

Announcement Regarding the Non-Binding Merger Intent Agreement Between Ouyang Yuansong, Founder of Jinboyun Group, and American International Industries, Inc.

Ouyang Yuansong, founder of Jinboyun Trading Yunnan (Group) Co., Ltd. (hereinafter referred to as “Jinboyun Group”), a jewelry company headquartered in Yunnan, China, has formally approached American International Industries, Inc. (“the Company”) to discuss his intention to acquire AMIN in its entirety.

Pursuant to this proposal, Ouyang Yuansong, founder of Jinboyun Group, has expressed his intention to acquire American International Industries, Inc. (OTC: AMIN) in its entirety.

About the Acquirer

Established in October 2024, Jinboyun Group is a comprehensive jewelry enterprise integrating jewelry design, production, and sales, headquartered in Yunnan Province, China. With the “gold-clad-silver” craftsmanship at its core, the Group’s product line covers multiple categories, including gold-clad-silver jewelry, jade, African jadeite, diamonds, and silver jewelry, and is committed to providing consumers with affordable jewelry that offers excellent value for money. Currently, Jinboyun Group has opened 30 company-owned stores within Yunnan Province, with a gross profit margin of 45%–60%, annual revenue in the tens of millions of RMB, and approximately 119 employees enrolled in social insurance. The Group plans to invest in 48 stores in Yunnan and subsequently expand beyond the province, rapidly scaling up through a model combining “online customer acquisition and store acquisitions.” In the future, it will launch a franchise program to share its brand, supply chain, training, and capital value. Leveraging the strong resource support of Zhongnong Conglin Agriculture (Yunnan) Group Co., Ltd., Jinboyun Group is committed to its mission of “enabling Yunnan residents to wear ethically produced, affordable jewelry.” Its goal is to become the leading jewelry brand in Yunnan and a nationally recognized gold-plated-silver jewelry brand.

Strategic Alignment and Acquisition Objectives

Jinboyun Group’s proposed acquisition supports its broader goals of international market expansion, brand upgrading, and resource integration. Through this acquisition, Jinboyun Group expects to secure a direct listing on U.S. capital markets, providing a capital platform to support its expansion plan for 48 stores nationwide and subsequent expansion beyond Yunnan Province. At the same time, the acquisition will help Jinboyun Group enhance its international brand awareness and accelerate the realization of its strategic goal to “become the leading gold-plated-silver brand in Yunnan and a nationally renowned brand.” American International Industries, Inc.’s diversified industrial portfolio and long-standing experience in capital markets will open up opportunities for Jinboyun Group to explore industrial synergies beyond its core jewelry business in the future. The transaction is expected to create long-term value for the shareholders of both companies.

Jinboyun Group intends to proceed with the acquisition in accordance with relevant legal, regulatory, and securities market requirements. Both companies are committed to working together to ensure a transparent and efficient transaction process and will provide timely updates as significant developments occur.

Forward-Looking Statements

This report contains forward-looking statements, including statements regarding the proposed acquisition and its expected benefits. These statements are subject to various risks and uncertainties. Actual results may differ materially from expected results due to various factors.