
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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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 AND (3) 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 Wednesday, 30 September 2026 at 11:00 a.m. is set out on pages 16 to 20 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.jiadingintl.com for at least 7 days from the date of its posting.

9 September 2026

CHARACTERISTICS OF GEM

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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DEFINITIONS

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 Wednesday, 30 September 2026 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 16 to 20 of this circular
“associate”	has the meaning ascribed to it under the GEM Listing Rules
“Audit Committee”	the audit committee of the Company
“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
“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)
“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

DEFINITIONS

“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”	4 September 2026, 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

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.002 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)
“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
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. CHAN Tat Lin

Mr. CHAN Pak San

Non-executive Director:

Mr. LONG Xueqing

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

9 September 2026

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
AND
(3) 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; and to give you notice of the AGM.

LETTER FROM THE BOARD

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 41,595,175 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 8,319,035 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 41,595,175 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 4,159,517 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

LETTER FROM THE BOARD

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. Lui Chi Kin and Ms. Li Hiu Wah 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 Pak Sun and Mr. Long Xueqing were appointed by the Board on 9 January 2026 and 15 June 2026 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 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 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 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 and Ms. Li Hiu Wah will continue to provide valuable insights and contribute to diversity to the Board and should be re-elected.

LETTER FROM THE BOARD

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

RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 March 2026 were audited by ZHONGHUI ANDA CPA Limited whose term of office will expire upon AGM. Upon the recommendation of the Audit Committee, the Board proposed to re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

The audit fee payable to ZHONGHUI ANDA CPA Limited for providing audit services to the Company for the year ending 31 March 2027 is estimated to be approximately HK\$600,000 to HK\$850,000. Such estimated audit fee is made by ZHONGHUI ANDA CPA Limited was determined after taking into account factors including the historical audit fees, the business scope and size of operations of the Group remains substantially similar to the prior year, no material variation on the expected scope of the audit, and the level and composition of professional staff to be deployed.

The Board considers that the estimated audit fee is fair and reasonable based on the information presently available. The final audit fee may be adjusted if there is a material change in the basis or assumptions upon which the estimated audit fee was determined, including any material change in the scope of the audit work or other relevant circumstances arising in the course of the audit. Save for such material changes, the final audit fee is not expected to differ materially from the estimated audit fee disclosed above. As ZHONGHUI ANDA CPA Limited is familiar with the Group's financial position and affairs, the Board considers that the re-appointment of auditor is in the best interests of the Company and the Shareholders as a whole.

AGM

A notice convening the AGM is set out on pages 16 to 20 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 and the proposed re-election of Directors.

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.

LETTER FROM THE BOARD

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 and the proposed re-election of Directors 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 41,595,175 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 4,159,517 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 2026, 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
September	1.080*	0.840*
October	1.100	0.890
November	0.850	0.650
December	0.840	0.580

	Highest HK\$	Lowest HK\$
2026		
January	0.850	0.600
February	1.090	0.740
March	1.560	0.760
April	0.910	0.800
May	0.950	0.820
June	0.870	0.660
July	0.750	0.600
August	0.740	0.610
September (up to the Latest Practicable Date)	0.705	0.580

Note:

* Adjusted to take into account of the share consolidation with effect from 23 September 2025.

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. Chan Pak San (“**Mr. Chan**”) aged 32, has been appointed as an executive Director on 15 June 2026. Mr. Chan obtained a master’s degree of Business Administration in International Business & Finance from University of the West of Scotland. He was executive director of Guoen Holdings Limited (stock code: 8121) from August 2021 to August 2022, a company listed on GEM of the Exchange. Mr. Chan has extensive experience in the field of E-commerce, corporate finance, management and investment.

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 of the Company. Mr. Chan is entitled to receive a director’s fee of HK\$30,000 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, Mr. Chan 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. 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.

Non-executive Director

Mr. Long Xueqing (“**Mr. Long**”), aged 50, has been appointed as a non-executive Director on 9 January 2026. Mr. Long holds a bachelor’s degree from Wuhan University in 2001. From 2001 to 2015, he served as the Deputy Head of the Finance Department of Shenzhen People’s Hospital. He has then been appointed as the manager of the sales department of Shenzhen Sanlongyu Technology Co., Ltd. since August 2015 and, since 2016, has also served as the Regional Manager (Southern Region) of Philips Healthcare (China).

There is no service contract between Mr. Long and the Company. Mr. Long’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 of the Company. Mr. Long 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, Mr. Long 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. Long 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. Long does not hold any other position in the Group; (iii) Mr. Long 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 42, 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.

Ms. Li Hiu Wah (“**Ms. Li**”), aged 40, 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 Wednesday, 30 September 2026 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 2026;
2.
 - (a) To re-elect Mr. Chan Pak Sam as an executive Director;
 - (b) To re-elect Mr. Long Xueqing as a non-executive Director;
 - (c) To re-elect Mr. Lui Chi Kin as an independent non-executive Director; and
 - (d) 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;

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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

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- (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

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- (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.”

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

Hong Kong, 9 September 2026

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.

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4. The register of members of the Company will be closed from Monday, 28 September 2026 to Wednesday, 30 September 2026, 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, 25 September 2026 for such purpose.
5. As at the date hereof, the executive Directors are Mr. Chan Tat Lin and Mr. Chan Pak Sun, the non-executive Director is Mr. Long Xueqing, and the independent non-executive Directors are Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah.