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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in China Jinhai International Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**China Jinhai International Group Limited****中國金海國際集團有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 139)****(Warrant Code: 1436)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND WARRANTS AND TO ISSUE NEW SHARES  
AND  
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE EXISTING SHARE OPTION SCHEME  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE 2015 ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of China Jinhai International Group Limited to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 12 August 2015 at 9:30 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the 2015 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cjigl.com](http://www.cjigl.com)).

Whether or not you are able to attend the 2015 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2015 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the 2015 annual general meeting or any adjourned meeting thereof if they so wish.

\* *for identification purposes only*

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## CONTENTS

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	<i>Page</i>
<b>Responsibility Statement</b> .....	ii
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Granting of the Buyback and Issuance Mandates .....	4
3. Proposed Refreshment of Scheme Mandate Limit under Existing Share Option Scheme .....	5
4. Proposed Re-election of the Retiring Directors .....	6
5. 2015 AGM and Proxy Arrangement .....	7
6. Recommendation .....	7
7. General Information .....	7
<b>Appendix I – Explanatory Statement on the Buyback Mandate</b> .....	8
<b>Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2015 AGM</b> .....	11
<b>Notice of the 2015 AGM</b> .....	15

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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

“2015 AGM”	an annual general meeting of the Company to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 12 August 2015 at 9:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Bye-laws”	the bye-laws of the Company currently in force;
“Company”	China Jinhai International Group Limited, a company incorporated in Bermuda with limited liability, with its securities listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Existing Scheme Mandate Limit”	the Scheme Mandate Limit as refreshed at the special general meeting of the Company held on 10 November 2014, being 10% of the issued share capital of the Company as at 10 November 2014;
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted on 27 September 2013;
“Group”	the Company and 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;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	8 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all shares options to be granted under the Existing Share Option Scheme and any other share option scheme(s) as may from time to time adopted by the Company, as permitted under Listing Rules;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Shares”	Shares to be issued under the conditional subscription agreement dated 20 May 2015 entered by the Company, being 4,000,000,000 Shares (further details relating to the issue of Subscription Shares are disclosed in the Company’s circular dated 7 July 2015);
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended from time to time;
“Warrant(s)”	warrant(s) of the Company entitling the holders thereof to subscribe at any time during the period from 8 April 2015 to 7 April 2016 (both days inclusive) for fully paid Shares at an initial subscription price of HK\$0.10 per Share in cash (subject to adjustments) (Warrant Code: 1436); and
“%”	per cent.

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LETTER FROM THE BOARD

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**China Jinhai International Group Limited**

**中國金海國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

**(Warrant Code: 1436)**

*Executive Directors:*

Mr Wang Haixiong (*Chairman*)

Mr Wong Howard

Mr Wong Yat Fai

Ms Chen Wei

Mr Zhan Jianzhou

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-executive Directors:*

Mr Li Chi Ming

Mr Kwok Chi Kwong

Mr Chen Youchun

Mr Frank H. Miu

Mr Tsang Wing Ki

*Principal Place of Business*

*in Hong Kong:*

Room 1603-05

Harcourt House

39 Gloucester Road

Wanchai

Hong Kong

14 July 2015

*To the Shareholders and, for information only,  
the holders of Warrants*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND WARRANTS AND TO ISSUE NEW SHARES  
AND  
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE EXISTING SHARE OPTION SCHEME  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE 2015 ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2015 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company under the Buyback Mandate; (iv) the refreshment of the Scheme Mandate Limit; and (v) the re-election of the retiring Directors.

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 18 August 2014, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. At the special general meeting of the Company held on 10 November 2014, general mandate for the Directors to allot, issue and deal with Shares of the Company was refreshed. Such mandates, to the extent not utilized by the date of the 2015 AGM, will lapse at the conclusion of the 2015 AGM.

