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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**”));
- (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).

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>.