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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)

**PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL 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 4 to 8 of this circular. A notice convening the Annual General Meeting of the Company to be held at Salon IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 29 June 2020 at 4:00 p.m. is set out on pages 24 to 29 of this circular.

A form of proxy for use in connection with the 2020 AGM 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 2020 AGM 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 2020 AGM 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 2020 AGM or any adjournment thereof, should you so wish. If you attend and vote at the 2020 AGM, the instrument appointing your proxy will be deemed to have been revoked.

29 May 2020

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	4
2. Issue Mandate	5
3. Repurchase Mandate	5
4. Extension of Issue Mandate to issue Shares	6
5. Re-election of the Retiring Directors	6
6. Annual General Meeting	7
7. Voting by Poll	8
8. Responsibility Statement	8
9. Recommendation	8
10. General	8
11. Miscellaneous	8
Appendix I – Biographical Details of Retiring Directors Proposed for Re-election	9
Appendix II – Explanatory Statement to Repurchase Mandate	20
Notice of Annual General Meeting	24

DEFINITIONS

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

“2020 AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Salon IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 29 June 2020 at 4:00 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CEO”	the chief executive officer
“close associate”	has the meaning ascribed to it in the Listing Rules
“Company”	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
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules
“core connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company
“Executive Director(s)”	the executive Director(s)
“Group”	the Company together with its subsidiaries from time to time
“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
“INED(s)”	the independent non-executive Director(s)

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	26 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“NED(s)”	the non-executive Director(s)
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SGX”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeover Code”	The Code on Takeovers and Mergers as amended, supplemented or otherwise modified from time to time
“Year”	the year ended 31 December 2019
“%”	per cent

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

For ease of reference, the name of the PRC established companies, laws and regulations have been included in the circular on both Chinese and English. The name in Chinese is the official name of each such company, entity, law or regulation (as the case may be), while that in English is only an unofficial translation, and in the event of any inconsistency, the Chinese name shall prevail.

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*)

Non-executive Directors:

Mr. Yang Fu Kang (*Deputy Chairman*)

Mr. Li Yunping

Mr. Wang Huasheng

Mr. Jiang Jiangyu

Independent Non-executive Directors:

Mr. Yan Jianjun

Mr. Fan Yimin

Mr. Lau Kwok Fai Patrick

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:*

21B Senoko Loop

Singapore 758171

*Principal place of business in
Hong Kong:*

Room 2503, Cosco Tower

183 Queen's Road Central

Sheung Wan, Hong Kong

29 May 2020

To the Shareholders:

Dear Sir or Madam,

**PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the 2020 AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the proposed re-election of the retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the 2020 AGM and provide the Shareholders with the information regarding the above resolutions to be proposed at the 2020 AGM to enable the Shareholders to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

The Company's existing mandates to issue Shares were approved by its then Shareholders on 25 June 2019. Unless otherwise renewed, the existing mandates to issue Shares will lapse at the conclusion of the 2020 AGM, an ordinary resolution will be proposed at the 2020 AGM to grant the Issue Mandate to the Directors. Based on 1,230,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 246,000,000 Shares, being 20% of the aggregate number of the issued Shares which is also equal to 20% of the aggregate nominate amount of issued Shares as at the date of the resolution in relation thereto. The Issue Mandate, if granted at the 2020 AGM, will end at the earliest of (i) the conclusion of the next AGM; or (ii) the expiration of the period within which the next AGM is required to be held by the Articles or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

The Company's existing mandates to repurchase Shares were approved by its then Shareholders on 25 June 2019. Unless otherwise renewed, the existing mandates to repurchase Shares will lapse at the conclusion of the 2020 AGM, an ordinary resolution will be proposed at the 2020 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 1,230,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, the Company would be allowed to repurchase a maximum of 123,000,000 Shares, being 10% of the aggregate number of the issued Shares which is also equal to 10% of the aggregate nominate amount of issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2020 AGM, will end at the earliest of (i) the conclusion of the next AGM; or (ii) the expiration of the period within which the next AGM is required to be held by the Articles or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2020 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, there were two Executive Directors, namely, Mr. Chen Guobao and Mr. Wang Zhenfei; four NEDs, namely Mr. Yang Fu Kang, Mr. Li Yunping, Mr. Wang Huasheng and Mr. Jianf Jiangyu; and three INEDs, namely Mr. Yan Jianjun, Mr. Fan Yimin and Mr. Lau Kwok Fai Patrick.

