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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.”

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

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.

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.

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 Bonnie, 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.