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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Jinhai International Group Holdings Limited 今海國際集團控股有限公司 (the “Company”) will be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China at 3:00 p.m. on Friday, 29 December 2023, or any adjournment thereof, to consider and, if thought fit, passing, with or without modifications, the following resolutions. Unless otherwise defined, capitalised terms defined in the circular dated 9 December 2023 shall have the same meanings when used in this notice.

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares (or such Shares as shall result from a capitalisation issue, rights issue, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) which may be issued in respect of the Options to be granted under the Share Option Scheme proposed to be adopted by the Company at the EGM in its present form or as may be amended from time to time, a copy of which is tabled at the EGM and marked “A” and initialled by the chairman of the EGM for identification purpose, the Share Option Scheme be and is hereby approved and adopted; and any Director and/or his/her delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary, expedient or desirable in order to give full effect to the Share Option Scheme, including but without limitation:
 - (i) to administer the Share Option Scheme under which the Options will be granted to the Eligible Participants eligible under the Share Option Scheme to subscribe for the Shares, including but not limited to determining and granting the Options in accordance with the terms of the Share Option Scheme; and
 - (ii) to grant the Options under the Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the Options to be granted under the Share Option Scheme and subject to the Listing Rules and the Companies Act of the Cayman Islands;

- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the Share Option Scheme and any other share schemes of the Company must not in aggregate exceed 10% of the total number of issued Shares as at the Adoption Date”; and

2. **“THAT:**

conditional on the passing of the ordinary resolution numbered 1 set out in this notice and the adoption of the Share Option Scheme, within the Scheme Mandate Limit, the number of Shares which may be issued in respect of all options and awards to be granted to the Service Providers under the Share Option Scheme and any other option or award schemes of the Company must not in aggregate exceed 1% of the total number of issued Shares as at the Adoption Date and the Directors and/or his/her delegate(s) be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

By Order of the Board
Jinhai International Group Holdings Limited
Chen Guobao
Chairman of the Board and executive Director

Hong Kong, 9 December 2023

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

Note:

1. Any Shareholder entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Shareholder but must be present in person at the EGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Shareholder from attending in person and voting at the EGM if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the EGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed 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 such power or authority, at the office of 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 holding the EGM or its adjournment (as the case may be).
4. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of shareholder of the Company ("**Register of Shareholders**") will be closed from Thursday, 28 December 2023 to Friday, 29 December 2023 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with 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 for registration no later than 4:30 p.m. (Hong Kong time) on Wednesday, 27 December 2023.
5. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll. The Company will announce the poll results of the EGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.
6. In case of joint holders of a Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Shareholders in respect of such Share shall alone be entitled to vote in respect thereof.
7. Reference to time and dates in this notice are to Hong Kong time and dates.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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.