Article 112 of the Articles provides that any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. Any such Director appointed shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an AGM.

Article 108(a) of the Articles provides that each AGM, 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 not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly to article 108(b) of the Articles, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself/herself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the AGM shall retire by rotation at such AGM. Any further Directors so to retire shall be those who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

LETTER FROM THE BOARD

Accordingly, all Directors namely, Mr. Chen Guobao, Mr. Wang Zhenfei, Mr. Yang Fu Kang, Mr. Li Yunping, Mr. Jiang Jiangyu, Mr. Wang Huasheng, Mr. Yan Jianjun, Mr. Fan Yimin and Mr. Lau Kwok Fai Patrick shall retire by rotation at the 2020 AGM and being eligible, will offer themselves for re-election at the 2020 AGM.

Both the Board and the Nomination Committee consider the re-election of Mr. Chen Guobao and Mr. Wang Zhenfei as Executive Directors, Mr. Yang Fu Kang Mr. Li Yunping, Mr. Jiang Jiangyu, and Mr. Wang Huasheng as NEDs and Mr. Yan Jianjun, Mr. Fan Yimin and Mr. Lau Kwok Fai Patrick as INEDs are in the best interests of the Company and the Shareholders as a whole. The proposed re-election of the above Directors will be considered by separate resolutions at the 2020 AGM.

The biographical details of the Directors who offer themselves for re-election (the “Retiring Directors”) at the 2020 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

ANNUAL GENERAL MEETING

The notice of the 2020 AGM is set out on pages 24 to 29 of this circular.

The Company will convene the 2020 AGM at Salon IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 29 June 2020 at 4:00 p.m., at which resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the proposed re-election of the Retiring Directors. The notice convening the 2020 AGM is set on pages 24 to 29 of this circular.

A form of proxy for use in connection with the 2020 AGM is enclosed with this circular can also be downloaded from 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 2020 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy 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 (i.e. 4:00 p.m. on Saturday 27 June 2020) for holding the 2020 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending in person and voting at the 2020 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2020 AGM, the instrument appointing the proxy will be deemed to have been revoked.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where 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. Therefore, all resolutions to be proposed at the 2020 AGM and contained in the notice of the 2020 AGM will be voted by way of a poll by the Shareholders.

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.

RECOMMENDATION

The Directors are of the opinion that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the proposed re-election of the retiring Directors as set out in the notice of the 2020 AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the 2020 AGM as set out in the notice of the 2020 AGM on pages 24 to 29 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

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 of
Jinhai International Group Holdings Limited
Chen Guobao
Chairman of the Board and Executive Director

The following are the biographical details of the Retiring Directors who will retire as required by the Articles and the Listing Rules and are proposed to be re-elected at the 2020 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the Retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chen Guobao (陳國寶先生)

Mr. Chen Guobao (“**Mr. Chen**”), aged 45, was appointed as the chairman of the Board, an executive Director, and the chairman of the Nomination Committee of the Company with effect from 19 July 2019.

Mr. Chen has approximately 20 years of experience in the real estate and construction industry, particularly in operation and strategic management. Mr. Chen completed his undergraduate studies in economic management at the Army Officer Academy of People’s Liberal Army of China* (中國人民解放軍南京炮兵學院) in June 2012.

Mr. Chen is the chairman of the board of directors of Shanghai Jinhai Corporate Development Group Company Limited* (上海今海企業發展(集團)有限公司), a company founded by him in 2002 and principally engages in real estate development, such as construction of commercial plaza and residential buildings, and property management, including dormitories and commercial plaza. He has also acted as the chairman of the board of directors of Shanghai Guobao Property Company Limited* (上海國寶置業有限公司) since March 2006 and Shanghai Laiyada Property Development Company Limited* (上海來亞達置業有限公司) since March 2011 whose principal businesses also include real estate development and property management. His responsibilities include, amongst others, overseeing the progress of development and construction projects and liaising with construction contractors on various aspects, including manpower and resources allocation.

Mr. Chen is currently the executive deputy chairman (執行副會長) of Ningbo Chamber of Commerce in Shanghai (上海市寧波商會). From September 2015 to October 2017, he was the non-executive director (非執行董事) of Vision Fame International Holding Limited (允升國際控股有限公司)(stock code: 1315), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chen is the sole shareholder of Full Fortune International Co. Ltd. (寶來國際有限公司)(“**Full Fortune**”) which holds directly 632,500,000 Shares of the Company. Therefore, Mr. Chen is deemed to be interested in 632,500,000 Shares of the Company by virtue of the SFO. Mr. Chen is sole director of Full Fortune.

