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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Jia Group Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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# JIA

## Jia Group Holdings Limited 佳民集團有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 8519)

### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of the Company (the “AGM”) to be held at 10:30 a.m. on Friday, 17 June 2022 at 208 Hollywood Road, Sheung Wan, Hong Kong is set out on pages 18 to 23 of this circular. A form of proxy for use at the AGM is also enclosed.

If you intend to appoint proxy(ies) to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.

#### PRECAUTIONARY MEASURES FOR THE AGM

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders, and in line with the Hong Kong Government’s directive on social distancing, personal and environmental hygiene, the Company will implement the following precautionary measures at the AGM:

- compulsory body temperature screening
- compulsory wearing of surgical face masks
- no provision of refreshments and corporate gifts
- maintaining appropriate distancing and spacing
- limiting the number of the AGM attendees to avoid over-crowding

Attendees are reminded that they should consider the risks of attending the AGM, taking into account their own personal circumstances. Any person, who (a) does not comply with the precautionary measures; (b) is subject to the Hong Kong Government’s quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Hong Kong Government’s prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into the AGM venue at the absolute discretion of the Company as permitted by law. All attendees are requested to wear surgical face masks at all times at the AGM venue. It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on the prevailing Hong Kong Government regulations. Shareholders are strongly encouraged to exercise their voting rights at the AGM by appointing the chairman of the AGM as proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM or any adjourned meeting in person.

This circular together with a form of proxy will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.jiagroup.co>.

13 May 2022

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## CHARACTERISTICS OF GEM

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### CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## CONTENTS

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	<i>Page</i>
<b>PRECAUTIONARY MEASURES FOR THE AGM</b> .....	1
<b>DEFINITIONS</b> .....	3
<b>LETTER FROM THE BOARD</b>	
Introduction .....	5
Proposed Grant of General Mandates to Issue Shares and Buy back Shares .....	6
Re-election of the Directors .....	7
Re-appointment of the Auditor .....	7
Annual General Meeting .....	7
Voting by Poll .....	8
Closure of Register of Members .....	8
Responsibility Statement .....	8
Recommendation .....	8
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	9
<b>APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE                     RE-ELECTED</b> .....	15
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	18

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing COVID-19 pandemic and in line with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, the Company will implement the following precautionary measures at the AGM to ensure the health and safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic:

- (i) Compulsory body temperature screening will be conducted on AGM attendees at the entrance of the AGM venue. Any person found to be suffering from a fever or otherwise unwell will be denied entry into the AGM venue or be required to leave the AGM venue at the absolute discretion of the Company.
- (ii) All AGM attendees are requested to wear surgical face masks at the AGM venue at all times, and to maintain a safe distance with other attendees.
- (iii) No refreshments and corporate gifts will be provided.
- (iv) Appropriate distancing and spacing at the AGM venue will be maintained to avoid over-crowding.
- (v) The Company will limit the attendance in person at the AGM venue in accordance with the prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities at the time of the AGM. Given the limited capacity of the AGM venue and the requirements for social distancing to ensure attendees' health and safety, only Shareholders and/or their representatives and relevant AGM staff will be admitted to the AGM. Admission to the AGM venue will not be granted in excess of the capacity of the AGM venue.
- (vi) Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the health and safety of the attendees at the AGM.

Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment; (b) to follow any prevailing requirements or guidelines of the Hong Kong Government relating to COVID-19 pandemic in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anyone who has contracted or is suspected to have contracted COVID-19.

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## PRECAUTIONARY MEASURES FOR THE AGM

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In the interests of all stakeholders' health and safety and in response to the relevant guidelines prescribed by the Hong Kong Government on prevention and control of COVID-19 pandemic, Shareholders are reminded that **physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights, and are strongly encouraged to appoint the chairman of the AGM as proxy to attend and vote on the relevant resolutions at the AGM by completing form of proxy in accordance with the instructions printed thereon instead of attending the AGM or any adjourned meeting in person.**

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the website of the Company at [www.jiagroup.co](http://www.jiagroup.co) as and when appropriate.

