
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 shares in Kakiko 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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KAKIKO GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2225)

**PROPOSED CHANGE OF COMPANY NAME;
PROPOSED CONSEQUENTIAL AMENDMENTS TO
THE MEMORANDUM
AND ARTICLES OF ASSOCIATION OF THE COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of Kakiko Group Limited (the “Company”) to be held at 10/F, Central Building, 1-3 Pedder Street, Central, Hong Kong on Monday, 16 September 2019 at 10:30 a.m. is set out on pages 8 to 9 of this circular. A Form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://kttgroup.com.sg>).

A form of proxy for use by the shareholders of the Company at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

28 August 2019

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DEFINITIONS

“Amendments and Restatement”	the amendments and restatement of the Memorandum and Articles to reflect the proposed Change of Company Name
“Articles”	the articles of association of the Company conditionally adopted on 26 September 2017 to take effect on 17 October 2017, the date on which the Shares in the Company were listed on the Stock Exchange and as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors of the Company
“Change of Company Name”	the proposed change in the Company’s name from “Kakiko Group Limited” to Jinhai International Group Holdings Limited” and the Company adopts a dual foreign name in Chinese of “今海國際集團控股有限公司”
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Kakiko Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2225)
“Director(s)”	director(s) of the Company
“EGM”	extraordinary general meeting of the Company to be held at 10/F, Central Building, 1-3 Pedder Street, Central, Hong Kong on Monday, 16 September 2019 at 10:30 a.m., the notice of which is set out on pages 8 to 9 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Registrar”	Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

KAKIKO GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2225)

Executive Directors:

Mr. Chen Guobao

Mr. Wang Zhenfei

Non-executive Directors:

Mr. Yang Fu Kang

Mr. Li Yunping

Mr. Wang Huasheng

Mr. Jiang Jiangyu

Independent non-executive Directors:

Mr. Yan Jianjun

Mr. Fan Yimin

Mr. Lau Kwok Fai Patrick

Registered office in the Cayman Islands:

Vistra (Cayman) Limited

P. O. Box 31119

Grand Pavilion, Hibiscus Way

802 West Bay Road, Grand Cayman

KY1-1205 Cayman Islands

*Headquarters and Principal Place of
Business in Singapore:*

750 Chai Chee Road

#03-10/14 Viva Business Park

Singapore 469000

Principal Place of Business in Hong Kong:

Room 2503, Cosco Tower

183 Queen's Road Central

Sheung Wan, Hong Kong

28 August 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME;
PROPOSED CONSEQUENTIAL AMENDMENTS TO
THE MEMORANDUM
AND ARTICLES OF ASSOCIATION OF THE COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 20 August 2019 relating to the proposed Change of Company Name and the proposed Amendments and Restatement.

LETTER FROM THE BOARD

The proposed Change of Company Name and the proposed Amendments and Restatement are subject to, amongst other things, the approval by the Shareholders, by way of poll, at the EGM. The purpose of this circular is to provide you with further details of the proposed Change of Company Name and the proposed Amendments and Restatement and a notice convening the EGM.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to (i) change the Company's name from "Kakiko Group Limited" to "Jinhai International Group Holdings Limited" and (ii) adopt a dual foreign name in Chinese of "今海國際集團控股有限公司" as set out below.

Conditions of the Proposed Change of Company Name

The proposed Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM approving the Change of Company Name; and
2. the approval being granted by the Registrar of Companies in Cayman Islands for the change of the English name and dual foreign name in Chinese of the Company.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the special resolution is passed. Upon passing of the special resolution of the Change of Company Name, such special resolution shall be filed with the Registrar of Companies in the Cayman Islands, and the Registrar of Companies in the Cayman Islands, if thinks fit, will (1) enter the new English name and dual foreign name in Chinese of the Company on the Register of Companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name of the Company and (2) issue a certificate of incorporation on change of name to the Company. Upon receiving the requisite approval from the Registrar of Companies in the Cayman Islands, the Company will carry out all necessary filings with the Companies Registry in Hong Kong thereafter.