* For identification purpose only

Full Fortune is the direct shareholder of the Company and is an associated corporation of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

A service contract has been entered into between Mr. Chen and the Company which is for a term of three years commencing from 19 July 2019, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than three months' prior notice in writing. Pursuant to his service contract, Mr. Chen receives director's emolument of HK\$3,600,000 per year, his emolument was determined by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee. Mr. Chen received director's emolument of HK\$1,625,806 for the period from 19 July to 31 December 2019.

Mr. Chen is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Wang Zhenfei (王振飛先生)

Mr. Wang Zhenfei ("Mr. Wang"), aged 39, has been appointed as the chief executive officer of the Company, an executive Director, and a member of the Remuneration Committee with effect from 19 July 2019.

Mr. Wang completed his undergraduate studies in business management (online distance learning course) at the Southwest University of Science and Technology (西南科技大學) in January 2007.

Mr. Wang has approximately 8 years of experience in the banking industry and 4 years of experience in real estate development. He worked at the Shanghai Branch of Huaxia Bank (華夏銀行上海分行) from November 2007 to October 2015. Mr. Wang is the chief executive officer of Shanghai Jinhai Corporate Development Group Company Limited* (上海今海企業發展(集團)有限公司) since October 2015, a company founded by Mr. Chen in 2002 and principally engaged in the real estate development and property management.

* For identification purpose only

Save as disclosed above, Mr. Wang has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

A service contract has been entered into between Mr. Wang and the Company which is for a term of three years commencing from 19 July 2019, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than three months' prior notice in writing. Pursuant to his service contract, Mr. Wang receives director's emolument of HK\$2,040,000 per year, his emolument was determined by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee. Mr. Wang received director's emolument of HK\$921,290 for the period from 19 July to 31 December 2019.

Mr. Wang is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Yang Fu Kang (楊福康先生)

Mr. Yang Fu Kang ("Mr. Yang"), aged 74, has been appointed as the deputy chairman of the Board, a non-executive Director and a member of the Audit Committee with effect from 19 July 2019.

Mr. Yang has over 30 years of experience in the manufacturing industry. He founded and has been the chairman of the board and a general manager of Shanghai Kang Long Da Industry Co., Ltd. (上海康隆達實業有限公司) since 1988 and has been responsible for the overall strategic, operations and financial management of the company. Mr. Yang is also the vice-chairman of the board and an executive director of Jiangsu Jonnyma New Materials Co., Ltd. (江蘇鏗尼瑪新材料股份有限公司) since September 2011.

Save as disclosed above, Mr. Yang has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

A service contract has been entered into between Mr. Yang and the Company which is for a term of one year commencing from 19 July 2019, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than three months' prior notice in writing. Pursuant to his service contract, Mr. Yang receives director's fee of HK\$192,000 per year. Mr. Yang received director's fee of HK\$86,710 for the period from 19 July to 31 December 2019.

Mr. Yang is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Li Yunping (李雲平先生)

Mr. Li Yunping ("Mr. Li"), aged 66, has been appointed as a non-executive Director and a member of the Nomination Committee with effect from 19 July 2019.

Mr. Li had approximately 35 years of experience in the banking industry. Mr. Li held various positions in Ningbo Beilun Rural Commercial Bank Company Limited* (寧波北侖農村商業銀行股份有限公司) from May 1979 to January 2014. From May 1981 to September 1986, Mr. Li was a supervisor at Beilun Lianshe Jiangnan Credit Union* (北侖聯社江南信用社) and from September 1986 to February 2000, Mr. Li was a supervisor at Beilun Lianshe Xiaogang Credit Union* (北侖聯社小港信用社). His last position at Ningbo Beilun Rural Commercial Bank Company Limited* (寧波北侖農村商業銀行股份有限公司) was a senior economist from October 1995 until Mr. Li's retirement in January 2014.

Save as disclosed above, Mr. Li has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

A service contract has been entered into between Mr. Li and the Company which is for a term of one year commencing from 19 July 2019, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than three months' prior notice in writing. Pursuant to his service contract, Mr. Li receives director's fee of HK\$192,000 per year. Mr. Yang received director's fee of HK\$86,710 for the period from 19 July to 31 December 2019.