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10:30 a.m. on 17 June 2022, at 208 Hollywood Road Sheung Wan, Hong Kong or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 18 to 23 of this circular
“Articles”	the amended and restated articles of association of the Company which was conditionally adopted on 23 January 2018 and became effective on 8 February 2018, as amended or supplemented from time to time
“Board”	the board of Directors
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Jia Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8519)
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares as set out in resolution 5 of the AGM Notice
“Latest Practicable Date”	3 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Shares Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to buy back Shares as set out in resolution 6 of the AGM Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**JIA**

**Jia Group Holdings Limited**  
**佳民集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8519)**

*Executive Directors:*

Ms. WONG Pui Yain

*(Chairperson and Chief Executive Officer)*

Ms. WAN Suet Yee Cherry

*Independent non-executive Directors:*

Mr. Devin Nijanthan CHANMUGAM

Mr. LEUNG Yuk Lun Ulric

Mr. WEE Keng Hiong Tony

*Registered office in the Cayman Islands:*

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

Office No. 5 on 22nd Floor

Universal Trade Centre

Central

Hong Kong

13 May 2022

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS,  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of the Issue Mandate and the Shares Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; (iii) the re-election of Directors; and (iv) the re-appointment of auditor of the Company. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.



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## LETTER FROM THE BOARD

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### PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

Ordinary resolutions of the Shareholders were passed on 24 May 2021 granting general mandates to Directors to (i) allot, issue and deal with Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of the passing of such resolution (the “**2021 Issue Mandate**”); (ii) to buy back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of such resolution; and (iii) to extend the general mandate of (i) above to include Shares bought back pursuant to the general mandate of (ii) above. As at the Latest Practicable Date, a total of 134,280,000 new Shares were placed under the 2021 Issue Mandate and such placing was completed on 18 June 2021. For further details, please refer to the Company’s announcements dated 25 May 2021 and 18 June 2021, respectively.

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors to exercise all powers of the Company (i) to allot, issue and otherwise deal with such number of Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of such resolution; (ii) to, subject to the criteria set out in this circular, buy back such number of Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution; and (iii) the general extension mandate, after the Shares Buy-back Mandate is granted, to add the aggregate number of the Shares bought back by the Company pursuant to the Shares Buy-back Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution for approving the Issue Mandate.

Based on 1,159,980,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are bought back or issued or cancelled prior to the AGM, subject to the passing of the ordinary resolutions for approving the Issue Mandate and the Shares Buy-back Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 231,996,000 Shares pursuant to the Issue Mandate and buy back 115,998,000 Shares pursuant to the Shares Buy-back Mandate, being 20% and 10% of the total number of Shares in issue as at the date of passing the resolutions in relation thereto, respectively.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Shares Buy-back Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Shares Buy-back Mandate at the AGM.

The Issue Mandate, the Shares Buy-back Mandate and the general extension mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF THE DIRECTORS

Pursuant to the Article 108 of the Articles, Ms. WONG Pui Yain, Ms. WAN Suet Yee Cherry and Mr. WEE Keng Hiong Tony will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election at the AGM.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the independent non-executive Directors of the Company (the "INEDs"). All the INEDs satisfy the independence factors set out in Rule 5.09 of the GEM Listing Rules and each has provided to the Company an annual written confirmation of his independence. The Nomination Committee had also considered a range of diversity factors including age, education and cultural background, professional expertise, industry experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### RE-APPOINTMENT OF THE AUDITOR

BDO Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint BDO Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to approve, *inter alia*, the Issue Mandate and the Shares Buy-back Mandate; the extension of the Issue Mandate; the re-election of Directors and the re-appointment of auditor of the Company is set out on pages 18 to 23 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of GEM ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.jiagroup.co](http://www.jiagroup.co)). If you intend to appoint proxy(ies) to attend the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked. In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 10 June 2022 to Friday, 17 June 2022, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all Share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 June 2022.

### RESPONSIBILITY STATEMENT

This circular, 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 Group. 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.

### RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Shares Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; (iii) the re-election of Directors; and (iv) the re-appointment of auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Jia Group Holdings Limited**  
**WONG Pui Yin**  
*Chairperson and executive Director*

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Shares Buy-back Mandate.

### **1. STOCK EXCHANGE RULES FOR BUY-BACK OF SHARES**

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,159,980,000 Shares.

Subject to the passing of the relevant ordinary resolution granting the Shares Buy-back Mandate and on the basis that no further Shares are issued or bought back or cancelled during the period from the Latest Practicable Date to the date of the AGM, the Directors would be authorised to exercise the powers of the Company to buy back a maximum of 115,998,000 Shares, being 10% of the total number of Shares in issue as at the date of the AGM. The Shares Buy-back Mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Shares bought back by the Company shall, subject to applicable law, be automatically cancelled upon such buy-back.

### **3. REASONS FOR BUY-BACK**

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

#### **4. FUNDING AND EFFECT OF BUY-BACK**

The Company is empowered by its memorandum of association and the Articles to buy back its Shares. Buy-back made pursuant to the Shares Buy-back Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that payment for a share buy-back may only be made out of profits, share premium account or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Law, out of capital of the Company. The amount of premium payable on buy-back of Shares may only be paid out of either or both of the profits or from sums standing to the credit of the share premium account of the Company or subject to the Companies Law, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

Under the GEM Listing Rules, a listed company may not buy back its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Shares Buy-back Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2021, being the date of its latest published audited financial statements. However, the Directors do not intend to exercise the Shares Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

#### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to Shares Buy-back Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

#### **6. TAKEOVERS CODE CONSEQUENCE**

A buy-back of Shares by the Company may result in an increase in the proportionate interest of a Shareholder in the voting rights of the Company and such an increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or a group of Shareholders.

To the best of the knowledge and belief of the Company and as recorded in the register of interests in shares and short positions required to be kept by the Company under section 336 of the SFO, as at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of shareholder	Capacity/ Nature	Number of shares or underlying shares held/ interested in	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If the Shares Buy-back Mandate is exercised in full
Giant Mind International Limited ("Giant Mind")	Beneficial interest	409,670,000	35.32%	39.24%
Ms. Wong Pui Yain ("Ms. Wong")	Interest of a controlled corporation (Note 1)	409,670,000	44.86%	49.85%
	Beneficial interest (Note 2)	81,616,000		
	Interest of spouse (Note 3)	29,130,000		
Mr. Lo Yeung Kit, Alan ("Mr. Lo")	Beneficial interest	29,130,000	44.86%	49.85%
	Interest of spouse (Note 4)	491,286,000		
Mr. Chan Wai Yan, Ronald ("Mr. Chan")	Interest in controlled corporation (Note 5)	69,410,000	5.98%	6.65%
Chartwell Capital (Cayman) Limited	Interest in controlled corporation (Note 5)	69,410,000	5.98%	6.65%
Chartwell Asia Engagement Master Fund	Beneficial Interest (Note 5)	69,410,000	5.98%	6.65%

Name of shareholder	Capacity/ Nature	Number of shares or underlying shares held/ interested in	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If the Shares Buy-back Mandate is exercised in full
Mr. Ko Kin Hang ("Mr. Ko")	Beneficial Interest (Note 6)	64,990,000	5.60%	6.23%
Chartwell Value Master Fund	Beneficial interest (Note 7)	53,610,000	4.62%	5.14%