In order to give the Company the flexibility to repurchase Shares and Warrants and issue new Shares if and where appropriate, the following ordinary resolutions will be proposed at the 2015 AGM to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares and Warrants on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares and 10% of the total number of Warrants as at the date of passing of such resolution (i.e. a total of 840,456,335 Shares and a total of 38,491,804 Warrants on the basis that (i) the Subscription Shares are issued before the 2015 AGM and apart from the issue of the Subscription Shares, the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the 2015 AGM (the total issued share capital after the issue of the Subscription Shares would therefore be 8,404,563,357 Shares) and (ii) the outstanding 384,918,043 Warrants entitling the holders thereof to subscribe for a total of 384,918,043 Shares remains unchanged from the Latest Practicable Date to the date of the 2015 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 1,680,912,671 Shares on the basis that the Subscription Shares are issued before the 2015 AGM and apart from the issue of the Subscription Shares, the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the 2015 AGM (the total issued share capital after the issue of the Subscription Shares would therefore be 8,404,563,357 Shares)) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2015 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the 2015 AGM set out on pages 15 to 19 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### **3. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT UNDER EXISTING SHARE OPTION SCHEME**

The Existing Share Option Scheme was adopted by the Company on 27 September 2013. The purpose of the Existing Share Option Scheme is to enable the Company to grant options to eligible participants as incentives and/or rewards for their contribution to the Group. Apart from the Existing Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme (the “10% Limit”). The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% Limit. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

At the special general meeting of the Company held on 10 November 2014, the Scheme Mandate Limit was refreshed and approved by the then Shareholders such that the total number of Shares which may fall to be issued upon exercise of all share options to be granted under the Existing Share Option Scheme and any other share option scheme(s) as may from time to time be adopted by the Company must not exceed 460,570,979 Shares. Up to the Latest Practicable Date, options carrying the rights to subscribe for 460,000,000 Shares have been granted under the Existing Scheme Mandate Limit and all of these 460,000,000 share options granted under the Existing Scheme Mandate Limit were exercised. Accordingly, the Company is permitted to grant further options to subscribe for 57,097 Shares (adjusted after the share consolidation and capital reorganization of the Company effected on 2 March 2015) under the Existing Scheme Mandate Limit, being approximately 0.001% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, options carrying the rights to subscribe for 9,351,427 Shares have been granted under the previous scheme mandate limits, representing approximately 0.21% of the issued share capital of the Company. There were 5,646,994 share options granted under the previous share options scheme and 3,704,433 share options granted under the Existing Share Option Scheme.

In order to give the Company the flexibility to grant share options to eligible participants under the Existing Share Option Scheme as incentives and/or rewards for their contribution to the Group, the Directors consider that it is in the interests of the Company to refresh the Scheme Mandate Limit. If such refreshment is approved at the 2015 AGM and assuming that



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## LETTER FROM THE BOARD

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(i) the Subscription Shares are issued before the 2015 AGM and (ii) apart from the issue of the Subscription Shares, the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the 2015 AGM (the total issued share capital after the issue of the Subscription Shares would therefore be 8,404,563,357 Shares), the Company will be allowed under the refreshed limit, to grant up to 840,456,335 share options pursuant to the Existing Share Option Scheme, entitling the grantees to subscribe for a total of 840,456,335 Shares, representing approximately, but not exceeding, 10% of the issued Shares as at the date of the 2015 AGM.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the 2015 AGM to approve the said refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Existing Share Option Scheme up to 10% of the total issued Shares as at the date of passing of the relevant ordinary resolution at the 2015 AGM.

An application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Existing Share Option Scheme.

#### **4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

Pursuant to Clause 98 of the Bye-laws, Mr Wong Yat Fai, Mr Li Chi Ming and Mr Kwok Chi Kwong shall retire by rotation at the 2015 AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the 2015 AGM. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Directors proposed to be re-elected at the 2015 AGM are set out in Appendix II to this circular.