Reasons for the Proposed Change of Company Name

The Board considers that the Change of Company Name will not only provide the Company with fresh corporate identity but will also reflect the current status of the Group and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future business development. As such, the Board believes that the change is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Change of Company Name

The proposed Change of Company Name will not affect any rights of the existing holders of the Shares nor the Company's daily business operation and its financial position. All the existing share certificates of the Company in pink colour in issue bearing the existing name of the Company will, upon the proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates in blue colour printed in the new names of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new English and Chinese names of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the Shares in the Stock Exchange will also be changed after the proposed Change of Company Name has become effective.

3. PROPOSED CONSEQUENTIAL AMENDMENTS TO THE MEMORANDUM AND ARTICLES

In view of the proposed Change of Company Name, the Board also proposes the consequential Amendments and Restatement to reflect the proposed Change of Company Name.

At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name, the new Company name being entered in the Register of Companies maintained by the Registrar of Companies in the Cayman Islands and the Amendments and Restatement by replacing all references in the Memorandum and Articles to the name of the Company with "Kakiko Group Limited".

The proposed Amendments and Restatement are subject to the passing of a special resolution of the Company at the EGM. The proposed Amendments shall become effective upon the proposed Change of Name taking effect.

4. EGM

The EGM will be convened by the Company at 10/F, Central Building, 1-3 Pedder Street, Central, Hong Kong at 10:30 a.m. on Monday, 16 September 2019 for the Shareholders to consider, and if thought fit, approved the proposed Change of Company Name and the proposed Amendments and Restatement, by way of poll.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the proposed Change of Company Name and the proposed Amendments and Restatement and accordingly, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM.

The notice of EGM is set out in pages 8 to 9 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

5. GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the proposed Change of Company Name and the new English stock short name and Chinese stock short name for trading of the shares of the Company on the Stock Exchange.

6. RECOMMENDATIONS

The Board considers that the proposed Change of Company Name and the proposed Amendments and Restatement are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions to approve the proposed Change of Company Name and the proposed Amendments and Restatement at the EGM as set out in the notice of EGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors 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.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 11 September 2019 to Monday, 16 September 2019 (both dates inclusive), during which period no transfer of Shares can be registered. In order to be eligible to attend and vote at the EGM, all completed share transfer instruments accompanied by the relevant share certificates must be lodged with the Share Registrar at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Tuesday, 10 September 2019.

9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Kakiko Group Limited
Chen Guobao
Chairman and Executive Director

NOTICE OF EGM

KAKIKO GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2225)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Kakiko Group Limited (the “Company”) will be held at 10/F, Central Building, 1-3 Pedder Street, Central, Hong Kong on Monday, 16 September 2019 at 10:30 a.m. to consider, and if thought fit, pass the following resolutions each as a special resolution of the Company:

SPECIAL RESOLUTIONS

1. **“THAT**

subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, (i) the name of the Company be changed from “Kakiko Group Limited” to “Jinhai International Group Holdings Limited”, and (ii) the Company adopts the dual foreign name in Chinese of “今海國際集團控股有限公司” (together, the “**Change of Company Name**”), with effect from the date of passing of this resolution.”

2. **“THAT**

subject to the passing of the resolution numbered 1 above, and the Change of Company Name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands, the Memorandum of Association and the Articles of Association of the Company be amended by replacing all references to the name of the Company with “Kakiko Group Limited” to reflect the Change of Company Name; and the amended and restated Memorandum and Articles of Association and the amended and restated Articles of Association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.”

By Order of the Board

Kakiko Group Limited

Chen Guobao

Chairman and Executive Director

Hong Kong, 28 August 2019

NOTICE OF EGM

Registered office:

Vistra (Cayman) Limited
P. O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road, Grand Cayman
KY1-1205 Cayman Islands

Principal place of business in Hong Kong:

Room 2503, Cosco Tower
183 Queen's Road Central
Sheung Wan, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he so wish. In such event, his form of proxy will be deemed to be revoked.
2. A form of proxy for the EGM is enclosed. In order to be valid, the 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 such power or authority, shall be deposited at the Company's Hong Kong share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. To ascertain the members' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 11 September 2019 to Monday, 16 September 2019 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the meeting, all completed share transfer instruments, accompanied by the relevant share certificates, shall be lodged with the Company's Hong Kong share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 10 September 2019.
5. Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://kttgroup.com.sg> and on the HKExnews website of the Stock Exchange at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.