

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 extraordinary general meeting to be held on Friday, 29 December 2023
(or any adjournment thereof)

I/We^(Note 1) _____ of _____

_____ being the registered holder(s) of _____^(Note 2) ordinary shares of

HK\$0.01 each 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^(Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Block 3 East, 1275 Meichuan Road, Putuo District, Shanghai, China on Friday, 29 December 2023 at 3:00 p.m. (the "EGM") and at any adjournment thereof on any resolution or motion which will be proposed thereat. Unless otherwise defined, the capitalised terms used herein shall have the same meanings as those set out in the circular of the Company dated 9 December 2023.

My/our proxy is authorized to vote as indicated^(Note 4) in respect of the under-mentioned resolutions:

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>THAT:</p> <p>(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:</p> <p>(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</p> <p>(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;</p> <p>(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.</p>		
2.	<p>THAT:</p> <p>conditional on the passing of the ordinary resolution numbered 1 above 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.</p>		

Signature(s) ^(Notes 5 and 6): _____

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 EGM 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 your 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 EGM other than those referred to in the notice of EGM of the Company dated 9 December 2023.** 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 authorised 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 authorised to sign on that behalf.
6. Where there are joint holders of any Shares, any one of such joint holders may vote at the EGM, 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 EGM, 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 Wednesday, 27 December 2023) for holding the EGM 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 EGM 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 EGM. If a corporate Shareholder appoints its representative to attend the EGM, 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 EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (“**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Boardroom Share Registrars (HK) Limited at the above address.