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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional advisers.

If you have sold or transferred all your shares in **Jinhai International Group Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and inside cover of this circular shall have the same respective meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China on Wednesday, 20 December 2023 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use in connection with the EGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jin-hai.com.hk). If you are not able or do not intend to attend the EGM in person and wish to exercise your right as a Shareholder, you are advised to complete and sign the form of proxy attached in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for the holding of the EGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof, should you so wish. If you attend and vote at the EGM, the instrument appointing your proxy will be deemed to have been revoked.

2 December 2023

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DEFINITIONS

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

“Articles of Association”	the second amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“CEO”	the chief executive officer of the Company
“Change of Company Name”	the proposed change of the Company’s name as described in the Letter to the Board in this circular
“Company”, “we” or “us”	Jinhai International Group Holdings Limited (今海國際集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China on Wednesday, 20 December 2023 at 3:00 p.m., to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages EGM-1 to EGM-2 of this circular, or any adjournment thereof
“Group”	the Company, its subsidiaries and consolidated affiliated entities
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Initial Announcement”	the announcement of the Company dated 23 November 2023 titled “Proposed Change of Company Name and Closure of Register of Members”
“Latest Practicable Date”	24 November 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

In case of inconsistency, the English text of this circular, the accompanying notice of the Extraordinary General Meeting and form of proxy shall prevail over its Chinese text.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Chen Guobao (*Chairman*)

Mr. Wang Zhenfei (*CEO*)

Mr. Li Yunping

Non-executive Directors:

Mr. Wang Huasheng

Mr. Yu Mingyang

Independent Non-executive Directors:

Mr. Yan Jianjun

Mr. Fan Yimin

Ms. Yang Meihua

Registered office:

Vistra (Cayman) Limited

P.O. Box 31119

Grand Pavilion, Hibiscus Way

802 West Bay Road, Grand Cayman

KY1-1205 Cayman Islands

*Head office and principal place
of business in Singapore:*

31 Sungei Kadut Avenue

Singapore 729660

*Principal place of business in
Hong Kong:*

Room 2503, Cosco Tower

183 Queen's Road Central

Sheung Wan, Hong Kong

2 December 2023

To the Shareholders:

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of special resolution to be proposed at the EGM to be held on 20 December 2023.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Initial Announcement. The Company proposes to change the English name of the Company from “Jinhai International Group Holdings Limited” to “Jinhai Medical Technology Limited” and the dual foreign name of the Company from “今海國際集團控股有限公司” to “今海醫療科技股份有限公司”.

As part of our Board’s reassessment of our business focus and strategic direction, we recognise our focus towards the business of provision of minimally invasive surgery solution and medical products and related services in the PRC, and the potential for growth that this area brings to our Group in the long term. Our current name does not fully encompass all of our current business lines and the brands that we are best known for with our customers and in our primary location of operations, being Mainland China. We believe that our new English name and dual foreign name better reflect the direction in which our current business is developing and future outlook. Accordingly, the Change of Company Name would better align our company with our current and future business direction, better position us with our present and future customers, and foster the long-term branding of our Group, which would in turn, enable us to better create long-term value for our shareholders. As such, the Board is of the view that the Change in Company Name is in the best interests of our Company and our shareholders as a whole.

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name by issuing a certificate of incorporation on change of name.

Assuming satisfaction of these conditions, the Change of Company Name will take effect from the date on which the new name is entered in the Register of Companies by the Registrar of Companies of the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong. A further announcement will be made by the Company on the date which the Change of Company Name becomes effective.

The Change of Company Name will not affect the rights of Shareholders or the Group’s operations and financial position. All existing Share certificates of the Company bearing the existing name of the Company will, after the Change of Company Name becomes effective, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. Any new Share certificates of the Company issued after the Change of Company Name takes effect will bear the Company’s new name. There will not be any arrangement for free exchange of existing Share certificates of the Company for new Share certificates bearing the Company’s new name.

LETTER FROM THE BOARD

Upon the Change of Company Name becoming effective, the Company intends to change the English and Chinese stock short names of the Company correspondingly. The Company will make further announcement(s) on the Change of Company Name as soon as practicable after the Change of Company Name has become effective and will announce the change of the English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange.

3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the EGM to be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China on Wednesday, 20 December 2023 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A resolution will be proposed at the EGM to approve, among other things, the Change of Company Name.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll save that the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The Change of Company Name is subject to the approval of a special resolution passed by the Shareholders. To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders is interested in the Change of Company Name, no Shareholders are required to abstain from voting at the EGM on the Change of Company Name.

LETTER FROM THE BOARD

4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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.

5. RECOMMENDATION

The Directors consider that the Change of Company Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolution to be proposed at the EGM.

6. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,

For and on behalf of the Board

Jinhai International Group Holdings Limited

Chen Guobao

Chairman of the Board and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

Jinhai International Group Holdings Limited

今海國際集團控股有限公司

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

(Stock Code: 2225)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Jinhai International Group Holdings Limited (the “**Company**”) will be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China on Wednesday, 20 December 2023 at 3:00 p.m. for the following purposes:

SPECIAL RESOLUTION

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

“THAT:

- (a) subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Jinhai International Group Holdings Limited” to “Jinhai Medical Technology Limited” and the dual foreign name of the Company from “今海國際集團控股有限公司” to “今海醫療科技股份有限公司” (the “**Change of Company Name**”); and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements including under seal where appropriate, as he/she may, in his/her absolute discretion, consider necessary or expedient to affect the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board

Jinhai International Group Holdings Limited

Chen Guobao

Chairman of the Board and Executive Director

Hong Kong, 2 December 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of that shareholder. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held that shareholder.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e., not later than 3:00 p.m. on Monday, 18 December 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). To be effective, all proxy appointments must be lodged with Boardroom Share Registrars (HK) Limited before the deadline. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 15 December 2023 to Wednesday, 20 December 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 December 2023.
5. In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
6. A circular containing further details concerning the resolution set out in the above notice will be sent to all shareholders of the Company together with this notice.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises eight Directors, of which three are executive Directors, namely Mr. Chen Guobao, Mr. Wang Zhenfei and Mr. Li Yunping; two are non-executive Directors, namely Mr. Wang Huasheng and Mr. Yu Mingyang; and three are independent non-executive Directors, namely Mr. Yan Jianjun, Mr. Fan Yimin and Ms. Yang Meihua.