Mr. Li is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

* For identification purpose only

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Jiang Jiangyu (蔣江雨先生)

Mr. Jiang Jiangyu (“**Mr. Jiang**”), aged 38, has been appointed as a non-executive Director and a member of the Remuneration Committee with effect from 19 July 2019.

Mr. Jiang obtained a bachelor’s degree in administration at the Huazhong University of Science and Technology (華科技大學) in June 2006. Mr. Jiang also graduated from the Shanghai Advanced Institute of Finance (上海高級金融學院) of the Shanghai Jiao Tong University (上海交通大學) with a master’s degree in executive business administration in June 2018.

Mr. Jiang has over 9 years of experience in the information technology industry. From August 2010 to April 2012, Mr. Jiang worked at the sales department of Trend Micro (China) Incorporated (趨勢科技(中國)有限公司). From June 2012 to February 2014, Mr. Jiang worked as a deputy director of sales of the Eastern China region of Kaspersky Technology Development (Beijing) Co., Ltd. (Shanghai Branch) (卡巴斯基技術開發(北京)有限公司(上海分公司)). From July 2014 to December 2017, Mr. Jiang worked as a president of Shanghai Lucai Internet Technology Company Limited* (上海路彩互聯網科技有限公司). Since January 2018, Mr. Jiang has been a president of Shanghai Shunma Data Technology Company Limited* (上海舜馬數據科技有限公司).

Mr. Jiang served as the deputy secretary general of Shanghai Information Security Trade Association (上海市資訊安全行業協會) from 2013 to 2016 and is currently the deputy chairman of Ningbo Chamber of Commerce in Shanghai (上海市寧波商會). Since December 2018, Mr. Jiang has been a deputy chairman of the Information Technology Chamber of Commerce of Shanghai Federation of Industry and Commerce (上海市工商業聯合會資訊產業商會).

Save as disclosed above, Mr. Jiang has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

A service contract has been entered into between Mr. Jiang and the Company which is for a term of one year commencing from 19 July 2019, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than three months’ prior notice in writing. Pursuant to his service contract, Mr. Jiang receives director’s fee of HK\$192,000 per year. Mr. Jiang received director’s fee of HK\$86,710 for the period from 19 July to 31 December 2019.

* For identification purpose only

Mr. Jiang is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Wang Huasheng (王華生先生)

Mr. Wang Huasheng (“**Mr. Wang**”), aged 54, has been appointed as a non-executive Director and a member of the Audit Committee with effect from 19 July 2019.

Mr. Wang has approximately 15 years of experience in the real estate industry. He founded and has been acting as the chairman of the board of Shaanxi Yide Industrial Company Limited* (陝西益德實業有限公司) since 2004. His main responsibilities include formulating medium to long term strategies for the development of the company as well as managing the daily operations of the board, including convening board meetings of the company. Mr. Wang is also involved in overseeing the financial operations and human resources related matters of the company. Mr. Wang has also founded and has been the chairman of the board of Shaanxi Northwest Light Industry Wholesale Market Management Company Limited* (陝西西北輕工批發市場經營管理有限公司) since 2006. His main responsibilities include setting medium to long term strategies for the development of the company as well as managing the daily operations of the board, including key decision making for the company. Mr. Wang also involves in the marketing activities of the company. In addition, he founded Shanghai Gexin Investment Development Company Limited* (上海歌信投資發展有限公司) in 2007 and Shanghai Gexin Real Estate Company Limited* (上海歌信置業有限公司) in 2009 and has been working as the chairman of the board of companies since 2007 and 2009 respectively. Mr. Wang’s main responsibilities at Shanghai Gexin Real Estate Company Limited* (上海歌信置業有限公司) include setting medium to long term strategies for the development of the company as well as managing the daily operations of the board, including making key decisions for the company. Mr. Wang also oversees the financial operations as well as human resources and appraisal related matters of the company.

Save as disclosed above, Mr. Wang has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

* For identification purpose only

A service contract has been entered into between Mr. Wang and the Company which is for a term of one year commencing from 19 July 2019, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than three months' prior notice in writing. Pursuant to his service contract, Mr. Wang receives director's fee of HK\$192,000 per year. Mr. Wang received director's fee of HK\$86,710 for the period from 19 July to 31 December 2019.