*Notes:*

- Giant Mind is 100% owned by Ms. Wong. By virtue of the SFO, Ms. Wong is deemed to be interested in all the Shares held by Giant Mind.
- 81,616,000 Shares were owned by Ms. Wong in her personal capacity. On 19 January 2022, 1,000,000 share options (the "Options") to subscribe for the Shares of the Company were granted by the Company to Ms. Wong under its share option scheme approved and adopted by the Company on 8 February 2018. As at the Latest Practicable Date, Ms. Wong had not exercised any of the Options. If Ms. Wong exercises all the Options, she will hold 1,850,000 Shares of the Company.
- Ms. Wong, being spouse of Mr. Lo, is deemed to be interested in 29,130,000 Shares held by Mr. Lo under the SFO.
- Mr. Lo, being spouse of Ms. Wong, is deemed to be interested in 491,286,000 Shares held by Ms. Wong under the SFO.
- Based on disclosure of interests forms filed with the Hong Kong Stock Exchange as required by the SFO, Chartwell Asia Engagement Master Fund was controlled as to 100% by Chartwell Capital (Cayman) Limited, which in turn was controlled as to 100% by Mr. Chan. Each of Mr. Chan and Chartwell Capital (Cayman) Limited was deemed to be interested in the Share held by Chartwell Asia Engagement Master Fund by virtual of Part XV of the SFO.
- 64,990,000 Shares were owned by Mr. Ko in his personal capacity.
- Based on disclosure of interests forms filed with the Hong Kong Stock Exchange as required by the SFO, Chartwell Value Master Fund has disclosed an interest in 53,610,000 Shares pursuant to a filing dated 28 September 2020 concerning a relevant event on 24 September 2020. As a result of placings of new shares by the Company completed on 18 June 2021, the percentage holding represented by 53,610,000 Shares would be reduced to approximately 4.62% (i.e. less than a "notifiable interest" under Part XV of the SFO). However, as far as the Company is aware, no disclosure of interests form has been filed by Chartwell Value Master Fund with the Hong Kong Stock Exchange in connection with any cessation of holding of notifiable interest under Part XV of the SFO.

On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, in the event that the Directors should exercise in full the power to repurchase Shares under the Shares Buy-back Mandate (if so approved), the shareholdings of Giant Mind, Ms. Wong and Mr. Lo in the Company would be increased to approximately 39.24%, 49.85% and

49.85% of the total issued share capital of the Company respectively, which would give rise to an obligation on the controlling shareholders to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code as a result of the exercise of the Shares Buy-back Mandate. The Directors will not exercise the Shares Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

## 7. SHARES PURCHASED BY THE COMPANY

### (i) Shares Purchased by the Company

In the six months immediately preceding the Latest Practicable Date, the Company has purchased a total of 6,410,000 Shares on the Stock Exchange, details of which are as follows:

Date	Number of Share Repurchases	Purchase price per share	
		Highest (HK\$)	Lowest (HK\$)
13 September 2021	400,000	0.104	0.104
14 September 2021	590,000	0.105	0.103
15 September 2021	210,000	0.106	0.106
16 September 2021	300,000	0.107	0.106
17 September 2021	200,000	0.108	0.108
20 September 2021	1,650,000	0.112	0.100
21 September 2021	360,000	0.114	0.113
24 September 2021	200,000	0.114	0.114
27 September 2021	400,000	0.115	0.112
28 September 2021	150,000	0.116	0.115
05 October 2021	210,000	0.120	0.117
07 October 2021	330,000	0.122	0.118
30 November 2021	220,000	0.111	0.107
01 December 2021	200,000	0.112	0.110
02 December 2021	210,000	0.113	0.110
14 December 2021	330,000	0.102	0.095
20 December 2021	100,000	0.102	0.101
21 December 2021	150,000	0.102	0.102
23 December 2021	200,000	0.103	0.100

Save as disclosed above, the Company has not purchased, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.



**8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposal on the Shares Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Shares Buy-back Mandate is approved by the Shareholders.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on GEM in each of the previous twelve months to the Latest Practicable Date were as follows:

	<b>Share prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	0.152	0.130
May	0.160	0.133
June	0.148	0.120
July	0.139	0.083
August	0.113	0.090
September	0.120	0.095
October	0.129	0.105
November	0.120	0.101
December	0.114	0.091
<b>2022</b>		
January	0.110	0.083
February	0.105	0.092
March	0.094	0.073
1 April 2022 to 3 May 2022 (Latest Practicable Date)	0.088	0.060

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles:

**Ms. WONG Pui Yain** (“**Ms. Wong**”), aged 43, has been appointed as an executive Director of the Company on 21 August 2015, is the founder and a controlling shareholder. She is the Group’s chairperson, chief executive officer, executive Director, the chairperson of the nomination committee and a member of the remuneration committee and legal compliance committee. She is currently responsible for overall strategic planning and management of the Group’s business development and operations and is also a director of each of the members of the Group.

