

# Jinhai International Group Holdings Limited

## 今海國際集團控股有限公司

(Incorporated in the Cayman Islands with members' limited liability)

(Stock Code: 2225)

### FORM OF PROXY

For use at the annual general meeting to be held on Wednesday, 28 June 2023  
(or any adjournment thereof)

Number of shares to which this proxy form relates <sup>(Note 2)</sup>	
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I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered shareholder(s) in the share capital of Jinhai International Group Holdings Limited (the “Company” and the “Shares”) hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her, the Chairman of the Meeting<sup>(Note 3)</sup> as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China on Wednesday, 28 June 2023 at 3:00 p.m. (the “2023 AGM”) and at any adjournment thereof on any resolution or motion which will be proposed thereat. My/our proxy is authorized to vote as indicated<sup>(Note 4)</sup> in respect of the under-mentioned resolutions:

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider, receive and adopt the audited consolidated financial statements and the report of the directors and the independent auditor's report for the year ended 31 December 2022.		
2.	Each as separate resolution, to re-elect the following directors of the Company (“Directors”):		
	(a) To re-elect Mr. Chen Guobao as executive Director.		
	(b) To re-elect Mr. Wang Huasheng as non-executive Director.		
	(c) To re-elect Mr. Yan Jianjun as independent non-executive Director.		
3.	To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.		
4.	To re-appoint HLB Hodgson Impney Cheng Limited as auditors of the Company and authorize the Board to fix their remuneration.		
5.	To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing this resolution.		
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing this resolution.		
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the 2023 AGM (the “Notice”), to extend the general and unconditional mandate granted by resolution numbered 5 by adding thereto the Shares repurchased pursuant to the general and unconditional mandate granted by resolution numbered 6.		
SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
8.	To consider and, if thought fit, approve the adoption of the second amended and restated articles of association as set out in special resolution number 8 of the notice of the 2023 AGM.		

Signature(s)<sup>(Notes 5 and 6)</sup>: \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
3. A shareholder of the Company (the “**Shareholder**”) may appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its own choice. If such an appointment is made, please insert the name and address of the person appointed as proxy in the space provided. **A proxy needs not be a Shareholder but must attend the 2023 AGM in person to represent you.** If more than one proxy is appointed, the original form of proxy may be photocopied for use.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED “AGAINST”. Failure to tick a box will entitle you proxy to cast your vote at his/her/its discretion or abstain from voting. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the 2023 AGM other than those referred to in the Notice.** If you wish to vote part of your Shares for and part of your Shares against the relevant resolution in the event that a poll is called, please insert the number of Shares in the relevant box.
5. The form of proxy must be signed by the appointor or his attorney duly authorized in writing or, if such appointor is a corporation, must be either under its common seal or under the hand of an officer, attorney or other person authorized to sign on that behalf.
6. Where there are joint holders of any Shares, any one of such joint holders may vote at the 2023 AGM, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders is present at the 2023 AGM, that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such Shares shall be entitled to vote in respect thereto.
7. In order to be valid, this form of proxy must be completed, signed and deposited at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed (i.e. 3:00 p.m. on Monday, 26 June 2023) for holding the 2023 AGM or the adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude the Shareholder from subsequently attending in person and voting at the 2023 AGM or the adjournment thereof (as the case may be), should they so wish, and in such event, the form of proxy shall be deemed to have been revoked.
8. **Any alteration made to this form of proxy must be initialed by the person who signs it.**
9. The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
10. A Shareholder or his/her/its proxy should produce proof of identity when attending the 2023 AGM. If a corporate Shareholder appoints its representative to attend the 2023 AGM, such representative should produce proof of identity and a copy of resolution of the board of directors or other governing body of that Shareholder appointing such representative to attend the 2023 AGM.