

Dated 23 November 2023

**CHINA SHENGHAI GROUP LTD.
(as Company)**

and

**ZIJING CAPITAL LIMITED
(as Placing Agent)**

SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT is made on **23 November 2023**

BETWEEN:-

- (1) **CHINA SHENGHAI GROUP LTD.**, a company incorporated in the Cayman Islands with limited liability and having its registered office at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business in Hong Kong at Level 35, Infinitus Plaza, 199 Des Voeux Road, Central, Sheung Wan, Hong Kong with its Shares listed on the Main Board of the Stock Exchange (the **"Company"**); and
- (2) **ZIJING CAPITAL LIMITED**, a company incorporated in Hong Kong with limited liability, the registered office of which is at Unit 503, 5th Floor, Admiralty Centre, Tower 2, No. 18 Harcourt Road, Hong Kong and licensed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to perform types 1 (dealing in securities) of the regulated activities (as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the **"Placing Agent"**).

(the Company and the Placing Agent, each a **"Party"** and together the **"Parties"**)

WHEREAS:-

- (A) The Company and the Placing Agent entered into a placing agreement (the **"Placing Agreement"**) dated 20 November 2023, pursuant to which the Placing Agent has agreed to procure, as agent of the Company, the Placee(s), as subscribers on a best efforts basis for the Placing Shares upon the terms and subject to the conditions set out in the Placing Agreement.
- (B) The Parties now wish to amend the terms of the Placing Agreement.

NOW IT IS AGREED as follows:-

1. **DEFINITIONS AND INTERPRETATION**

- 1.1 Unless the context requires otherwise, capitalised terms shall have the meaning given to them in the Placing Agreement.
- 1.2 In this Supplemental Agreement, unless the context requires otherwise, words importing the singular shall include the plural and vice versa; references to the Placing Agreement and this Supplemental Agreement shall be construed as references to such document as the same may be amended or supplemented from time to time unless stated otherwise; clause headings are inserted for convenience only and shall be ignored in construing this Supplemental Agreement.

2. **AMENDMENT TO THE PLACING AGREEMENT**

- 2.1 It is agreed between the Parties that Clause 1.(A) of the Placing Agreement shall be deleted and replaced by the following:

"In this Agreement, including the recitals, unless the context otherwise requires, the following terms have the respective meanings set opposite them:-

"Announcement"	the press announcement proposed to be issued by the Company, in substantially such form as annexed hereto marked "A", immediately following execution of this Agreement;
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“associates”	having the meaning ascribed to it in the Listing Rules;
“business day”	a day on which banks in Hong Kong are open for business, other than:- <ul style="list-style-type: none"> (i) a Saturday or a Sunday; or (ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon on which banks generally are open for business in Hong Kong;
“CCASS”	the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited;
“Companies Ordinance”	the Companies Ordinance, Cap 622 of the Laws of Hong Kong;
“Completion”	completion of this Agreement in accordance with the provisions of Clause 4;
“Completion Date”	the date on which Completion shall take place, being not later than the 4th business day next following the Notification specified in Clause 4(E) or such other date as may be agreed by the Company and the Placing Agent in writing;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	third party(ies) independent of and not connected with or acting in concert with the Company, its connected persons and their respective associates (as defined in the Listing Rules);
“Law”	<ul style="list-style-type: none"> (i) any law, statute or statutory provision, regulation, rule, constitutional provision, treaty or rule of common law or equity; (ii) any order, notice or decree of any governmental authority or other matter of any kind having the force of law;

	<p>(iii) any order, decree, judgment or award of any court, tribunal or arbitrator of a competent jurisdiction; or</p> <p>(iv) any rule, regulation, direction or guideline (whether having the force of law) of, or any interpretation of any of them by, any relevant regulatory body or stock exchange, including (without limitation) the Listing Rules;</p>
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Long Stop Date"	<u>8 December 2023</u> ;
"Notification"	notification in writing from the Company to the Placing Agent under Clause 4(E) of this Agreement that all conditions are satisfied and completion of this Agreement shall take place;
"Party"	either party to this Agreement;
"Placee(s)"	any independent person(s) or entity(ies) procured by the Placing Agent or its sub-placing agent(s) to subscribe for any of the Placing Shares under this Agreement;
"Placing"	the offer by way of a private placing of the Placing Shares procured by the Placing Agent to selected investors, on the terms but subject to the conditions set out in this Agreement;
"Placing Period"	the period commencing from the execution of this Agreement and ending at 5:00 p.m. on the business day preceding the Long Stop Date;
"Placing Price"	the price of not less than HK\$1.80 per Placing Share;
"Placing Shares"	up to 24,000,000 new Shares;
"SFC"	the Securities and Futures Commission of Hong Kong;
"Shares"	ordinary shares of nominal value of HK\$0.1 each in the share capital of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"subsidiary(ies)"	has the meaning attributable to it in the Companies Ordinance;
"Takeovers Code"	The Code on Takeovers and Mergers of Hong Kong; and
"Warranties"	the representations and warranties set out in Clause 6."

3. **ACKNOWLEDGEMENT**

- 3.1 The Parties acknowledge that, save for the term as amended by this Supplemental Agreement, the Placing Agreement shall remain in full force.

4. **MISCELLANEOUS**

- 4.1 This Supplemental Agreement may be executed by the Parties hereto in any number of counterparts and on separate counterparts, each of which when so executed shall be deemed an original but all of which shall constitute one and the same instrument and be binding on all parties.
- 4.2 This Supplemental Agreement shall be governed by the laws of the Hong Kong Special Administrative Region of the People's Republic of China and the parties fully submit to the non-exclusive jurisdiction of the courts of Hong Kong.

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EXECUTION PAGE TO THE SUPPLEMENTAL AGREEMENT DATED 23 NOVEMBER 2023

THE COMPANY

SIGNED by

for and on behalf of

CHINA SHENGHAI GROUP LIMITED

in the presence of:-

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For and on behalf of
CHINA SHENGHAI GROUP LIMITED
中國升海集團有限公司

Handwritten signature in blue ink

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Authorized Signature(s)

THE PLACING AGENT

SIGNED by *Leung Kin Cheung Laurent*)

for and on behalf of **Zijing Capital Limited**

in the presence of:-

Johnny *Lu*

A handwritten signature in black ink, appearing to be a stylized name, possibly "Johnny Lu", written over a horizontal line.