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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Janco Holdings Limited** (駿高控股有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

**REQUISITION OF
SUBSTANTIAL SHAREHOLDER TO CONVENE
AN EXTRAORDINARY GENERAL MEETING
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this circular shall have meanings as defined in the section headed “Definitions” in this circular.

A notice convening the Extraordinary General Meeting to be held at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 7 November 2022 at 2:30 p.m. is set out on pages N-1 to N-5 of this circular.

A form of proxy for use by the Shareholders at the Extraordinary General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the Extraordinary General Meeting in person, you are requested to complete the accompanying 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, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Extraordinary General Meeting (that is, by 2:30 p.m. on Saturday, 5 November 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.jancofreight.com.

30 September 2022

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

PRECAUTIONARY MEASURES FOR THE EGM

To prevent and control the spread of the Novel Coronavirus (“COVID-19”), the Company will take the following precautionary measures at the EGM:

- (i) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the EGM at the Company’s discretion, to the extent permitted by the applicable laws and regulations;
- (ii) each attendee is required to wear a surgical face mask throughout the EGM and inside the meeting venue, and to maintain a safe distance from other attendees;
- (iii) any person attending the EGM will be required to scan the “Leave Home Safe” venue QR code and make a declaration as to whether they have travelled outside Hong Kong in the 14-day period prior to the EGM, and those who have travelled outside Hong Kong in the 14-day period prior to the EGM will not be permitted to attend the EGM; and
- (iv) no corporate gift will be distributed and no refreshment will be served at the EGM.

The Company reserves the right in refusing the entry of any person who does not comply with the precautionary measures to the venue of the EGM to the extent permitted by the applicable laws and regulations.

The Company wishes to encourage the Shareholders to exercise their rights to vote at the EGM by appointing the chairman of the EGM as their proxy as an alternative to attending the EGM in person, by completing and returning the proxy form attached to this circular.

If any Shareholder chooses not to attend the EGM in person but has any question about any resolution or about the Company, or has any matter for putting to the board of Directors of the Company, he/she is welcome to send such question or matter in writing to our registered office. If any Shareholder has any question relating to the EGM, please contact Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, as follows:

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Tel: + (852) 2980 1333
Fax: + (852) 2810 8185
Email: is-enquiries@hk.tricorglobal.com

Shareholders are reminded that they should carefully consider the risks of attending the EGM, taking into consideration their own personal circumstances.

PRECAUTIONARY MEASURES FOR THE EGM

As the COVID-19 continues to develop, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the EGM as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the EGM and to comply with any requirements or recommendations of any government authorities from time to time.

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DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Janco Holdings Limited (駿高控股有限公司), an exempted company incorporated in the Cayman Islands and whose Shares are listed on the GEM (stock code: 8035)
“controlling shareholder(s)”	has the meaning as ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 7 November 2022 at 2:30 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages N-1 to N-5 of this circular
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Nomination Committee”	the nomination committee of the Board
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionist to the Company in relation to, among others, the removal and appointment of Directors as referred to in this circular
“Requisitionist”	Million Venture Holdings Limited, a substantial Shareholder holding an aggregate of 156,000,000 Shares under its own name, representing 26% of the total issued share capital of the Company as at the date of the Requisition Notice

DEFINITIONS

“Requisition Notice”	a notice of requisition dated 9 September 2022 from the Requisitionist to the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning as ascribed to it under the GEM Listing Rules

LETTER FROM THE BOARD



Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

Executive Directors:

Mr Ng Chin Hung (*Chief Executive Officer*)

Mr Cheng Tak Yuen

Non-executive Director:

Mr Chan Kin Chung (*Chairman*)

Independent non-executive Directors:

Mr Lee Kwong Chak Bonnio

Mr Kwan Chi Hong

Mr Chan William

Registered office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Unit 1608, 16th Floor

Tower A, Manulife Financial Centre

No. 223 Wai Yip Street, Kwun Tong

Kowloon

Hong Kong

30 September 2022

To the Shareholders

Dear Sirs

**REQUISITION OF
SUBSTANTIAL SHAREHOLDER TO CONVENE
AN EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) further information in relation to the Requisition Notice including, among others, the proposed removal and appointment of Directors; and (ii) the notice of EGM.

