THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 adviser.

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

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JIAXIN
INTERNATIONAL RESOURCE

Jiaxin International Resources Investment Limited
佳鑫國際資源投資有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3858)

(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Jiaxin International Resources Investment Limited to be held at Grand Conference Room, Zhuhai Headquarters of Jiaxin International, 3rd Floor, Building C, No.9 Shihua East Road, Xiangzhou District, Zhuhai City, Guangdong Province, China on Tuesday, 19 May 2026 at 9:00 a.m. is set out on pages 20 to 24 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of AGM to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 9:00 a.m. on Sunday, 17 May 2026) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish.

The English and Chinese versions of this circular and the accompanying proxy form are available on the Company's website at www.jiaxinir.com and the website of the Stock Exchange at http://www.hkexnews.hk.

References to time and dates in this circular are to Hong Kong time and dates.

27 April 2026

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

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held on Tuesday, 19 May 2026 at 9:00 a.m.
"Articles" or "Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning as defined under the Listing Rules
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by The Hong Kong Securities Clearing Company Limited
"Company"	Jiaxin International Resources Investment Limited (佳鑫國際資源投資有限公司), a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3858) and the Astana International Exchange (stock code: JXIR)
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"SFO"	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of the Shares
"Share Buy-back Mandate"	the proposed general mandate to be granted to the Directors to permit the buy-back of Shares, provided that the aggregate number of Shares so bought back or otherwise acquired shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the relevant resolution approving such mandate
"Share Issue Mandate"	the proposed general mandate to be granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares held under the name of the Company, if any) equivalent to an aggregate of a maximum of 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the relevant resolution approving such mandate
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent



JIAXIN
INTERNATIONAL RESOURCE

Jiaxin International Resources Investment Limited
佳鑫國際資源投資有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3858)

Executive Directors
Mr. Liu Liqiang *(Chairman)*
Mr. Xie Wenbo
Mr. Qiu Huaizhi

Non-executive Directors
Mr. Wang Zhongwei
Ms. Chen Keqin
Mr. Gong Yunfan

Independent non-executive Directors
Mr. Zhu Guoshan
Mr. Wang Jianfeng
Mr. Wong Hok Bun Mario

Registered office, Headquarters and Principal Place of Business in Hong Kong:
Room 4501, 45/F
Office Tower, Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

27 April 2026

To the Shareholder(s)

Dear Sir or Madam,

(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in connection with the proposals to be put forward at the AGM to consider: (i) the proposed general mandates to issue new Shares and to buy-back Shares; (ii) the proposed re-election of Directors; and (iii) the proposed re-appointment of auditor of the Company. This circular is to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions. A notice convening the AGM is set out on pages 20 to 24 of this circular.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

To provide the Directors with flexibility and discretion when the Company needs to issue any new Shares and to make or grant share offers, agreements and/or share options (including bonds, warrants and convertible debt securities), we seek the Shareholders' approval for a general mandate to issue new Shares pursuant to the Listing Rules. At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares held under the name of the Company, if any). The Shares which may be allotted and issued pursuant to the Share Issue Mandate shall not exceed 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution approving the Share Issue Mandate which, if passed, shall be a maximum of 91,140,000 Shares (or such other number of Shares as would represent 20% of the total number of Shares in issue at the relevant time should there be a change in the total number of Shares between the Latest Practicable Date and the date of passing the relevant resolution). The Share Issue Mandate shall expire upon the earlier of: (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the Articles of Association or any applicable laws; or (iii) the date upon which such authority given under the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders.

PROPOSED GENERAL MANDATE TO BUY-BACK SHARES

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to buy-back issued Shares. Under the Share Buy-back Mandate, the number of Shares that the Company may buy-back shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution approving the Share Buy-back Mandate. The Share Buy-back Mandate allows the Company to make buy-backs only during the period ending on the earlier of: (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the Articles of Association or any applicable laws; or (iii) the date upon which such authority given under the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Share Buy-back Mandate, is set out in Appendix I to this circular.