Born in Singapore and educated in The University of Western Australia with a Bachelor’s Degree in Economics, Ms. Wong is an entrepreneur and restaurateur with 21 years of experience. She was awarded “Asia’s Best Young Entrepreneurs” by Businessweek 2008 and “Rising Star Award – Women in Asia” by Financial Times/RBS Coutt’s 2009. In 2013 she was named one of the 10 “Women of our Time” by South China Morning Post, “Restaurateur of the Year” by Hong Kong Tatler in 2016 and “Young Entrepreneur of the Year” by Asia Corporate Excellence & Sustainability 2017.

Ms. Wong is an executive member to the Chamber Women Executives Club (WEC) and a primary member of the YPO Hong Kong Chapter Limited. She was previously a non-executive Director of Gameone Holdings Limited (listed on GEM, stock code: 8282) and was resigned on 6 January 2022.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wong was interested in or deemed to be interested (within the meaning of Part XV of the SFO) in a total of 2,400,000 unexercised share options to subscribe for 2,400,000 Shares.

Ms. Wong has entered into a service contract with the Company for a term of three years commencing from 23 January 2021, which may be terminated by not less than one month’s notice in writing served by either party on the other. Ms. Wong is entitled to receive the annual salary of HK\$864,000 per annum as determined by the Board with reference to her experience, job responsibility and the prevailing market conditions and will be reviewed annually by the Board and the remuneration committee of the Company, together with discretionary bonus as may be decided by the Board with reference to her performance and the operating results of the Group.

Ms. Wong is the sole director and sole shareholder of Giant Mind International Limited, a controlling shareholder of the Company, as disclosed in the “Disclosure of Directors’ Interests” section of Report of the Board of Directors.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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**Ms. WAN Suet Yee Cherry** (“**Ms. Wan**”), aged 48, has been appointed as an executive Director of the Company on 21 August 2015, is senior operations director and the chairperson of the legal compliance committee. She is responsible for formulation of corporate development strategies, execution of daily management and administration of business and operations, and regulatory compliance.

She obtained a higher diploma in hotel and catering management from the Hong Kong Technical College in July 1996. She has approximately 20 years of experience in the food and beverage industry. From November 1996 to April 2011, she worked at Gaia Group. She served Va Bene Ristorante from November 1996 to February 2001. She worked as an assistant manager of Gaia Ristorante from March 2001 to March 2008. Her last position was operations manager of Gaia Group. During her office in Gaia Group, she was primarily responsible for purchasing, staff hiring, manager and staff training, menu planning and daily operation of eight restaurants in Hong Kong and two restaurants in Shanghai, the PRC. She was also awarded “Most Influential Woman in Hospitality 2018 – Hong Kong” by APAC Insider in 2018.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wan was interested in or deemed to be interested (within the meaning of Part XV of the SFO) in a total of 1,850,000 unexercised share options to subscribe for 1,850,000 Shares.

Ms. Wan has entered into a service contract with the Company for a term of three years commencing from 8 February 2021, which may be terminated by not less than one month’s notice in writing served by either party on the other. Ms. Wan is entitled to receive the annual salary of HK\$816,000 per annum which was determined by the Board with reference to her experience, job responsibility and general market condition and will be reviewed annually by the Board and the remuneration committee of the Company, together with discretionary bonus as may be decided by the Board with reference to her performance and the operating results of the Group.

**Mr. WEE Keng Hiong Tony** (“**Mr. Wee**”), aged 51, has been appointed as an independent non-executive Director of the Company on 23 January 2018, is member of the audit committee and the remuneration committee. He is responsible for supervising and providing independent judgment to the Board, the audit committee and the remuneration committee.

He has more than 12 years of experience in the finance industry. He has been with UOB Kay Hian (Hong Kong) Limited since December 2003 and is currently an associate director of UOB Kay Hian (Hong Kong) Limited. He has been licensed to engage in Type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) since December 2003. He was awarded a bachelor of arts degree in economics from Pepperdine University in the United States in April 1995.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wee was interested in or deemed to be interested (within the meaning of Part XV of the SFO) in a total of 750,000 unexercised share options to subscribe for 750,000 Shares.

