
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 your 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 Jiading International Group Holdings Limited (“Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



JIADING INTERNATIONAL GROUP HOLDINGS LIMITED

嘉鼎國際集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 08153)

**PROPOSED CAPITAL REORGANIZATION
AND CHANGE IN BOARD LOT SIZE
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company (the “SGM”) to be held at 11 a.m. on Friday, 17 May 2024 at Conference Room, Rooms 1101–02, 11/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong is set out on pages 11-13 of this circular. Whether or not you intend to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the SGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned or postponed meeting thereof should you so wish.

This circular will remain on the Stock Exchange website at www.hkexnews.hk on the “Latest Company Announcements” page and the Company’s website at <http://jiadingint.com> for at least 7 days from the date of its posting.

29 April 2024

CHARACTERISTICS OF GEM

Characteristics of The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	iii
DEFINITIONS	1
LETTER FROM THE BOARD	4
NOTICE OF SGM	11

EXPECTED TIMETABLE

The expected timetable for the Capital Reorganization and change in board lot size is set out below:

Event	Hong Kong Time
Latest time for lodging transfers of Shares in order to qualify for SGM	4:30 p.m. on Friday, 10 May 2024
Register of members closes (both days inclusive)	From Monday, 13 May 2024 to Friday, 17 May 2024
Latest time for lodging proxy form	11:00 a.m. on Wednesday, 15 May 2024
Record date for SGM	Friday, 17 May 2024
Date of SGM	11:00 a.m. on Friday, 17 May 2024
Announcement on results of SGM	Friday, 17 May 2024
Register of members re-opens	Monday, 20 May 2024
Effective date for the Capital Reorganization	9:00 a.m. on Tuesday, 21 May 2024
First day for free exchange of existing share certificates for new share certificates	Tuesday, 21 May 2024
Dealing in New Shares commences	9:00 a.m. on Tuesday, 21 May 2024
Original counter for trading in Shares in board lots of 20,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 21 May 2024
Temporary counter for trading in New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 21 May 2024
Original counter for trading in New Shares in board lots of 10,000 New Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 4 June 2024

EXPECTED TIMETABLE

Parallel trading in New Shares (in the form of new share certificates and existing share certificates) commences 9:00 a.m. on Tuesday, 4 June 2024

Designated broker starts to stand in the market to provide matching services for odd lots of New Shares 9:00 a.m. on Tuesday, 4 June 2024

Designated broker ceases to stand in the market to provide matching services for odd lots of New Shares 4:00 p.m. on Tuesday, 25 June 2024

Temporary counter for trading in New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) closes 4:10 p.m. on Tuesday, 25 June 2024

Parallel trading in New Shares in the form of new share certificates and existing share certificates closes 4:10 p.m. on Tuesday, 25 June 2024

Last day for free exchange of existing share certificates for new share certificates Thursday, 27 June 2024

Note:

All times and dates in this circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified in this circular for events in the timetable for the Capital Reorganization is subject to the satisfaction of all the conditions of the Capital Reorganization, including without limitation, the approval of the Capital Reorganization by Shareholders at the SGM, and is therefore for indicative purpose only.

In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day on which banks are open for business in Hong Kong (excluding Saturdays and Sundays)
“Capital Reduction”	the proposed capital reduction whereby the total number of issued Consolidated Shares resulting from the Share Consolidation shall be rounded down to the nearest whole number by cancelling any fraction of a Consolidated Share in the total number of issued Consolidated Shares of the Company and a reduction of the par value of each issued Consolidated Share from HK\$0.08 to HK\$0.0001 by cancelling the paid-up share capital to the extent of HK\$0.0799 on each issued Consolidated Share
“Capital Reorganization”	the proposed capital reorganization of the Company’s share capital involving (i) the Share Consolidation; (ii) the Capital Reduction; and (iii) the Sub-division
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Shares to 10,000 New Shares
“Companies Act”	the Companies Act 1981 of Bermuda in effect from time to time, as amended from time to time
“Company”	Jiading International Group Holdings Limited, a company incorporated under the laws of Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 08153)