On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the applicable laws of Hong Kong and the Listing Rules.

EXTENSION OF GENERAL MANDATE

At the AGM, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding the number of Shares bought-back pursuant to the Share Buy-back Mandate, if granted, to the aggregate number of Shares which may by allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate provided that such amount of Shares so bought-back shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution approving the Share Issue Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 108 of the Articles of Association, the Board shall have power, exercisable at any time and from time to time, to appoint any other person as a Director, either to fill a casual vacancy or as an addition to the Board, provided that the number of Directors so appointed shall not exceed the maximum number (if any) determined pursuant to the Articles. Any Directors so appointed shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election. As such, Mr. XIE Wenbo, Ms. CHEN Keqin, Mr. GONG Yunfan, Mr. ZHU Guoshan, Mr. WANG Jianfeng and Mr. WONG Hok Bun Mario, shall retire, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to article 109 (a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but greater than one-third, shall retire from office by rotation. As such, Mr. QIU Huaizhi, shall retire, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure, size and composition of the Board, the qualifications, skills, experience, time commitment, as well as contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy, the nomination policy for Directors of the Company as well as the Company's corporate strategy. Recommendations to the Board for the proposal for re-election of Mr. XIE Wenbo and Mr. QIU Huaizhi as executive Directors, Ms. CHEN Keqin and Mr. GONG Yunfan as non-executive Directors, and Mr. ZHU Guoshan, Mr. WANG Jianfeng and Mr. WONG Hok Bun Mario as independent non-executive Directors were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company disclosed in its annual report.

Mr. Zhu was identified and recommended by the Nomination Committee through a formal assessment process. The Board believes Mr. Zhu should be re-elected and remains independent, having regard to the factors set out in Rule 3.13 of the Listing Rules and the fact that he has no financial, business, family or other material relationship with the Company or any of its

connected persons. Mr. Zhu brings to the Board over 40 years of hands-on experience in mining production and project management, including extensive expertise in copper and zinc mining operations and technical leadership. His appointment contributes to the diversity of the Board in terms of his professional and technical background, age profile and industry-specific knowledge, complementing the financial and corporate management expertise of the other Board members.

Mr. Wang was identified and recommended by the Nomination Committee through a formal assessment process. The Board believes Mr. Wang should be re-elected and remains independent, having regard to the factors set out in Rule 3.13 of the Listing Rules and the fact that he has no financial, business, family or other material relationship with the Company or any of its connected persons. Mr. Wang brings to the Board 20 years of experience in corporate and project management in the mining industry, with particular expertise in international trading and business development across multiple jurisdictions. His appointment contributes to the diversity of the Board in terms of his international business perspective and linguistic skills (including Spanish), which complement the Board's existing skill set.

Mr. Wong was identified and recommended by the Nomination Committee through a formal assessment process. The Board believes Mr. Wong should be re-elected and remains independent, having regard to the factors set out in Rule 3.13 of the Listing Rules and the fact that he has no financial, business, family or other material relationship with the Company or any of its connected persons. Mr. Wong brings to the Board over 23 years of experience in auditing, accounting, financial management and corporate finance, including service as a fellow member of HKICPA and a CFA charterholder. His appointment contributes to the diversity of the Board in terms of his financial and accounting expertise and his extensive experience in Hong Kong-listed company governance, which strengthens the Board's oversight of financial reporting and internal controls.

Biographical details of the aforesaid retiring Directors are set out in Appendix II to this circular. At the AGM, separate ordinary resolutions will be put forward for approval of the re-election of each of these retiring Directors.

RE-APPOINTMENT OF THE AUDITOR

The mandate of the current auditor of the Company, PricewaterhouseCoopers, will expire at the AGM. At the AGM, an ordinary resolution will be put forward for approval of the re-appointment of auditor.

