

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, 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)

(Warrants Code: 1436)

PROPOSED NAME CHANGE, PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting of China Jinhai International Group Limited to be held at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 7 September 2015 at 9:30 a.m. is set out on pages 10 to 11 of this circular. A form of proxy for use at the special 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) and the Company (www.cjigl.com).

Whether or not you are able to attend the special 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 special 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 special general meeting or any adjourned meeting thereof if they so wish.

* *for identification purposes only*

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DEFINITIONS

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

“Announcement”	announcement of the Company dated 13 August 2015 in respect of the Name Change;
“Board”	the board of Directors;
“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 directors of the Company;
“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;
“Latest Practicable Date”	13 August 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Name Change”	the proposed change of the English name of the Company from “China Jinhai International Group Limited” to “China Soft Power Technology Holdings Limited” and the adoption of a new Chinese name “中國軟實力科技集團有限公司” as the Company’s secondary name in place of its existing name in Chinese “中國金海國際集團有限公司” (which was adopted for identification purposes only);
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“SGM”	a special general meeting of the Company to be held at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 7 September 2015 at 9:30 a.m., to consider and, if appropriate, to approve the Name Change and the re-election of the retiring Directors, a notice of which is set out on pages 10 to 11 of this circular, or any adjournment thereof;

DEFINITIONS

“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 share capital of the Company;
“Shareholders”	holders of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“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).

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)

(Warrants Code: 1436)

Executive Directors:

Mr. Wang Haixiong (*Chairman*)

Ms. He Xuan

Mr. Li Yao

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 August 2015

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

Dear Sir/Madam,

**PROPOSED NAME CHANGE,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the SGM for (i) the Name Change; and (ii) the re-election of the retiring Directors and to give you a notice of the SGM to be convened and held for the purpose of considering and, if thought fit, approving the above resolutions.

* for identification purposes only

LETTER FROM THE BOARD

2. PROPOSED NAME CHANGE

Reference is made to the Announcement in respect of the Name Change.

The Board proposes to change the English name of the Company from “China Jinhai International Group Limited” to “China Soft Power Technology Holdings Limited” and to adopt a new Chinese name “中國軟實力科技集團有限公司” as the Company’s secondary name in place of its existing name in Chinese “中國金海國際集團有限公司” (which was adopted for identification purposes only).

The Company intends to put forward to the Shareholders for their approval of the Name Change.

Conditions for the Name Change

The proposed Name Change will be subject to the passing of a special resolution by the Shareholders at the SGM and the approval by the Registrar of Companies in Bermuda.

The new name of the Company will take effect from the date on which the new English name and the Chinese secondary name are entered by the Registrar of Companies in Bermuda on the register of companies in place of the existing English name. The Company will then make necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Name Change

The Board believes that the Name Change will better reflect the current status of the Group’s business and provide the Company with a new corporate identity, which is in the interests of the Company and the Shareholders as a whole.

Effects of the Name Change

The Name Change will not affect any rights of the existing holders of securities of the Company.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Name Change becoming effective, continue to be evidence of title to such securities and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing certificates of securities of the Company for new certificates bearing the new name of the Company. Any issue of new certificates of securities after the Name Change becoming effective will be under the new name of the Company.

Further announcements will be made by the Company to inform the Shareholders of the results of the SGM and the effective dates of the Name Change and the new stock short names of its securities.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the Bye-laws and the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, Ms. He Xuan and Mr. Li Yao (who have been appointed by the Board with effect from 1 August 2015) shall hold office until the SGM. Both of the above retiring Directors, being eligible, will offer themselves for re-election at the SGM. 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 SGM are set out in the appendix to this circular.

4. SGM AND PROXY ARRANGEMENT

The SGM will be convened and held for the purpose of considering and, if appropriate, approving (i) the Name Change; and (ii) the re-election of the retiring Directors. A notice of the SGM is set out on pages 10 to 11 of this circular.