DEFINITIONS

“Consolidated Share(s)”	ordinary share(s) of par value HK\$0.08 each in the issued share capital of the Company after the Share Consolidation becoming effective but before the Capital Reduction becoming effective
“Contributed Surplus Account”	the account designated as the contributed surplus account of the Company within the meaning of the Companies Act
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2024, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“New Share(s)”	ordinary share(s) of par value HK\$0.0001 each in the share capital of the Company after the Capital Reorganization becoming effective
“SGM”	the special general meeting of the Company convened to be held at 11:00 a.m. Friday, 17 May 2024 at Conference Room, Rooms 1101-02, 11/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong or any adjournment or postponement thereof, for the purpose of considering and, if thought fit, approving the Capital Reorganization

DEFINITIONS

“Share(s)”	ordinary shares of HK\$0.004 each in the share capital of the Company prior to the Capital Reorganization becoming effective
“Share Consolidation”	the proposed consolidation of every 20 issued Shares into 1 Consolidated Share in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) and/or the New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-division”	the proposed sub-division of each authorized but unissued Share into 40 New Shares of par value HK\$0.0001 each
“Terminated Option Scheme”	the Company’s share option scheme adopted on 27 March 2020 and terminated on 6 April 2023
“%”	per cent

LETTER FROM THE BOARD



JIADING INTERNATIONAL GROUP HOLDINGS LIMITED
嘉鼎國際集團控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 08153)

Executive Directors:

Mr. Mou Zhongwei (*Chairman*)
Mr. Li Guangying

Non-executive Directors:

Ms. Wang Dongmei
Ms. Liu Ying

Independent Non-executive Directors:

Mr. Luo Ji
Mr. Lui Chi Kin
Mr. Shin Ho Chuen

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 2004B, 11/F,
Kai Tak Commercial Building,
317–319 Des Voeux Road Central,
Sheung Wan, Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANIZATION
AND CHANGE IN BOARD LOT SIZE
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 12 April 2024 in relation to the proposed Capital Reorganization and Change in Board Lot Size.

The purpose of this circular is to provide the Shareholders, among other things, further details of the Capital Reorganization and Change in Board Lot Size and the notice of SGM.

LETTER FROM THE BOARD

CAPITAL REORGANIZATION

The Directors proposed to reorganize the share capital of the Company in the following manner:

1. the Shares will be consolidated on the basis that every 20 issued Shares of par value HK\$0.004 each will be consolidated into 1 issued Consolidated Share of par value HK\$0.08 each;
2. immediately after the Share Consolidation becomes effective, the total number of issued Consolidated Shares shall be rounded down to the nearest whole number by cancelling any fraction of a Consolidated Share in the total number of issued Consolidated Shares of the Company resulting from the Share Consolidation and the par value of each issued Consolidated Share of HK\$0.08 will be reduced to HK\$0.0001 by cancelling the paid-up share capital to the extent of HK\$0.0799 on each issued Consolidated Share;
3. immediately after the Capital Reduction becomes effective, each authorized but unissued Share will be sub-divided into 40 New Shares of par value HK\$0.0001 each;
4. the credit arising from the Capital Reduction be transferred to the Contributed Surplus Account; and
5. the amount standing to the credit of the Contributed Surplus Account be applied in any manner as may be permitted under the Company's bye-laws, the Companies Act and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time and/or paying dividend and/or making any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the Shareholders.

Fractional New Shares will be disregarded and not issued to the Shareholders but all such fractional New Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional New Shares will only arise in respect of the entire shareholding of a holder of the New Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Effects of the Capital Reorganization

As at the Latest Practicable Date, the authorized share capital of the Company consists of HK\$100,000,000 divided into 25,000,000,000 Shares of par value HK\$0.004 each, of which 1,834,136,305 Shares are in issue and fully paid. After the Capital Reorganization becoming effective, the authorized share capital in ordinary shares of the Company will be HK\$100,000,000 divided into 1,000,000,000,000 New Shares of par value HK\$0.0001 each, of which 91,706,815 New Shares will have been issued and fully paid.