The re-appointment of auditor of the Company has been reviewed by the audit committee of the Board which recommended that the re-appointment be submitted for Shareholders' approval at the AGM.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the right to attend the AGM, the register of members of the Company will be closed from Thursday, 14 May 2026 to Tuesday, 19 May 2026 (both dates inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 13 May 2026 for registration. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Tuesday, 19 May 2026.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

According to the announcement of the Company dated 25 March 2026, the Board proposed that the forthcoming annual general meeting of the Company will be held on Tuesday, 19 May 2026. A notice convening the AGM is set out on pages 20 to 24 of this circular at which the relevant resolutions will be proposed to consider and, if thought fit, approve the Share Issue Mandate, the Share Buy-back Mandate, the extension of the general mandate to include Shares bought back under the Share Buy-back Mandate, the re-election of Directors, and the re-appointment of auditor of the Company. Voting will be conducted by poll at the AGM as required under the Listing Rules.

A proxy form for use at the AGM is enclosed. Shareholders are requested to complete the proxy form and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 9:00 a.m. on Sunday, 17 May 2026) or the adjourned meeting (as the case may be).

Pursuant to Rule 13.39(4) of the Listing Rules and Article 75 of the Articles of Association, the relevant resolution will be put to the vote by poll. In the case of an equality of votes on a poll, the chairman shall, subject to Article 86 of the Articles of Association, be entitled to a casting vote in addition to any other vote he may have. Results of the poll voting will be published on the Company's website at www.jiaxinir.com and the website of the Stock Exchange at www.hkexnews.hk after the AGM.

RECOMMENDATIONS OF THE BOARD

The Board considers that the ordinary resolutions to be proposed at the AGM are in the interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favor of such resolutions at the AGM. To the best knowledge of the Directors, no Shareholders will have to abstain from voting on any of the resolutions to be proposed at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

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 enquiries, 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.

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

Yours faithfully,
By order of the Board
Jiaxin International Resources Investment Limited
佳鑫國際資源投資有限公司
Mr. Liu Liqiang
Chairman of the Board, Executive Director

The following is the explanatory statement required by the Listing Rules to provide requisite information to the Shareholders for consideration of the proposal to approve the Share Buy-Back Mandate. This also constitutes a memorandum required under section 239 of the Companies Ordinance.

SHARE CAPITAL

Under the Share Buy-back Mandate, the number of Shares that the Company may buy-back shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution approving the Share Buyback Mandate.

As at the Latest Practicable Date, there were a total of 455,700,000 Shares in issue. Subject to the passing of ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed to buy-back a maximum of 45,570,000 Shares, representing 10% of the total number of Shares, from the date of the approval up to the earlier of: (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the Articles of Association or any applicable laws; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders at a general meeting.

REASONS FOR BUY-BACK

The Directors believe that it is in the interests of the Company and the Shareholders to propose a general mandate from the Shareholders to enable the Directors to buy-back Shares. The Directors believe that the Share Buy-back Mandate would give the Company additional flexibility where the situation warrants for the buy-back of the Shares which is in the best interests of the Company and the Shareholders as a whole.

Such buy-backs may, depending on market conditions and funding arrangements at the time, result in an enhancement in the net asset value of the Company per Share and/or earnings per Share and will only be made in circumstances which the Directors believe are appropriate for the benefit of the Company and the Shareholders as a whole.

FUNDING OF BUY-BACK

Buy-backs must be made out of the funds which are legally available for such purpose in accordance with the Articles of Association, the Listing Rules, the Companies Ordinance and the laws and regulations of Hong Kong. The Companies Ordinance provides that the funds required for any buy-back may only be made from the distributable profits and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent permissible under the Companies Ordinance.

IMPACT OF BUY-BACK

In the event that the power to buy-back Shares pursuant to the Share Buy-back Mandate is to be carried out in full at any time during the proposed buy-back period, there could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 December 2025, as disclosed in the Company's latest published audited consolidated results contained in the announcement of annual results for the year ended 31 December 2025). However, the Directors do not propose to exercise the power to buy-back Shares pursuant to the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) has a present intention to sell any Shares to the Company under the Share Buy-back Mandate in the event that the Share Buy-back Mandate is approved by the Shareholders.

