 by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) (the "**Companies Act**") or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

"**Rights Issue**" means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of 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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

6. "**THAT**:

(a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the shares on the Stock Exchange or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph 6(a) during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph 6(a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of 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 by the Bye-laws, the Companies Act or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

7. "**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution."

8. "**THAT** subject to and conditional upon (i) the granting of approval by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for the listing of, and permission to deal in, the Consolidated Shares (as defined below) of the Company and (ii) compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the Rules Governing the Listing of Securities on GEM to effect the Share Consolidation (as defined below), with effect from the second trading day of the Stock Exchange immediately following the date on which this resolution is passed or the date on which the aforesaid conditions are fulfilled (whichever is the later):

(a) every twenty (20) issued and unissued ordinary shares of par value HK$0.0001 each in the share capital of the Company be consolidated into one (1) ordinary share of par value HK$0.002 (each a "**Consolidated Share**"), such Consolidated Shares ranking pari passu in all respects with each other (the "**Share Consolidation**"); and

(b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the Share Consolidation.

Yours faithfully
For and on behalf of the Board of
JIADING INTERNATIONAL GROUP HOLDINGS LIMITED
Chan Tat Lin
Executive Director

Hong Kong, 25 August 2025

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
Room 2004B
Kai Tak Commercial Building
317-319 Des Voeux Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.

3. Any voting at the annual general meeting shall be taken by poll.

4. The register of members of the Company will be closed from Monday, 15 September 2025 to Friday, 19 September 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all share transfers accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 September 2025 for such purpose.

5. As at the date hereof, the executive Directors are Mr. Mou Zhongwei and Mr. Chan Tat Lin and the independent non-executive Directors are Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah.