

**THE STOCK EXCHANGE OF HONG KONG LIMITED**

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**GEM**

**COMPANY INFORMATION SHEET**

**Case Number:** N/A

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**Company name:** Jia Group Holdings Limited

**Stock code (ordinary shares):** 8519

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 19 January 2022.

**A. General**

Place of incorporation: the Cayman Islands

Date of initial listing on GEM: 8 February 2018

Name of Sponsor(s): Innovax Capital Limited

Names of directors:  
(*please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive*)

**Executive directors**

Ms. Wong Pui Yain

Ms. Wan Suet Yee Cherry

**Independent non-executive directors**

Mr. Devin Nijanthan Chanmugam

Mr. Leung Yuk Lun Ulric

Mr. Wee Keng Hiong Tony

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<b>Number of shares and underlying shares</b>	<b>Approximate percentage of the total issued share capital as at the date of this information sheet</b>
<b>Name</b>		
Wong Pui Yain ("Ms. Wong") (Note 1)	520,416,000	44.86%
Lo Yeung Kit, Alan ("Mr. Lo") (Note 2)	520,416,000	44.86%
Giant Mind International Limited ("Giant Mind")	409,670,000	35.32%

*Note 1:*

409,670,000 shares are held by Giant Mind, which is solely owned by Ms. Wong, and 81,616,000 shares by Ms. Wong in her personal capacity, including 850,000 underlying shares to be issued upon exercise of the share options granted to Ms. Wong on 11 January 2021 pursuant to the share option scheme adopted on 8 February 2018 (the "Scheme") under which the said options can be exercised by Ms. Wong from 11 January 2021 to 10 January 2024 at the exercise price of HK\$0.13 per share; and 1,000,000 underlying shares to be issued upon exercise of the share options granted to Ms. Wong on 19 January 2022 pursuant to the Scheme under which the said options can be exercised by Ms. Wong from 19 January 2022 to 18 January 2032 at the exercise price of HK\$0.1 per share. Ms. Wong, being spouse of Mr. Lo, is deemed to be interested in 29,130,000 shares held by Mr. Lo under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO").

*Note 2:*

Mr. Lo, the spouse of Ms. Wong, is deemed under the SFO to be interested in 491,286,000 shares in which Ms. Wong is interested. Mr. Lo holds 29,130,000 shares in his personal capacity, including 550,000 underlying shares to be issued upon exercise of the share options granted to Mr. Lo on 19 January 2022 pursuant to the Scheme under which the said options can be exercised by Mr. Lo from 19 January 2022 to 18 January 2032 at the exercise price of HK\$0.1 per share.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	N/A
Financial year end date:	31 December
Registered address:	Windward 3, Regatta Office Park P.O. Box 1350 Grand Cayman KY1-1108 Cayman Islands
Head office and principal place of business:	Office No.5 on 22nd Floor, Universal Trade Centre No.3 Arbuthnot Road Central Hong Kong
Web-site address (if applicable):	<a href="https://www.jiagroup.co/">https://www.jiagroup.co/</a>
Share registrar:	<b><u>Principal share registrar and transfer office in the Cayman Islands</u></b> Ocorian Trust (Cayman) Limited
	<b><u>Hong Kong branch share registrar and transfer office</u></b> Tricor Investor Services Limited
Auditors:	BDO Limited

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**B. Business activities***(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Company, together with its subsidiaries, is a well-established restaurant group in Hong Kong with award winning restaurants serving a variety of cuisines including Chinese, Spanish, Italian, French, Nyonya, Thai and specialty coffee under different brands and themes. The group also engages in online/offline delivery through its platform JIA Everywhere and food tech investments.

**C. Ordinary shares**Number of ordinary shares in issue: 1,159,980,000Par value of ordinary shares in issue: HK\$0.01 per shareBoard lot size (in number of shares): 10,000 sharesName of other stock exchange(s) on which ordinary shares are also listed: N/A**D. Warrants**Stock code: N/ABoard lot size: N/AExpiry date: N/AExercise price: N/AConversion ratio:  
*(Not applicable if the warrant is denominated in dollar value of conversion right)* N/ANo. of warrants outstanding: N/ANo. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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**E. Other securities**

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

**Share Option Scheme**

The Company adopted a share option scheme on 8 February 2018, pursuant to which the options (the “**Options**”) have been granted.

**(1) Grant of Share Options**

Date of Grant:	11 January 2021
Number of Option granted:	3,750,000
Exercise price per share:	HK\$0.13
Exercise period of Options:	11 January 2021 to 10 January 2024

The above 3,750,000 Options were granted to certain directors, employees and consultants of the Group.

**(2) Grant of Share Options**

Date of Grant:	19 January 2022
Number of Option granted:	7,600,000
Exercise price per share:	HK\$0.1
Exercise period of Options:	19 January 2022 to 18 January 2032

The above 7,600,000 Options were granted to certain directors, employees and consultants of the Group.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

**Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Yeung Tsz Kit Alban  
(Name)

Title: Company secretary  
(Director, secretary or other duly authorised officer)

***NOTE***

*Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*