Pursuant to the code provision A.4.3 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, where the board believes an independent non-executive director serving the listed issuer more than 9 years, who is subject to retirement, is still independent and should be re-elected, the papers to shareholders accompanying that resolution should include the reasons. Mr Li Chi Ming, one of the aforesaid retiring Directors, was first appointed to the Board in 2000 and therefore, has been serving as an independent non-executive Director for more than 9 years. During his years of appointment, Mr Li Chi Ming has demonstrated his ability to provide an independent view to the Company's matters. Besides, Mr Li Chi Ming has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has given annual confirmation of his independence to the Company. The Board, therefore, considers him to continue to be independent and believes he should be re-elected, in particular because of his experience and contribution to the Board.

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## LETTER FROM THE BOARD

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### 5. 2015 AGM AND PROXY ARRANGEMENT

The notice of the 2015 AGM is set out on pages 15 to 19 of this circular. At the 2015 AGM, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Buyback Mandate and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2015 AGM. An announcement on the poll vote results will be published by the Company after the 2015 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2015 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cjigl.com](http://www.cjigl.com)). Whether or not you are able to attend the 2015 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2015 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2015 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 6. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the refreshment of the Scheme Mandate Limit and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2015 AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Buyback Mandate; and Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2015 AGM.

Yours faithfully  
On behalf of the Board  
**China Jinhai International Group Limited**  
**Wang Haixiong**  
*Chairman*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2015 AGM in relation to the granting of the Buyback Mandate.

### **1. REASONS FOR BUYBACK OF SECURITIES**

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of securities may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares and/or Warrants to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL AND WARRANTS**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,404,563,357 Shares and the outstanding 384,918,043 Warrants entitling the holders thereof to subscribe for a total of 384,918,043 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the 2015 AGM in respect of the granting of the Buyback Mandate and on the basis that (i) the Subscription Shares are issued before the 2015 AGM and apart from the issue of the Subscription Shares, the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the 2015 AGM (the total issued share capital after the issue of the Subscription Shares would therefore be 8,404,563,357 Shares); and (ii) the outstanding 384,918,043 Warrants entitling the holders thereof to subscribe for a total of 384,918,043 Shares remains unchanged from the Latest Practicable Date to the date of the 2015 AGM, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a total number of 840,456,335 Shares and a total number of 38,491,804 Warrants, representing 10% of the total number of issued Shares and 10% of the total number of Warrants as at the date of the 2015 AGM respectively.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares and Warrants, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws, the laws of Bermuda, the relevant instrument creating the Warrants and/or any other applicable laws, as the case may be.

### **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2015) in the event that the Buyback

Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

## **5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr Wang Haixiong (the Chairman of the Board) was interested in 460,000,000 Shares (representing approximately 10.44% of the total issued share capital of the Company) and Joyous Keen Limited was interested in 607,996,000 Shares (representing approximately 13.80% of the total issued share capital of the Company). On the basis that (i) the Subscription Shares are issued before the 2015 AGM; (ii) apart from the issue of the Subscription Shares, the total issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the 2015 AGM (the total issued share capital after the issue of the Subscription Shares would therefore be 8,404,563,357 Shares); and (iii) there is no change in the shareholdings of Mr Wang Haixiong and Joyous Keen Limited in the Company immediately prior to and after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2015 AGM, the shareholding interest of Mr Wang Haixiong and Joyous Keen Limited in the issued Shares would be approximately 6.08% and 8.04% of the total issued share capital of the Company respectively. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

## **6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares or Warrants to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares or Warrants to the Company, or that they have undertaken not to sell any Shares or Warrants held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares and Warrants pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

## 7. MARKET PRICES OF SHARES AND WARRANTS

The highest and lowest prices per Share and Warrant at which the Shares and Warrants have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date as follows:

Month	Price per Share		Price per Warrant**	
	Highest	Lowest	Highest	Lowest
	HK\$	HK\$	HK\$	HK\$
<b>2014</b>				
July*	0.743	0.330	N/A	N/A
August*	1.886	0.657	N/A	N/A
September*	1.743	1.329	N/A	N/A
October*	1.557	0.341	N/A	N/A
November*	0.424	0.307	N/A	N/A
December*	0.353	0.207	N/A	N/A
<b>2015</b>				
January*	0.239	0.207	N/A	N/A
February*	0.241	0.211	N/A	N/A
March*	0.400	0.213	N/A	N/A
April	1.070	0.164	0.810	0.062
May	1.690	0.600	1.300	0.435
June	1.510	0.840	1.390	0.810
July ( <i>up to the Latest Practicable Date</i> )	0.980	0.300	0.740	0.350

\* The prices of Shares have been adjusted to take account of the share consolidation and capital reorganization of the Company in March 2015.

\*\* The Warrants were listed on the Stock Exchange on 9 April 2015.

## 8. REPURCHASES OF SHARES AND WARRANTS MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of its Shares or Warrants (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2015 AGM, are provided below.

**(1) Mr Wong Yat Fai, aged 55**

***Position & experience***

Mr Wong Yat Fai (“**Mr Wong**”) is an executive Director and a member of both the Executive Committee and Nomination Committee of the Company. He is also a director of certain subsidiaries of the Company. Mr Wong joined the Group in February 2000. He holds a professional diploma in banking from The Hong Kong Polytechnic University. Prior to joining the Group, Mr Wong had over 13 years of working experience in an international banking group. He is a non-executive director of both C C Land Holdings Limited and Y. T. Realty Group Limited and an independent non-executive director of Mission Capital Holdings Limited, all being listed on the Main Board of the Stock Exchange.

During the last three years, Mr Wong was a non-executive director of The Cross-Harbour (Holdings) Limited and Yugang International Limited, both being listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr Wong has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Length of service***

Pursuant to the director’s service agreement between the Company and Mr Wong, he has been appointed for a term of two years commencing on 1 April 2015. His term of office is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

***Relationships***

As far as the Directors are aware, Mr Wong does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr Wong was interested or deemed to be interested in the following Shares or underlying Shares of the Company pursuant to Part XV of the SFO are set out below:

- (i) He personally held 1,277,940 Shares, representing approximately 0.03% of the issued share capital of the Company.
- (ii) He personally held 2,884,360 share options of the Company attaching thereto the rights to subscribe for 2,884,360 Shares, representing approximately 0.07% of the issued share capital of the Company.

Save as disclosed above, Mr Wong was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Director's emoluments***

Pursuant to the service agreement, Mr Wong is currently entitled to receive a monthly salary of HK\$120,000. He is also entitled to receive an end-of-year bonus equal to his then monthly salary and an incentive bonus based on the individual performance. Apart from the aforesaid, Mr Wong is also eligible to participate in the Company's share option scheme. The emoluments of Mr Wong are recommended by the Company's Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Mr Wong to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr Wong that need to be brought to the attention of the Shareholders.

**(2) Mr Li Chi Ming, aged 57**

***Position & experience***

Mr Li Chi Ming ("**Mr Li**") is an independent non-executive Director, the Chairman of the Remuneration Committee and a member of both the Audit Committee and Nomination Committee of the Company. He joined the Group in February 2000. Mr Li holds an Honorary Bachelor of Laws (LLB) and Postgraduate Certificate in Laws (PCLL) from The University of Hong Kong, and Master of Laws (LLM) from City University of Hong Kong. He has been a Partner of Messrs Poon, Yeung & Li, Solicitors over 19 years.