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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Mr. Wee has entered into a letter of appointment with the Company for a term of three years commencing from 23 January 2021, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Wee is entitled to receive a director's remuneration of HK\$150,000 per annum which was determined by the Board with reference to the prevailing market condition and his responsibility in the Company.

Save as disclosed above, none of the above Directors (i) has held any directorships during the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; (iii) holds any positions in the Company or any other member of the Group; (iv) has any other major appointments and professional qualifications; and (v) has any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Saved as disclosed herein, in relation to the re-election of the above-mentioned retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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# Jia Group Holdings Limited

## 佳民集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8519)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Meeting**”) of Jia Group Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 17 June 2022, at 208 Hollywood Road, Sheung Wan, Hong Kong for the following purposes:

To consider and if thought fit, passing the following resolutions (with or without modification) as ordinary resolutions of the Company:

#### AS ORDINARY BUSINESS

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2021;
2. To re-elect the following persons as the Directors:
  - (a) Ms. WONG Pui Yain as an executive Director;
  - (b) Ms. WAN Suet Yee Cherry as an executive Director; and
  - (c) Mr. WEE Keng Hiong Tony as an independent non-executive Director.
3. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS

5. “THAT:

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued share(s) of HK\$0.01 each in the share capital of the Company (the “**Share(s)**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options, including bonds and warrants to subscribe for Shares and debentures convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (hereinafter defined) to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (hereinafter defined); or (ii) the grant or exercise of any options granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries of Shares or right to acquire Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription, conversion or exchange under the terms of any convertible notes or warrants of the Company or any securities which are convertible into or exchange for or carry rights to subscribe for Shares, shall not exceed the aggregate of:
  - (aa) 20 percent of the total number of Shares in issue as at the date of the passing of this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(bb) if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation and subdivision shall be the same,

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles**”) or the applicable law(s) of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (hereinafter defined) of all powers of the Company to buy back issued Shares, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the laws of the Cayman Islands and all other applicable laws and regulations, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation and subdivision shall be the same and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable law(s) of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5 above be and is hereby extended by adding to the number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of the total number of Shares bought back by the Company under the authority granted pursuant to the resolution numbered 6 above, provided that such number of added Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By order of the Board  
**Jia Group Holdings Limited**  
**WONG Pui Yin**  
*Chairperson and executive Director*

Hong Kong, 13 May 2022



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned Meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.
- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at any meeting, 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 in respect of the joint holding.
- (3) A form of proxy for use at the Meeting or its adjourned Meeting is enclosed.
- (4) 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 certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned Meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned Meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) For determining Members’ entitlement to attend and vote at the Meeting, the register of Members will be closed from Friday, 10 June 2022 to Friday, 17 June 2022 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 June 2022.
- (6) In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that BDO Limited be re-appointed as the auditor of the Company.
- (7) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (8) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
- (9) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the Meeting or its adjourned meeting will be taken by poll.
- (10) If tropical cyclone warning signal No. 8 or above, or an announcement of “extreme conditions” by the Government of Hong Kong in accordance with the revised “Code of Practice in Times of Typhoon and Rainstorms” issued by the Hong Kong Labour Department in June 2019 or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at [www.jiagroup.co](http://www.jiagroup.co) and on the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an “amber” or “red” rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

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## NOTICE OF ANNUAL GENERAL MEETING

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As at the date of this notice, the Directors are:

**Executive Directors:**

Ms. WONG Pui Yain (*Chairperson and Chief Executive Officer*) and Ms. WAN Suet Yee Cherry.

**Independent Non-executive Directors:**

Mr. Devin Nijanthan CHANMUGAM, Mr. LEUNG Yuk Lun Ulric and Mr. WEE Keng Hiong Tony.

*This notice will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at [www.jiagroup.co](http://www.jiagroup.co).*

*This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.*