The New Shares will rank *pari passu* in all respects with each other in accordance with the Company's memorandum and bye-laws. Other than the expenses to be incurred in relation to the Capital Reorganization, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional New Shares which may arise.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate action or arrangement in the next 12 months which may have an effect of undermining or negating the intended purpose of the Capital Reorganization, and there is no agreement, arrangement, understanding and negotiation (concluded or otherwise) entered into by the Company for any potential fund raising activities in the next 12 months. However, the Board does not rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

Conditions of the Capital Reorganization

The Capital Reorganization is conditional upon the following:

- (1) the passing of a special resolution by the Shareholders to approve the Capital Reorganization at the SGM;
- (2) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares to be in issue; and
- (3) the compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the GEM Listing Rules to effect the Capital Reorganization.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

LETTER FROM THE BOARD

Listing application

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Shares to be in issue upon the Capital Reorganization taking effect.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganization becomes effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has outstanding options granted under the Terminated Option Scheme having the right to subscribe for 68,134,239 Shares. The Company will engage the auditors of the Company or an independent financial advisor to determine according to the Terminated Option Scheme any adjustments required to be made in respect of the exercise price and/or the number of shares subject to the options as a result of the Capital Reorganization. The Company will make further announcements about the adjustments in due course.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares.

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Shares were traded on the Stock Exchange in the board lot size of 20,000 Shares. Conditional upon the Capital Reorganisation becoming effective, the Board proposed to change the board lot size for trading in the New Shares to 10,000 New Shares.

Based on the closing price of HK\$0.016 per Share (equivalent to the theoretical closing price of HK\$0.32 per New Share) on the Latest Practicable Date, (i) the market value of each board lot of 20,000 Shares is HK\$320; (ii) the market value of each board lot of 20,000 New Shares would be HK\$6,400, upon the Capital Reorganization becoming effective; and (iii) the market value of each board lot of 10,000 New Shares would be HK\$3,200 upon the Change in Board Lot Size becoming effective.

LETTER FROM THE BOARD

REASONS FOR THE CAPITAL REORGANIZATION AND CHANGE IN BOARD LOT SIZE

According to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, (i) any trading price less than HK\$0.10 will be considered as approaching the extremities of HK\$0.01; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The Company’s share prices have remained below HK\$0.10 and the value of each board lot has remained below HK\$2,000 for the past 6 months. In view of the prolonged period of share prices approaching extremity, the proposed Share Consolidation is justified to increase the corresponding share prices and to facilitate trading activities.

In addition, the Company is prohibited from issuing new shares at below their par value under the Company’s bye-laws and the Companies Act. The Capital Reduction will give the Company greater flexibility in pricing any future issue of shares.

The Change in Board Lot Size will lower the value of each board lot and attract more investors and broaden its Shareholder base, thus enhance the liquidity in trading of the New Shares.

Based on the closing share price of HK\$0.016 on the Latest Practicable Date, the proposed Capital Reorganization and Change in Board Lot Size will result in the increase of the value of each board lot from HK\$320 to HK\$3,200.

Accordingly, the Board is of the view that the Capital Reorganization and Change in Board Lot Size are in the interest of the Company and the Shareholders as a whole.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the New Shares, the Company has appointed Cheong Lee Securities Limited to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares during the period from 9:00 a.m. on Tuesday, 4 June 2024 to market closing time on Tuesday, 25 June 2024 (both days inclusive). Shareholders who wish to use this matching services should contact Ms Linda Yu of Cheong Lee Securities Limited at Unit B 16/F Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong or at the telephone number (852) 3426 6338 during office hour (i.e. 9:00 a.m. to 5:00 p.m. from Monday to Friday) during such period.

Holders of odd lots of the New Shares should note that the matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

EXCHANGE OF SHARE CERTIFICATES

The new share certificates will be in the colour of orange in order to distinguish them from the existing share certificates which are blue in colour. Subject to the Capital Reorganization becoming effective, Shareholders may during the prescribed period submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for certificates of the New Shares (on the basis of 20 existing Shares for 1 New Share) within the prescribed time. Thereafter, certificates of Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders.

Subject to the Capital Reorganization becoming effective, after 4:10 p.m. on 25 June 2024, trading will only be in New Shares and existing share certificates for the Shares will only remain effective as documents of title and may be exchanged for share certificates for New Shares at any time but will not be accepted for delivery, trading and settlement purposes.

