

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

CHINA JINHAI INTERNATIONAL GROUP LIMITED

中國金海國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

(Stock Code of Warrants: 1436)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of China Jinhai International Group Limited (the “**Company**”) will be held on Thursday, 23 July 2015 at 9:30 a.m. at Falcon Room 1, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing (with or without modifications), each of the following resolutions (each a “**Resolution**”) as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Whitewash Waiver (as defined in the circular of the Company dated 7 July 2015 (the “**Circular**”)) granted or to be granted by the Executive (as defined in the Circular) to Mr. Wei Zhenyu (韋振宇) (being the Subscriber referred to in the Circular) and parties acting in concert with him be and is hereby approved, confirmed and ratified, and any one director of the Company be and is hereby authorized to do all such things and take all such action and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver (as defined in the Circular);
- (b) the Subscription Agreement (as defined in the Circular) dated 20 May 2015 entered into by the Company (as issuer) and Mr. Wei Zhenyu (韋振宇) (the “**Subscriber**”) (as subscriber) in respect of the subscription of 4,000,000,000 new ordinary shares (the “**Subscription Shares**”) of HK\$0.01 each in the Company by the Subscriber at the subscription price of HK\$0.25 each and the Specific Mandate (as defined in the Circular) be and are hereby approved, confirmed and ratified, and any one director of the Company be and is hereby authorized to do all such things and take all such actions (including but not limited to the allotment and issue of the Subscription Shares under the Specific Mandate) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Subscription

* *For identification purpose only*

Agreement and the Specific Mandate (as respectively defined in the Circular), and further to approve any changes and amendments thereto as he/she may consider necessary, desirable or appropriate; and

- (c) any one director of the Company be and is hereby authorized to do all such acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the Whitewash Waiver, the Subscription Agreement and the Specific Mandate (as respectively defined in the Circular) for and on behalf of the Company.”
2. “**THAT**, subject to and conditional on the passing of ordinary resolution no. 1, the appointment of Mr. Wei Zhenyu (韋振宇) to serve as an executive director of the Company with effect from the date of completion of the Subscription (as defined in the Circular) be and is hereby approved, and the board of directors of the Company be and is hereby authorised to fix his remuneration.”
3. “**THAT**, subject to and conditional on the passing of ordinary resolution no. 1, the appointment of Ms. Zhang Yiwen (張一文) to serve as an executive director of the Company with effect from the date of completion of the Subscription (as defined in the Circular) be and is hereby approved, and the board of directors of the Company be and is hereby authorised to fix his remuneration.”
4. “**THAT** the re-election of Mr. Wang Haixiong (王海雄) to serve as an executive director of the Company with immediate effect be and is hereby approved, and the board of directors of the Company be and is hereby authorised to fix his remuneration.”

Yours faithfully
By order of the Board
China Jinhai International Group Limited
Wang Haixiong
Chairman

Hong Kong, 7 July 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Room 1603-05, Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or if he/she is the holder of two or more ordinary shares (the “**Share(s)**”), more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the 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. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto. But if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. Seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
3. 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 notarially certified copy of that power or authority, at the office of the Company’s branch share and transfer office in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof, should he/she so wish.
5. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
6. The form of proxy for use at the Meeting is enclosed with the circular of the Company dated 7 July 2015.

As at the date of this notice, the board of directors of the Company comprises:

Executive Directors

Mr. Wang Haixiong (*Chairman*)
Mr. Wong Howard
Mr. Wong Yat Fai
Ms. Chen Wei
Mr. Zhan Jianzhou

Independent non-executive Directors

Mr. Li Chi Ming
Mr. Kwok Chi Kwong
Mr. Chen Youchun
Mr. Frank H. Miu
Mr. Tsang Wing Ki