The Directors, so far as the same may be applicable, will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong. The Directors confirmed that neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the Articles of Association, the Companies Ordinance and the applicable laws, rules and regulations in Hong Kong.

No core connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell the Shares to the Company, or has undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

As at the Latest Practicable Date, Mr. LIU Zijia, through his wholly-owned subsidiary, Ever Trillion International Limited, was interested in 142,800,000 Shares, representing approximately 31.34% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy-back Shares pursuant to the Share Buy-back Mandate (if there is no other change in the issued share capital of the Company), the aforesaid interest of Ever Trillion International Limited would be increased to approximately 34.82% of the issued share capital of the Company.

If, as a result of share buy-backs by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder,

or group of Shareholders acting in concert, may be treated, as a result of share buy-backs by the Company, as having obtained or consolidated control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of exercising the Share Buy-back Mandate. In addition, in exercising the Share Buy-back Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date and the Directors have no intention to exercise the Share Buy-back Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement.

MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the following months were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
August (since and including the Listing Date on August 28, 2025)	31.90	22.80
September	36.40	26.88
October	43.20	28.70
November	41.08	30.10
December	51.65	34.30
2026		
January	92.50	46.70
February	97.85	68.75
March	176.20	98.20
April (up to and including the Latest Practicable Date)	127.60	104.60

INTENTION STATEMENT REGARDING SHARES BOUGHT BACK

Subject to the applicable requirements under the Listing Rules, the Company may cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases.

As the Company is incorporated in Hong Kong, Part 4AA of the Companies Ordinance (Cap. 622) requires repurchased shares to be registered in the Company's own name in order to be classified as treasury shares. If the Company should hold the Shares bought back as treasury shares, upon completion of the Shares buy-back, it must withdraw them from CCASS and register the Shares bought back in the Company's register of members in its own name as treasury shares. The Company will re-deposit its treasury shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it will complete the resale as soon as possible. The Company will, upon depositing any treasury shares in CCASS, give clear written instructions to its broker and share registrar that such Shares bought back would be treated as treasury shares under the Listing Rules. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws as if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury shares of the Company (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

At the AGM, separate ordinary resolutions in relation to proposed re-election of the following Directors will be proposed to the Shareholders. Details of such Directors required to be disclosed under Rule 13.51(2) of the Listing Rules are as follows:

Mr. XIE Wenbo, aged 39, graduated from Wuhan University of Technology in July 2008 with a bachelor's degree in Mineral Resources Engineering and has over 17 years of experience in the mining industry. Mr. Xie has held various technical and management positions at Dexing Copper Mine, including technician and deputy section head of the blasting section, deputy director and director of the production technology office, director of the dispatch office and deputy mine manager. He subsequently served as assistant general manager and deputy general manager of planning and production at Jiangxi Copper Group (being one of the controlling shareholders of the Company). From 2023 to 2024, Mr. Xie served as mine manager of Dexing Copper Mine. Since May 2024, he has been serving as deputy mine manager of Dexing Copper Mine.

Mr. Xie has entered into an employment service contract with the Company in respect of his appointment as the chief executive officer of the Company. The letter of appointment is determinable by the Company within one year without payment of compensation (other than statutory compensation). Mr. Xie will be entitled to approximately RMB1,140,000 per annum according to his remuneration package, which shall comprise a standard annual salary and discretionary bonus based on his performance. His remuneration package was determined with reference to the recommendation from the remuneration committee of the Company based on his duties, level of responsibilities and performance and in accordance with the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, Mr. Xie confirms that (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) he is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Director which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. QIU Huaizhi, aged 36, was appointed as a Director on November 8, 2019 and the assistant to chief executive officer of the Company in October 2022, and was designated as an executive Director of the Company in January 2024. Mr. Qiu joined the Company in April 2019 and served as the secretary to the Board from January 2020 to October 2022. Mr. Qiu has 11 years of experience in investment and corporate management. Prior to joining the Group, he served as an investment manager of Chengzhongheng Asset Management (Shenzhen) Company