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 SGM. An announcement on the poll results will be published by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cjigl.com). Whether or not you are able to attend the SGM, 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 appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish and in such event, your proxy form shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the Name Change and the re-election of retiring Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

LETTER FROM THE BOARD

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular, which contains the details of the retiring Directors proposed to be re-elected at the SGM.

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

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

(1) **Ms. He Xuan, aged 27**

Position & experience

Ms. He Xuan (“**Ms. He**”) has been appointed as an executive Director and a member of the Executive Committee of the Company with effect from 1 August 2015. Ms. He holds a Bachelor degree in Environmental Sciences from Nankai University. She has extensive experience in management. Ms. He was a deputy general manager, secretary to the board and secretary to the president’s office of 北京元亨合商貿有限公司 from July 2010 to May 2015. She has served as a deputy general manager of 北京瑞鑫安泰文化產業有限公司 since June 2015.

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

Length of service

Ms. He has not been appointed for any fixed term but is subject to retirement and re-election in accordance with the Bye-laws.

Relationships

As far as the Directors are aware, Ms. He 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, Ms. He 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 service agreement entered into between the Company and Ms. He, Ms. He is entitled to receive a remuneration package of HK\$50,000 per month plus a discretionary bonus as may be determined by the Board with reference to her performance. The emolument of Ms. He is recommended by the Company’s Remuneration Committee and approved by the Board with reference to her 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 Ms. He 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 Ms. He that need to be brought to the attention of the Shareholders.

(2) Mr. Li Yao, aged 52

Position & experience

Mr. Li Yao (“**Mr. Li**”) has been appointed as an executive Director and a member of the Executive Committee of the Company with effect from 1 August 2015. He holds a Bachelor degree of engineering from the Department of Metallurgy of Beijing Institute of Iron and Steel Technology (presently known as University of Science and Technology Beijing). Mr. Li has extensive experience in management. Mr. Li was the accounting and marketing manager of 山西省太原市冶金工業公司 from September 1983 to September 1992. He worked as a deputy general manager for 山西合寶鋼鐵有限公司 from October 1992 to February 2001 and for 北京寶榮原酒店管理有限公司 from March 2001 to September 2008. Afterwards, Mr. Li was the general manager of 煙台樹仁商貿有限公司 from October 2008 to June 2015 and has served as the deputy general manager of 北京華泰明德文化發展有限公司 since July 2015.

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

Length of service

Mr. Li has not been appointed for any fixed term but is subject to retirement and re-election 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 service agreement entered into between the Company and Mr. Li, Mr. Li is entitled to receive a remuneration package of HK\$50,000 per month plus a discretionary bonus as may be determined by the Board with reference to his performance. The emolument of Mr. Li is 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.

NOTICE OF SGM

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 a special general meeting of China Jinhai International Group Limited (the “**Company**”) will be held at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 7 September 2015 at 9:30 a.m. for the purpose of considering and, if appropriate, passing with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “China Jinhai International Group Limited” to “China Soft Power Technology Holdings Limited” and a new Chinese name “中國軟實力科技集團有限公司” be adopted as the Company’s secondary name in place of its existing name in Chinese “中國金海國際集團有限公司” (which was adopted for identification purposes only) with effect from the date of entry of the new English name and the Chinese secondary name in place of the existing English name on the register maintained by the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the aforesaid change of name of the Company.”

ORDINARY RESOLUTIONS

2. “**THAT** Ms. He Xuan be and is hereby re-elected as an executive director of the Company.”
3. “**THAT** Mr. Li Yao be and is hereby re-elected as an executive director of the Company.”

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

Hong Kong, 14 August 2015

* *for identification purposes only*

NOTICE OF SGM

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 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 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 Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited (at its address shown in Note (b) above) for registration no later than 4:30 p.m., on Friday, 4 September 2015.

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

Executive Directors:

Mr. Wang Haixiong (*Chairman*)
Ms. He Xuan
Mr. Li Yao

Independent Non-executive Directors

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