LETTER FROM THE BOARD

REQUISITION NOTICE

Reference is made to an announcement of the Company dated 19 September 2022. On 16 September 2022, the Board received a letter from HKSCC Nominees Limited dated 15 September 2022, enclosing, among others, the Requisition Notice from the Requisitionist requiring the Board to convene an extraordinary general meeting for considering and, if thought fit, passing the following ordinary resolutions:

1. **“THAT NG CHIN HUNG** be and is hereby removed as a director and chief executive officer of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
2. **“THAT CHENG TAK YUEN** be and is hereby removed as a director of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
3. **“THAT CHAN KIN CHUNG** be and is hereby removed as a director and chairman of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
4. **“THAT LEE KWONG CHAK, BONNIO** be and is hereby removed as a director of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
5. **“THAT KWAN CHI HONG** be and is hereby removed as a director of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
6. **“THAT CHAN WILLIAM** be and is hereby removed as a director of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
7. **“THAT** each of the Directors of the Company appointed to the Board between the date of this notice of Requisition and the date of the EGM, other than those persons who are to be appointed Directors at the EGM, be and is hereby removed as a director of the Company with effect from the conclusion of the EGM.”
8. **“THAT** the maximum number of directors of the Company be and is hereby fixed at five (5) with immediate effect.”
9. **“THAT CHAN CHUN SING (陳振聲)** be and is hereby appointed as an executive director of the Company pursuant to Article 83(2) of the Articles with effect from the conclusion of the EGM.”
10. **“THAT LAW WING TAK JACK (羅永德)** be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(2) of the Articles with effect from the conclusion of the EGM.”

LETTER FROM THE BOARD

11. “**THAT KWOK KAI HUNG (郭啟雄)** be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(2) of the Articles with effect from the conclusion of the EGM.”
12. “**THAT MOY YEE WO, MATTHEW (梅以和)** be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(2) of the Articles with effect from the conclusion of the EGM.”
13. “**THAT** the Board be and is hereby authorized to fix the Director’s remuneration.”

RELEVANT PROVISIONS UNDER THE ARTICLES

Pursuant to Article 58 of the Articles, any one or more members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

In accordance with the relevant provisions under the Articles, the Company (i) has convened the EGM within twenty-one (21) days from the date of deposit of the requisition of the Requisitionist; and (ii) the EGM will be held within two (2) months from the date of deposit of such requisition.

PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS

The Requisition Notice has set out the biographical details of the proposed Directors. Pursuant to Rule 17.46A of the GEM Listing Rules, the Company is required to disclose the details referred to under Rule 17.50(2) of the GEM Listing Rules in respect of any proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting. Details of the proposed Directors, which have been reproduced from and are solely based upon the information provided by the Requisitionist in the Requisition Notice, are set out in the Appendix to this circular. Shareholders should note that the Board has not verified the particulars of the proposed Directors stated in the Appendix to this circular.

EGM

A notice convening the EGM to be held at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 7 November 2022 at 2:30 p.m. is set out on pages N-1 to N-5 of this circular. At the EGM, resolutions will be proposed to approve, among others, the removal and appointment of Directors.

LETTER FROM THE BOARD

A form of proxy of the EGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the EGM (i.e. Saturday, 5 November 2022 at 2:30 p.m. (Hong Kong time)) or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person in the EGM if you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the ordinary resolutions to be proposed at the EGM.

The Proposed Resolutions will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 2 November 2022 to Monday, 7 November 2022 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining shareholders who are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 1 November 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 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 in this circular misleading.

RECOMMENDATION

The Directors express no opinion on how the Shareholders should vote on the Proposed Resolutions to be proposed at the EGM.

Yours faithfully
By order of the Board
Janco Holdings Limited
駿高控股有限公司
Ng Chin Hung

Executive Director and Chief Executive Officer

The biographical details of the proposed Directors, which have been reproduced from and are solely based upon the information provided by the Requisitionist, are set out below. Such particulars of the proposed Directors has not been verified by the Board.

EXECUTIVE DIRECTOR

Mr. CHAN Chun Sing (陳振聲), aged 43, has over 20 years of experience in the fields of accounting, auditing and compliance matters of listed companies in Hong Kong. He obtained a bachelor's degree of arts in accountancy from the Hong Kong Polytechnic University in 2001. Mr. Chan further obtained an Executive Master of Business Administration from the Chinese University of Hong Kong in November 2015. Mr. Chan has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since April 2006. He is also an associate member of the Hong Kong Institute of Directors since March 2013. He is also an associate member of both the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute since June 2021.

Mr. Chan was an independent non-executive director of Lai Si Enterprise Holding Limited (stock code: 2266) from January 2017 to January 2022 and Winson Holdings Hong Kong Limited (stock code: 6812) since 21 February 2017. Mr. Chan also served as an independent non-executive director of Zhonghua Gas Holdings Limited (formerly known as Noble House (China) Holdings Limited) from December 2011 to October 2013 (stock code: 8246). Mr. Chan has been an executive Director of the Company from October 2019 to December 2020. He has been the company secretary of Lap Kei Engineering (Holdings) Limited (stock code: 1690) since January 2018 and was the company secretary of the Company from October 2019 to June 2021. Mr. Chan has been a director of McMillan Woods (Hong Kong) CPA Limited since November 2019.