Limited (誠中恒資產管理(深圳)有限公司) from November 2013 to April 2016. He then served as the secretary to the president's office of Wanlitong Financial Services (Shenzhen) Company Limited (萬利通金融服務(深圳)有限公司) from December 2016 to December 2018. He has served as the non-executive director of Zhuhai Hengqin Zhongyou Gas Station Sales Co., Ltd. (珠海橫琴中油加油站經營有限公司) and Ever Trillion International Limited since February 2017 and September 2021, respectively.

Mr. Qiu obtained a bachelor's degree in finance from Shenzhen University (深圳大學) in Guangdong Province, the PRC in June 2012, and a master's degree in finance and investment from the University of Leeds in the United Kingdom in November 2013.

Mr. LIU Liqiang, the Chairman of the Board and executive Director, is the maternal uncle of Mr. Qiu.

Mr. Qiu has entered into an employment service contract with the Company in respect of his appointment as the vice president of the Company. The service contract is determinable by the Company within one year without payment of compensation (other than statutory compensation). Mr. Qiu will be entitled to approximately RMB526,152 per annum according to his remuneration package, which shall comprise a standard annual salary and discretionary bonus based on his performance. His remuneration package was determined with reference to the recommendation from the remuneration committee of the Company based on his duties, level of responsibilities and performance and in accordance with the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, Mr. Qiu confirms that (i) does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) he is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Director which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. CHEN Keqin, aged 36, has over 10 years of relevant experience in overseas investment business. She joined China Railway Construction Corporation International Investment Co., Ltd. in November 2022 and has successively served as senior business manager of the business management department, senior business manager of the strategic emerging industry and investment management department, and mining director. From July 2019 to November 2022, she served as deputy head of the investment and development department of Beijing China Railway Noble Real Estate Development Co., Ltd. From February

2015 to July 2019, she served as investment manager and deputy general manager of China Railway Construction Engineering Group Papua New Guinea Real Estate Development Co., Ltd. From July 2014 to February 2015, she served as assistant engineer in the market operation department of China Railway Construction Engineering Group International Engineering Company. Ms. Chen obtained a bachelor's degree in Engineering Management from Dongbei University of Finance & Economics in 2012 and a master's degree in Applied Economics (Real Estate Economics and Management) from Renmin University of China in 2014.

Ms. Chen has not entered into any service contract with the Company in respect of her appointment as a non-executive Director and will not receive any Director's fee.

Save as disclosed above, Ms. Chen confirms that she (i) does not hold any other positions with any members of the Group; (ii) does not, nor did she in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) is not interested or deemed to be interested in any Shares or underlying Shares and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Director which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. GONG Yunfan, aged 39, is a Chartered Financial Analyst (CFA) and a Financial Risk Manager (FRM). Mr. Gong graduated from The University of Hong Kong in 2010 with a bachelor's degree in engineering with first class honours and obtained a master's degree in finance with first class honours from The Chinese University of Hong Kong in 2012. Mr. Gong commenced his career at Credit Suisse. He subsequently joined China Cinda (Hong Kong) Holdings Company Limited in 2014 and currently serves as a CIO, primarily responsible for proprietary portfolio management, capital market related distressed assets management and special situation investment business. Proprietary investment portfolio covering bonds, equities and other asset classes.