Mr. Wang is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Yan Jianjun (嚴健軍先生)

Mr. Yan Jianjun (“**Mr. Yan**”), aged 54, has been appointed as an independent non-executive Director, the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee with effect from 19 July 2019.

Mr. Yan graduated from Shanghai University of Engineering Science (上海工程技術大學) with a bachelor's degree in electrical engineering specialized in automation control in November 1988. Mr. Yan completed CEIBS' Executive MBA Programme (在職高層管理人員工商管理碩士課程) and was awarded a master's degree in Business and Administration from China Europe International Business School (中歐國際工商學院) in April 2003.

Mr. Yan has over 24 years of experience in the information technology industry. From January 1995 to January 1999, Mr. Yan was the chairman of the board of Shanghai Zhida Technology Industrial Company Limited* (上海致達科技實業有限公司). Since January 1999, Mr. Yan has been the chairman of Shanghai Zhida Technology Group Company Limited* (上海致達科技集團有限公司).

* For identification purpose only

Mr. Yan was the national representative of the 12th, 13th and 14th Shanghai Municipal People's Congress (上海市第十二屆, 十三屆及十四屆人民代表大會). Mr. Yan was awarded the National Model Worker of 2005 (2005年度全國勞動模範) by the State Council of the People's Republic of China (中華人民共和國國務院) in April 2005 and was named as one of the Ten Outstanding Young Persons of Shanghai (上海十大傑出青年) at the 9th Ten Outstanding Young Persons of Shanghai (第九屆上海十大傑出青年) awards ceremony in May 2002. Mr. Yan was awarded the China's Outstanding Entrepreneur in Private Technology Companies of 2007 (2007年度中國優秀民營科技企業家) in 2007 and Technology Innovation Entrepreneur Award (科技創新企業家獎) in December 2010 by the All-China Federation of Industry and Commerce (中華全國工商業聯合會). Mr. Yan was appointed as an arbitrator at the Shanghai International Economic and Trade Arbitration Commission (Shanghai International Arbitration Centre)(上海國際經濟貿易仲裁委員會(上海國際仲裁中心)) for a term of 3 years from May 2018.

Save as disclosed above, Mr. Yan has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

A service contract has been entered into between Mr. Yan and the Company which is for a term of three years commencing from 19 July 2019, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than three months' prior notice in writing. Pursuant to his service contract, Mr. Yan receives director's fee of HK\$120,000 per year. Mr. Yan received director's emolument of HK\$54,194 for the period from 19 July to 31 December 2019.

Mr. Yan is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Yan has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of Mr. Yan and is satisfied that he is independent and will continue to bring independent and objective perspectives to the Company's affairs.

Mr. Fan Yimin (范一民先生)

Mr. Fan Yimin (“**Mr. Fan**”), aged 37, has been appointed as an independent non-executive Director and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 19 July 2019.

Mr. Fan obtained a bachelor’s degree in finance at Donghua University (東華大學) in July 2005. Mr. Fan has over 13 years of experience in the banking and finance industry. From July 2005 to May 2012, Mr. Fan worked at the Shanghai branch of Bank of China Limited (中國銀行股份有限公司上海市分行). He worked at Shanghai Stem Cell Technology Company Limited* (上海市幹細胞技術有限公司) from November 2012 to July 2015. From April 2016 to December 2017, he worked at the Shanghai Zhengming Modern Logistics Company Limited* (上海鄭明現代物流有限公司). Since January 2018, he worked as an assistant to the general manager in the corporate division of KEB Hana Bank (China) Company Limited, Shanghai Branch (韓亞銀行(中國)有限公司上海分行).

Save as disclosed above, Mr. Fan has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

A service contract has been entered into between Mr. Fan and the Company which is for a term of three years commencing from 19 July 2019, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than three months’ prior notice in writing. Pursuant to his service contract, Mr. Fan receives director’s fee of HK\$120,000 per year. Mr. Fan received director’s emolument of HK\$54,194 for the period from 19 July to 31 December 2019.

Mr. Fan is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Fan has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of Mr. Fan and is satisfied that he is independent and will continue to bring independent and objective perspectives to the Company’s affairs.

* For identification purpose only

Mr. Lau Kwok Fai Patrick (劉國輝先生),

Mr. Lau Kwok Fai Patrick (“**Mr. Lau**”), aged 47, has been appointed as an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee since 26 September 2017.