Mr. Chan worked for Deloitte Touche Tohmatsu from September 2001 to July 2011 and his last position held was senior manager in the audit department. He joined a private company as chief financial officer from July 2013 to February 2014 and was appointed as executive director from March 2014 to April 2015. He was designated as non-executive director from May 2015 to March 2017.

As at the date of this announcement and save as disclosed above:

- (i) other than 1,510,000 shares in the Company beneficially held by the spouse of Mr. Chan which resulted in deemed interest of equivalent number of shares in the Company held by Mr. Chan, Mr. Chan did not have any other interest in any shares in the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “SFO”));
- (ii) Mr. Chan did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (iii) Mr. Chan did not hold any other positions with the Company and its subsidiaries;

- (iv) Mr. Chan did not hold any directorships in any listed public companies in the last three years; and
- (v) Mr. Chan had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

Save for the information disclosed above, there is no other information relating to Mr. Chan that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAW Wing Tak Jack (羅永德), aged 68, has over 45 years of working experience in management, accounting, corporate and business finance, banking, commerce and corporate affair. Mr. Law worked in two of the “Big 4” accounting firms in Hong Kong and was an account manager with HSBC. Mr. Law later held senior executive positions (including chairman, chief executive officer, chief financial officer and director) in both private and public companies in Hong Kong, the United Kingdom (the “UK”), Singapore, the United States and China in a diverse range of business activities. He is currently the chairman of Ford Eagle Capital Limited and a senior director of a firm of chartered accountants in the UK. Mr. Law was the executive director of Hybrid Kinetic Group Limited (stock code: 1188) from September 2004 to February 2007, executive director of CHK Oil Limited (stock code: 632) from March 2013 to June 2015 and the independent non-executive director of Beijing Health (Holdings) Limited (stock code: 2389) from October 2008 to May 2012, all of which are companies listed on the Stock Exchange.

Mr. Law obtained a Bachelor of Arts degree in economics and accounting at Newcastle University of the UK in 1982 and was awarded a Master of Arts degree in Philosophy at Chinese University of Hong Kong in 2012. He is a fellow member of Institute of Chartered Accountants in England and Wales and a fellow member of Hong Kong Institute of Certified Public Accountants.

As at the date of this announcement and save as disclosed above, Mr. Law:

- (i) did not have any interest in any shares in the Company (within the meaning of Part XV of the SFO);
- (ii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (iii) did not hold any other positions with the Company and its subsidiaries;
- (iv) did not hold any directorships in any listed public companies in the last three years; and

- (v) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

Mr. Law has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save for the information disclosed above, there is no other information relating to Mr. Law that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. KWOK Kai Hung (郭啟雄), aged 44, has over 25 years of experience in company secretarial, financial reporting, tax advising and assurance fields. He holds a Bachelor of Accounting from The University of Hong Kong and a master's degree in corporate governance from The Open University of Hong Kong. He was a Company Secretary of Zioncom Holdings Limited (stock code: 8287) from April 2019 to July 2021. Mr. Kwok is a fellow member of The Hong Kong Institute of Certified Public Accountants and associate member of The Hong Kong Chartered Governance Institute. Mr. Kwok has been operating his accounting firm since 2020.

As at the date of this announcement and save as disclosed above, Mr. Kwok:

- (i) did not have any interest in any shares in the Company (within the meaning of Part XV of the SFO);
- (ii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (iii) did not hold any other positions with the Company and its subsidiaries;
- (iv) did not hold any directorships in any listed public companies in the last three years; and
- (v) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

Mr. Kwok has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save for the information disclosed above, there is no other information relating to Mr. Kwok that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. MOY Yee Wo, Matthew (梅以和), aged 43, has over 15 years of experience in the financial industry. Mr. Moy is the chief financial officer and company secretary of the Apollo Future Mobility Group Limited (stock code: 860), a company listed on the Stock Exchange

since February 2019. Mr. Moy served as the chief financial officer, the company secretary and an authorised representative of China Silver Group Limited (stock code: 815), a company listed on the Stock Exchange, from August 2012 to January 2019. Mr. Moy has been an independent non-executive director of Chi Ho Development Holdings Limited (stock code: 8423) and Reach New Holdings Limited (stock code: 8471), both being companies listed on GEM of the Stock Exchange, since February 2017 and June 2017, respectively.

Mr. Moy graduated with a bachelor's degree in business administration in accounting and obtained a master's degree in business administration at the Hong Kong University of Science and Technology. Mr. Moy is a member of the Hong Kong Institute of Certified Public Accountants.