Mr. Gong has not entered into any service contract with the Company in respect of his appointment as a non-executive Director and will not receive any Director's fee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gong confirms that (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationships with any Directors, senior management or substantial shareholders or controlling

shareholders (as defined in the Listing Rules) of the Company; and (iv) he is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Director which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. ZHU Guoshan, aged 63, was appointed as an independent non-executive Director on August 20, 2025. Mr. Zhu has 40 years of experience in the production and project management in the mining industry. He served consecutively as the director of the production and technology department, the director of the comprehensive planning department, deputy mining manager and executive deputy mining manager of Dexing Copper Mine of Jiangxi Copper from July 1984 to November 2007. He then served consecutively as the general manager, the assistant to the chairman of the board and the chairman of the professional and technical committee of Yunnan Haulian Zinc & Indium Stock Co., Ltd. (雲南華聯鋅銦股份有限公司) from November 2007 to April 2023. Mr. Zhu served as a Member of the Standing Committee of Maguan County People's Congress (馬關縣人民代表大會常務委員會委員) in January 2008. He has served as a master's degree advisor of the mining engineering program at the Kunming University of Science and Technology – Yunnan Haulian Zinc and Indium Stock Co., Ltd. Joint Cultivation Base for Geological and Mining Talents (昆明理工大學 – 雲南華聯鋅銦股份有限公司地礦人才聯合培養基地) since January 2017, and the Non-coal Mining Expert (非煤礦山專家) of Department of Emergency Management of Yunnan Province (雲南省應急管理廳) since June 2023.

Mr. Zhu obtained a bachelor's degree in mining from Jiangxi School of Metallurgy (江西冶金學院) (currently known as Jiangxi University of Science and Technology (江西理工大學)) in Jiangxi Province, the PRC in July 1984. He obtained the title of Professor Senior Engineer (教授級高級工程師) from Jiangxi Province Human Resources and Social Security Department in December 2007.

Mr. Zhu has entered into a letter of appointment as independent non-executive director with the Company in respect of his appointment as the independent non-executive Director. The letter of appointment is determinable by the Company within one year without payment of compensation (other than statutory compensation). Mr. Zhu will be entitled to approximately HK$180,000 of the director's fee per annum according to his remuneration and compensation packages. His remuneration package was determined with reference to the recommendation from the remuneration committee of the Company based on the Company's operating results, his responsibilities and performance and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhu confirms that (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any

relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) he is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Director which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. WANG Jianfeng, aged 43, was appointed as an independent non-executive Director on August 20, 2025. Mr. Wang has 20 years of experience in corporate and project management in the mining industry. He previously served as the business manager of China Minmetals Non-ferrous Metals Co., Ltd. (五礦有色金屬股份有限公司) from August 2005 to April 2013. He served as the general manager of Album Trading Company Limited (五礦澳門愛邦貿易有限公司) from April 2013 to June 2018. He then served as the general manager of the raw materials department of Minmetals Cheerglory Limited (五礦企榮有限公司) from June 2018 to February 2023. He has served as the partner of Hong Kong Qincheng Commercial Co., Limited (香港親誠商業有限公司) since October 2023.

Mr. Wang obtained a bachelor's degree in Spanish from Beijing Language and Culture University (北京語言大學) in Beijing, the PRC in July 2005 and a master's degree in business administration from Peking University (北京大學) in Beijing, the PRC in July 2012.