Mr. Lau has more than 20 years of experience in the fields of accounting, auditing, financial advisory and corporate governance. From September 1996 to November 1997, Mr. Lau served as an auditor at Baker Tilly Hong Kong (formerly known as Glass Radcliffe Chan & Wee Certified Public Accountants), mainly responsible for statutory audit. From December 1997 to April 1999, Mr. Lau served as an associate at PricewaterhouseCoopers Ltd, mainly responsible for statutory audit, internal control review and enterprise listing audit. From October 1999 to June 2011, Mr. Lau worked at KPMG at which his last position was manager, mainly responsible for financial due diligence, corporate reorganisation and liquidation, distressed assets acquisitions analysis, financial modelling and various financial advisory services. From July 2011 to June 2016, Mr. Lau served in various positions, including deputy general manager, financial controller and company secretary, at China City Railway Transportation Technology Holdings Company Limited (京投軌道交通科技控股有限公司)(now known as BII Railway Transportation Technology Holdings Company Limited), the shares of which were listed on GEM of the Stock Exchange from May 2012 to December 2013 (stock code: 8240) and were transferred to the Main Board of the Stock Exchange in December 2013 (stock code: 1522). From July 2016 to October 2019, Mr. Lau served in various positions, including chief financial officer and company secretary, at International Alliance Financial Leasing Co., Ltd. (國際友聯融資租賃有限公司), the shares of which are listed on the Main Board of the Stock Exchange in March 2019 (stock code: 1563).

Mr. Lau obtained an honours diploma in Accounting from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in July 1996. He later obtained a degree of Master of Science in Corporate Governance and Directorship (Distinction) from Hong Kong Baptist University in November 2014. He also obtained the HKICPA Diploma in Insolvency awarded by the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) in June 2004. Mr. Lau has been a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants since July 2003 and December 2007, respectively. He has also been a member of Beta Gamma Sigma Hong Kong Baptist University Chapter since April 2014.

Mr. Lau has been an independent non-executive director of Dafy Holdings Limited (旭通控股有限公司)(formerly known as FDB Holdings Limited) since January 2018, the shares of which are listed on the Main Board of Stock Exchange (stock code: 1826) and Ximei Resources Holding Limited (稀美資源控股有限公司) since February 2020, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 9936).

Save as disclosed above, Mr. Lau has not held any position in the Company and other members of the Group, nor any other directorship in listed public companies in the last three years.

A service contract has been entered into between Mr. Lau and the Company which is for a term of two years commencing from 26 September 2017, which may only be terminated in accordance with the provisions thereof or by either party giving to the other not less than one month's prior notice in writing. Mr. Lau's service contract is extended to the latest practicable date. Pursuant to his service contract, Mr. Lau receives director's fee of HK\$120,000 per year. Mr. Lau received director's emolument of HK\$120,000 for the Year.

Mr. Lau is subject to retirement by rotation at the 2020 AGM in accordance with the Articles.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr. Lau has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of Mr. Lau and is satisfied that he is independent and will continue to bring independent and objective perspectives to the Company's affairs.

APPENDIX II EXPLANATORY STATEMENT TO REPURCHASE MANDATE

This appendix serves as an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders in connection with the Repurchase Mandate proposed to be passed by the Shareholders as an ordinary resolution at the 2020 AGM.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,230,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2020 AGM, the Directors would be authorized to repurchase up to a maximum of 123,000,000 Shares, representing 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolutions. The Repurchase Mandate will end at the earliest of (i) the conclusion of the next AGM; or (ii) the expiration of the period within which the next AGM is required to be held by the Articles or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

APPENDIX II EXPLANATORY STATEMENT TO REPURCHASE MANDATE

5. FUNDING OF AND IMPACT ON REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company and the laws of the Cayman Islands.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with position disclosed in its most recent published audited financial statements for the Year. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest closing prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months up to and including the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2019	1.99	1.85
May 2019	1.85	1.68
June 2019	1.90	1.74
July 2019	1.96	1.69
August 2019	2.09	1.93
September 2019	1.98	1.86
October 2019	1.91	1.46
November 2019	1.80	1.50
December 2019	1.79	1.53
January 2020	1.78	1.51
February 2020	1.75	1.55
March 2020	1.69	1.50
April 2020	1.69	1.53
May 2020 (up to and including the Latest Practicable Date)	1.62	1.46

