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JIA

Central Power Group Limited

中軍集團股份有限公司

(Incorporated in Hong Kong with limited liability)

Jia Group Holdings Limited

佳民集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF COMPOSITE DOCUMENT RELATING TO THE
UNCONDITIONAL MANDATORY CASH OFFER BY
BOCOM INTERNATIONAL SECURITIES LIMITED
FOR AND ON BEHALF OF
CENTRAL POWER GROUP LIMITED
FOR ALL THE ISSUED SHARES IN JIA GROUP HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY CENTRAL POWER GROUP
LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror



Reference is made to the joint announcements issued by the Offeror and the Company on (i) 7 December 2023, in respect of, among other things, the Share Purchase Agreement, and the Offers (the “**3.5 Announcement**”); and (ii) 13 December 2023 in respect of the Completion of the Share Purchase Agreement (together with the 3.5 Announcement, the “**Announcements**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Announcements, it is the intention of the Offeror and the Company that the Composite Document comprising the offer document from the Offeror and the response document from the Company be jointly despatched by the Offeror and the Company to the Shareholders and the Optionholders. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders in relation to the Offers; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee in relation to the Offers; and (iv) the forms of acceptance and transfer, are required to be despatched to the Shareholders and the Optionholders within 21 days after the date of the 3.5 Announcement (i.e. on or before 28 December 2023) or such later date as the Executive may approve.

As additional time is required to finalise certain information to be included in the Composite Document, including but not limited to the letter of advice from the independent financial adviser, and that the Independent Board Committee shall require additional time to review the letter of advice from the independent financial adviser and finalise its letter of recommendation to be contained in the Composite Document, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the latest time for the despatch of the Composite Document to 12 January 2024. The Executive has granted such consent to the delay in despatch.

Further announcement will be made by the Offeror and the Company when the Composite Document (accompanied by the form of acceptance and transfer) is despatched.

By order of the board of
Central Power Group Limited
Peng Ben
Director

By order of the Board of
Jia Group Holdings Limited
Wong Pui Yain
Chairlady and Executive Director

Hong Kong, 28 December 2023

As at the date of this joint announcement, the Board comprises Ms. Wong Pui Yain and Ms. Wan Suet Yee Cherry as executive Directors; Mr. Leung Yuk Lun Ulric, Mr. Devin Nijanthan Chanmugam and Mr. Wee Keng Hiong Tony as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement relating to the Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed by the Directors in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Peng Ben. The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will remain on the “Latest Company Announcement” page of the Stock Exchange website (www.hkexnews.hk) for at least 7 days from the date of its posting and will be published on the Company’s website at www.jiagroup.co.