Mr. Wang has entered into a letter of appointment as independent non-executive director with the Company in respect of his appointment as the independent non-executive director of the Company. The letter of appointment is determinable by the Company within one year without payment of compensation (other than statutory compensation). Mr. Wang will be entitled to approximately HK$180,000 of the director's fee per annum according to his remuneration package. His remuneration package was determined with reference to the recommendation from the remuneration committee of the Company based on the Company's operating results, his responsibilities and performance and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang confirms that (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) he is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Director which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. WONG Hok Bun Mario, aged 47, was appointed as an independent non-executive Director on August 20, 2025. Mr. Wong has 23 years of experience in auditing, accounting, financial management and corporate finance. He worked at KPMG from August 2001 to May 2008 with his last position being a manager of the auditing department. He then worked at Zijin Mining Group Co., Ltd. (紫金礦業集團股份有限公司) (a company listed on Hong Kong Stock Exchange (stock code: 2899) and Shanghai Stock Exchange (stock code: 601899)) from September 2008 to December 2010 and served as the deputy general manager of its financial department, the financial controller and the company secretary of its associated company Monterrico Metals Plc. He then served as the financial controller of CST Group Limited (中譽集團有限公司) (a company previously listed on Hong Kong Stock Exchange (previous stock code: 0985)) from December 2010 to July 2014. He then served consecutively as the vice president from March 2015 to December 2015, the company secretary from July 2015 to August 2018, the executive director and the chief financial officer from December 2015 to August 2018 of Theme International Holdings Limited (榮暉國際集團有限公司) (a company listed on Hong Kong Stock Exchange (stock code: 0990), the name of which has now been changed to Deep Source Holdings Limited (至源控股有限公司) since June 30, 2025). He then served as the chief financial officer and the company secretary of Jinchuan Group International Resources Co. Ltd (金川集團國際資源有限公司) (a company listed on Hong Kong Stock Exchange (stock code: 2362)) from August 2018 to June 2023. He concurrently served as an independent non-executive director of Good Resources Holdings Limited (a company previously listed on Hong Kong Stock Exchange (previous stock code: 0109)) from May 2017 to June 2022. He has served as the chief financial officer of Chifeng Jilong Gold Mining Co., Ltd. (赤峰吉隆黃金礦業股份有限公司) (a company listed on Shanghai Stock Exchange (stock code: 600988)) since July 2023 and an independent non-executive director of Deep Source Holdings Limited (至源控股有限公司) (a company listed on Hong Kong Stock Exchange (stock code: 990)) since December 6, 2024.

Mr. Wong obtained the degree of Bachelor of Economics and Finance from The University of Hong Kong in November 2001. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since July 2005, a member of CFA Institute since December 2008 and a member of The Australasian Institute of Mining and Metallurgy since May 2015.

Mr. Wong has entered into a letter of appointment as independent non-executive director with the Company in respect of his appointment as the independent non-executive director of the Company. The letter of appointment is determinable by the Company within one year without payment of compensation (other than statutory compensation). Mr. Wong will be entitled to approximately HK$180,000 of the director's fee per annum according to his

remuneration package. His remuneration package was determined with reference to the recommendation from the remuneration committee of the Company based on the Company's operating results, his responsibilities and performance and prevailing market conditions.

Mr. Wong was an independent non-executive director of Good Resources Holdings Limited (天成國際集團控股有限公司, a company previously listed on the Stock Exchange (stock code: 109) ("**Good Resources**")) from May 2017 to May 2022.

The Stock Exchange decided to cancel the listing of Good Resources with effect from May 4, 2022 as Good Resources failed to fulfill all the resumption guidance as requested by the Stock Exchange, including, among others, to investigate certain loan transactions, pledge contracts, purported subscription of wealth management products and other material unauthorized financial assistance (the "**Relevant Matters**")). On October 5, 2022, the Listing Committee of the Stock Exchange (the "**Listing Committee**") issued a statement of disciplinary action (the "**Statement**"), in which the Listing Committee found that (i) Good Resources breached Rules 14.34, 14.38A and 14.40 of the Listing Rules, and (ii) Mr. Chen Chuanjin, the chairman and an executive director of Good Resources, breached his director's duties under Rule 3.08 and his Director's Undertaking to the Stock Exchange, and the Listing Committee therefore decided to censure Good Resources and impose a Director Unsuitability Statement against Mr. Chen Chuanjin.

The Stock Exchange confirmed in the Statement that the above sanctions apply only to Good Resources and Mr. Chen Chuanjin and not to other past or present directors of Good Resources, including Mr. Wong. According to a letter of no further action dated October 6, 2022 issued by the Stock Exchange to Mr. Wong, the Stock Exchange confirmed that having considered the circumstances and the materials presented in relation to the Relevant Matters, the Stock Exchange would not be taking further action against Mr. Wong. Based on the foregoing and as confirmed by Mr. Wong, he had no involvement in the Relevant Matters that led to the cancellation of listing of Good Resources.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong confirms that (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) he is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Director which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

JIAXIN
INTERNATIONAL RESOURCE

Jiaxin International Resources Investment Limited
佳鑫國際資源投資有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3858)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of Jiaxin International Resources Investment Limited (the "**Company**") will be held at 9:00 a.m. on Tuesday, 19 May 2026 at Grand Conference Room, Zhuhai Headquarters of Jiaxin International, 3rd Floor, Building C, No.9 Shihua East Road, Xiangzhou District, Zhuhai City, Guangdong Province, China for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "**Director(s)**") and auditor of the Company for the year ended 31 December 2025.