8. DIRECTORS AND THEIR ASSOCIATES

None of the Directors or, to the best of their knowledge of the Directors, having made all reasonable enquires, their respective close associates (as defined in the Listing Rules), has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2020 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange so far as the same may be applicable, they will exercise the powers of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVER CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeover Code), could obtain or consolidate control of the Company and thereby becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Full Fortune International Co., Ltd (寶來國際有限公司) (“**Full Fortune**”) holds 632,500,000 Shares of the Company. Full Fortune is directly wholly-owned by Mr. Chen Guobao. Accordingly, under the SFO, Mr. Chen Guobao is deemed to be interested in 632,500,000 Shares, representing approximately 51.42% of the issued share capital of the Company. In the event that the Directors exercise in full the Repurchase Mandate, the proportionate shareholding interests in the Company of Full Fortune and Mr. Chen Guobao would be increased to approximately 57.14% of the issued share capital of the Company and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeover Code. Save as disclosed above, the Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

In respect of the public float, the Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT TO REPURCHASE MANDATE

11. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its securities (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

12. STATUS OF REPURCHASED SHARES

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

NOTICE OF ANNUAL 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 annual general meeting of Jinhai International Group Holdings Limited (the “**Company**”) will be held at Salon IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 29 June 2020 at 4:00 p.m. for the following purposes:

1. To consider, receive and adopt the audited consolidated financial statements and the report of the directors and the independent auditor's report of the Company for the year ended 31 December 2019;
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Chen Guobao as an executive director of the Company;
 - (b) to re-elect Mr. Wang Zhenfei as an executive director of the Company;
 - (c) to re-elect Mr. Yang Fu Kang as a non-executive director of the Company;
 - (d) to re-elect Mr. Li Yunping as a non-executive director of the Company;
 - (e) to re-elect Mr. Jiang Jiangyu as a non-executive director of the Company;
 - (f) to re-elect Mr. Wang Huasheng as a non-executive director of the Company;
 - (g) to re-elect Mr. Yan Jianjun as an independent non-executive director of the Company;
 - (h) to re-elect Mr. Fan Yimin as an independent non-executive director of the Company; and
 - (i) to re-elect Mr. Lau Kwok Fai Patrick as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the remunerations of the directors of the Company;
4. To re-appoint Foo Kon Tan LLP as auditor of the Company and authorize the board of directors of the Company to fix its remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. **“THAT**

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements, options or warrants which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Right Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the amended and restated articles of association of the Company (the **“Articles of Association”**) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable law of the Cayman Islands or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of the Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognized regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of the Shares which may be repurchased by the Company to the approval in paragraph (a) of this Resolution above during Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (c) for the purposes 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 to be held by the Articles of Association or any applicable law of the Cayman Islands or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT**, conditional on the passing of resolution nos. 5 and 6 set out in the notice of convening this annual general meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the directors to allot shares pursuant to Resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the share in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

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

Hong Kong, 29 May 2020

NOTICE OF ANNUAL GENERAL MEETING

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:

21B Senoko Loop
Singapore 758171

Principal place of business in Hong Kong:

Room 2503, Cosco Tower
183 Queen's Road Central
Sheung Wan, Hong Kong

Notes:

- (1) Any Shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the annual general meeting of the Company (the “**AGM**”) 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 AGM 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 AGM if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the AGM 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 (i.e. 4:00 p.m. on Saturday 27 June 2020) for holding the AGM or its adjournment (as the case may be).
- (4) For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of shareholder of the Company (“**Register of Shareholders**”) will be closed from Tuesday, 23 June 2020 to Monday, 29 June 2020 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, 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. on Monday, 22 June 2020.
- (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 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

- (6) In case of joint holders of a Share, any one of such joint holders may vote at the AGM, 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 AGM 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) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the 2020 AGM arrangements at short notice. Shareholders should check any future announcements which the Company may publish on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jin-hai.com.hk) for updates on the AGM arrangements.
- (9) 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 announcement, the executive Directors are Mr. Chen Guobao and Mr. Wang Zhenfei; the non-executive Directors are Mr. Yang Fu Kang, Mr. Li Yunping, Mr. Wang Huasheng and Mr. Jiang Jiangyu; and the independent non-executive Directors are Mr. Yan Jianjun, Mr. Fan Yimin and Mr. Lau Kwok Fai Patrick.