Mr Li has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Length of service***

Pursuant to the letter of appointment issued by the Company to Mr Li, Mr Li has been appointed for a term of one year commencing from 27 September 2014. His term of office is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

***Relationships***

As far as the Directors are aware, Mr Li does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr Li was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Director's emoluments***

Pursuant to the letter of appointment issued by the Company to Mr Li, Mr Li is entitled to receive a fixed director's fee of HK\$150,000 per annum. He is also eligible to participate in the Company's share option scheme. The emoluments of Mr Li are recommended by the Company's Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Mr Li to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr Li that need to be brought to the attention of the Shareholders.

**(3) Mr Kwok Chi Kwong, aged 51*****Position & experience***

Mr Kwok Chi Kwong ("**Mr Kwok**") is an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr Kwok holds a master degree in business administration from the University of Leicester. He is a Certified Public Accountant (Practicing) registered with the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), an associate member of the HKICPA and a fellow member of the Association of Chartered Certified Accountants. Mr Kwok has been a partner of JYC & Co since 2005. He has gained more than 21 years of experience in auditing, accounting and finance area.

Mr Kwok has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Length of service***

Pursuant to the letter of appointment issued by the Company to Mr Kwok, Mr Kwok has been appointed for a term of one year commencing from 10 January 2015. His term of office is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.



***Relationships***

As far as the Directors are aware, Mr Kwok does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr Kwok was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Director's emoluments***

Pursuant to the letter of appointment issued by the Company to Mr Kwok, Mr Kwok is entitled to receive a fixed director's fee of HK\$150,000 per annum. He is also eligible to participate in the Company's share option scheme. The emoluments of Mr Kwok are recommended by the Company's Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Mr Kwok to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr Kwok that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE 2015 AGM

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### China Jinhai International Group Limited

### 中國金海國際集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

**(Warrant Code: 1436)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China Jinhai International Group Limited (the “**Company**”) will be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 12 August 2015 at 9:30 a.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2015;
2. To re-elect Mr Wong Yat Fai as an executive director of the Company;
3. To re-elect Mr Li Chi Ming as an independent non-executive director of the Company;
4. To re-elect Mr Kwok Chi Kwong as an independent non-executive director of the Company;
5. To authorize the board of directors of the Company to appoint additional directors as and when the board considers necessary and appropriate;
6. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
7. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix auditors’ remuneration;

#### **AS SPECIAL BUSINESS**

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

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares and warrants on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

\* *for identification purposes only*

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## NOTICE OF THE 2015 AGM

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- (b) the total number of shares and warrants of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and 10% of the total number of warrants of the Company as at the date of passing of this resolution respectively and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers or after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of the outstanding conversion rights attaching to the convertible securities issued by the Company, which are convertible into shares of the Company;

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## NOTICE OF THE 2015 AGM

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- (iii) the exercise of options under share option scheme(s) of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said 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;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

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

“**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the total number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”; and

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## NOTICE OF THE 2015 AGM

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

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares to be issued upon exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 27 September 2013, the scheme mandate limit under the Share Option Scheme be refreshed so that the total number of shares of the Company to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution (“**Refreshed Limit**”) and that the directors of the Company be and are hereby authorized to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”.

By order of the Board  
**China Jinhai International Group Limited**  
**Szeto Pui Tong, Patrick**  
*Company Secretary*

Hong Kong, 14 July 2015

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) 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 notarially certified copy of that power or authority, must be deposited at the Company’s Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company’s Branch Share Registrar in Hong Kong, Tricor Tengis Limited (at its address shown in Note (b) above) for registration no later than 4:30 p.m., on Tuesday, 11 August 2015.

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## NOTICE OF THE 2015 AGM

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As at the date of this notice, the board of directors of the Company comprises:

**Executive Directors**

Mr Wang Haixiong (*Chairman*)  
Mr Wong Howard  
Mr Wong Yat Fai  
Ms Chen Wei  
Mr Zhan Jianzhou

**Independent Non-executive Directors**

Mr Li Chi Ming  
Mr Kwok Chi Kwong  
Mr Chen Youchun  
Mr Frank H. Miu  
Mr Tsang Wing Ki