2. (a) To re-elect the directors of the Company:

   (i) To re-elect Mr. XIE Wenbo as an executive Director.

   (ii) To re-elect Mr. QIU Huaizhi as an executive Director.

   (iii) To re-elect Ms. CHEN Keqin as a non-executive Director.

   (iv) To re-elect Mr. GONG Yunfan as a non-executive Director.

   (v) To re-elect Mr. ZHU Guoshan as an independent non-executive Director.

   (vi) To re-elect Mr. WANG Jianfeng as an independent non-executive Director.

   (vii) To re-elect Mr. WONG Hok Bun Mario as an independent non-executive Director.

   (b) To authorize the board of Directors (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix its remuneration.

To consider, as special business, and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

4. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Shares**") (including any sale or transfer of treasury shares held under the name of the Company, if any) and to make or grant offers, agreements and options (including warrants, bonds, notes, and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares held under the name of the Company, if any) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**") in force from time to time; or (iii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of or any or all of the Shares into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) after the passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company (the "**Shareholders**") in general meeting revoking or varying the authority given to the Directors by this resolution.

"Rights Issue" means an offer of Shares or securities of the Company or issue of option, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors, to holders of Shares, or any class thereof whose name appear on the register of members of the Company on a fixed record date (and, where appropriate, to holders of other securities of the Company entitled to the offer, if any) in proportion to their holdings of such shares (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back or otherwise acquire Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the "**Securities and Futures Commission**") and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares authorised to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution (subject

to adjustment in the case of any conversion of or any or all of the Shares into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) after the passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT**:

subject to the passing of resolution number 5 set out in this notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant (including any sale or transfer of treasury shares held under the name of the Company, if any) to resolution number 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution number 5 set out in this notice convening this meeting, provided that such amount of Shares so bought-back shall not exceed 10% of the number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing this resolution (subject to adjustment in the case of any conversion of or any or all of the Shares into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) after the passing of this resolution)."

By order of the Board
Jiaxin International Resources Investment Limited
佳鑫國際資源投資有限公司
Mr. Liu Liqiang
Chairperson of the Board, Executive Director

Hong Kong, 27 April 2026

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 14 May 2026 to Tuesday, 19 May 2026 both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 13 May 2026.

2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. 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. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the AGM.

3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.

4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

5. With respect to resolution numbered 2 of this notice, details of information which is required to be disclosed under the Listing Rules in respect of proposed re-election of Mr. XIE Wenbo, Mr. QIU Huaizhi, Ms. CHEN Keqin, Mr. GONG Yunfan, Mr. ZHU Guoshan, Mr. WANG Jianfeng and Mr. WONG Hok Bun Mario are set out in Appendix II to the circular of the Company dated 27 April 2026 respectively.

6. With respect to resolution numbered 4 of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares (including to sell or transfer any treasury shares) of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.

7. With respect to resolution numbered 5 of this notice, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to buy-back shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular of the Company dated 27 April 2026.

8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

As at the date of this circular, the Board comprises Mr. Liu Liqiang, Mr. Xie Wenbo and Mr. Qiu Huaizhi as executive Directors; Mr. Wang Zhongwei, Ms. Chen Keqin and Mr. Gong Yunfan as non-executive Directors; and Mr. Zhu Guoshan, Mr. Wang Jianfeng and Mr. Wong Hok Bun Mario as independent non-executive Directors.