SGM

The SGM will be convened for the purpose of considering, and, if thought fit, approving, the Capital Reorganization. In compliance with the GEM Listing Rules, the special resolution will be voted on by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution in relation to the Capital Reorganization to be proposed at the SGM.

The notice convening the SGM is set out on pages 11-13 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong as soon as possible but in an event not less than 48 hours before the time scheduled for the SGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned postponed meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Capital Reorganization is in the interests of the Company and the Shareholders as a whole, and accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution approving the Capital Reorganization at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. 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.

Yours faithfully
By Order of the Board of
Jiading International Group Holdings Limited
Mou Zhongwei
Chairman

NOTICE OF SGM



JIADING INTERNATIONAL GROUP HOLDINGS LIMITED
嘉鼎國際集團控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 8153)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“**SGM**”) of Jiading International Group Holdings Limited (“**Company**”) will be held at 11:00 a.m. Friday, 17 May 2024 at Conference Room, Rooms 1101-02, 11/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution of the Company as a special resolution:

SPECIAL RESOLUTION

THAT subject to and conditional upon (i) the granting of approval by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the New Shares (as defined below) of the Company and (ii) compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the Rules Governing the Listing of Securities on GEM to effect the Capital Reorganization (as defined below), with effect from the second trading day of the Stock Exchange immediately following the date on which this resolution is passed or the date on which the aforesaid conditions are fulfilled (whichever is the later):

- (a) every twenty (20) issued ordinary shares of par value HK\$0.004 each in the share capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.08 (each a “**Consolidated Share**”), such Consolidated Shares ranking pari passu in all respects with each other (the “**Share Consolidation**”);
- (b) immediately after the Share Consolidation, the total number of issued Consolidated Shares shall be rounded down to the nearest whole number by cancelling any fraction of a Consolidated Share in the total number of issued Consolidated Shares of the Company resulting from the Share Consolidation and the par value of each issued Consolidated Share of HK\$0.08 will be reduced to HK\$0.0001 by cancelling the paid-up share capital to the extent of HK\$0.0799 on each issued Consolidated Share (the “**Capital Reduction**”);
- (c) immediately after the Capital Reduction, each authorized but unissued Share will be sub-divided into 40 new shares of par value HK\$0.0001 each (the “**Sub-division**” (each issued and unissued new share after the Share Consolidation, Capital Reduction and Sub-division becoming effective, a “**New Share**”));

NOTICE OF SGM

- (d) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company (the “**Contributed Surplus Account**”);
- (e) the amount standing to the credit of the Contributed Surplus Account be applied in any manner as may be permitted under the Company’s bye-laws, the Companies Act 1981 of Bermuda and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time and/or paying dividend and/or making any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company;
- (f) each of the New Shares arising from the Share Consolidation, Capital Reduction and Sub-division (together, the “**Capital Reorganisation**”) shall rank pari passu in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the Company’s bye-laws; and
- (g) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the Capital Reorganization.

By Order of the Board
Jiading International Group Holdings Limited
Mou Zhongwei
Chairman

Hong Kong, 29 April 2024

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Room 2004B, 11/F,
Kai Tak Commercial Building,
317–319 Des Voeux Road Central,
Sheung Wan, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the SGM (or any adjournment or postponement thereof).

NOTICE OF SGM

3. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM, and in such event, such form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
5. A form of proxy for use at the SGM is attached herewith.
6. Any voting at the SGM shall be taken by poll.
7. The form of proxy shall be signed by the shareholder of the Company or his/her attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
8. The register of members of the Company will be closed from Monday, 13 May to Friday, 17 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all share transfers accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 May 2024 for such purpose.

As of the date of this announcement, the executive Directors are Mr. Mou Zhongwei and Mr. Li Guangying; the non-executive Directors are Ms. Wang Dongmei and Ms. Liu Ying; and the independent non-executive Directors are Mr. Luo Ji, Mr. Lui Chi Kin and Mr. Shin Ho Chuen.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the Stock Exchange website <http://www.hkexnews.hk> for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at <http://jiadingint.com>.