As at the date of this announcement and save as disclosed above, Mr. Moy:

- (i) did not have any interest in any shares in the Company (within the meaning of Part XV of the Securities and Futures Ordinance SFO);
- (ii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (iii) did not hold any other positions with the Company and its subsidiaries;
- (iv) did not hold any directorships in any listed public companies in the last three years; and
- (v) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

Mr. Moy has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save for the information disclosed above, there is no other information relating to Mr. Moy that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Janco Holdings Limited (駿高控股有限公司) (the “**Company**”) will be held at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 7 November 2022 at 2:30 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT NG CHIN HUNG** be and is hereby removed as a director and chief executive officer of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
2. **“THAT CHENG TAK YUEN** be and is hereby removed as a director of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
3. **“THAT CHAN KIN CHUNG** be and is hereby removed as a director and chairman of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
4. **“THAT LEE KWONG CHAK, BONNIO** be and is hereby removed as a director of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
5. **“THAT KWAN CHI HONG** be and is hereby removed as a director of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”
6. **“THAT CHAN WILLIAM** be and is hereby removed as a director of the Company pursuant to Article 83(5) of the Articles with effect from the conclusion of the EGM.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. “**THAT** each of the Directors of the Company appointed to the Board between the date of this notice of Requisition and the date of the EGM, other than those persons who are to be appointed Directors at the EGM, be and is hereby removed as a director of the Company with effect from the conclusion of the EGM.”
8. “**THAT** the maximum number of directors of the Company be and is hereby fixed at five (5) with immediate effect.”
9. “**THAT CHAN CHUN SING (陳振聲)** be and is hereby appointed as an executive director of the Company pursuant to Article 83(2) of the Articles with effect from the conclusion of the EGM.”
10. “**THAT LAW WING TAK JACK (羅永德)** be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(2) of the Articles with effect from the conclusion of the EGM.”
11. “**THAT KWOK KAI HUNG (郭啟雄)** be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(2) of the Articles with effect from the conclusion of the EGM.”
12. “**THAT MOY YEE WO, MATTHEW (梅以和)** be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(2) of the Articles with effect from the conclusion of the EGM.”
13. “**THAT** the Board be and is hereby authorized to fix the Director’s remuneration.”

Yours faithfully
By order of the Board
Janco Holdings Limited
駿高控股有限公司
Ng Chin Hung

Executive Director and Chief Executive Officer

Hong Kong, 30 September 2022

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*
Unit 1608, 16th Floor
Tower A, Manulife Financial Centre
No. 223 Wai Yip Street, Kwun Tong
Kowloon
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the EGM is 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 (the “**Shares**”) in the Company may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (or any adjournment thereof).
4. The register of members of the Company will be closed from Wednesday, 2 November 2022 to Monday, 7 November 2022 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Hong Kong branch share registrar and transfer office of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Tuesday, 1 November 2022.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on each of the proposed resolutions set out in this notice of the EGM will be decided by way of a poll.
7. 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 EGM will be postponed. The Company will post an announcement on the website of the Company at www.jancofreight.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify members of the Company of the date, time and place of the re-scheduled EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To prevent and control the spread of the coronavirus disease (“COVID-19”), the Company will take the following precautionary measures at the EGM:

- (i) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the EGM at the Company’s discretion, to the extent permitted by the applicable laws and regulations;
- (ii) each attendee is required to wear a surgical face mask throughout the EGM and inside the meeting venue, and to maintain a safe distance from other attendees;
- (iii) any person attending the EGM will be required to scan the “Leave Home Safe” venue QR code and make a declaration as to whether they have travelled outside Hong Kong in the 14-day period prior to the EGM, and those who have travelled outside Hong Kong in the 14-day period prior to the EGM will not be permitted to attend the EGM; and
- (iv) no corporate gift will be distributed and no refreshment will be served at the EGM.

The Company reserves the right in refusing the entry of any person who does not comply with the precautionary measures to the venue of the EGM to the extent permitted by the applicable laws and regulations.

The Company wishes to encourage the Shareholders to exercise their rights to vote at the EGM by appointing chairman of the EGM as their proxy as an alternative to attending the EGM in person, by completing and returning the proxy form attached to this circular.

If any Shareholder chooses not to attend the EGM in person but has any question about any resolution or about the Company, or has any matter for putting to the board of Directors of the Company, he/she is welcome to send such question or matter in writing to our registered office. If any Shareholder has any question relating to the EGM, please contact Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, as follows:

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Tel: + (852) 2980 1333

Fax: + (852) 2810 8185

Email: is-enquiries@hk.tricorglobal.com

Shareholders are reminded that they should carefully consider the risks of attending the EGM, taking into consideration their own personal circumstances.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As COVID-19 continues to develop, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the EGM as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the EGM and to comply with any requirements or recommendations of any government authorities from time to time.

As at the date of this notice, the executive Directors are Mr Ng Chin Hung (Chief Executive Officer) and Mr Cheng Tak Yuen; the non-executive Director is Mr Chan Kin Chung (Chairman); and the independent non-executive Directors are Mr Lee Kwong Chak Bonnio, Mr Kwan Chi Hong and Mr Chan William.

This notice, 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 Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at www.jancofreight.com.