
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about 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 adviser.

If you have sold or transferred all your shares in Jia Group Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at 2:00 p.m. on Thursday, 22 February 2024 at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on page EGM-1 of this circular.

A form of proxy for use at the EGM is also enclosed. If you intend to appoint proxy(ies) to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM 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 EGM or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular together with a form of proxy will remain on the Stock Exchange website at www.hkexnews.hk on the "Latest Listed Company Announcement" page for at least 7 days from the date of its posting and on the website of the Company at <http://www.jiagroup.co>.

1 February 2024

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 25 January 2024 in relation to the Proposed Change of Company Name
“Article”	the amended and restated articles of association of the Company which was conditionally adopted on 12 June 2023 and became effective on the same day, as amended or supplemented from time to time
“Board”	the board of Directors
“Company”	Jia Group Holdings Limited (佳民集團有限公司) (Stock Code: 8519), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM of the Stock Exchange.
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong, on Thursday, 22 February 2024 at 2:00 p.m., a notice of which is set out on page EGM-1 of this circular, or any adjourned meeting thereof
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, with its address at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan)

DEFINITIONS

“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Jia Group Holdings Limited” to “XinXiang Era Group Company Limited” and the dual foreign name in Chinese of the Company from “佳民集團有限公司” to “新享時代集團有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD

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 (*Chairlady*)
Ms. Wan Suet Yee Cherry

Independent non-executive Directors:

Mr. Leung Yuk Lun Ulric
Mr. Devin Nijanthan Chanmugam
Mr. Wee Keng Hiong Tony

Registered address and Address of the

Head Office in the Cayman Islands:
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Place of business in Hong Kong:

Office No. 5 on 22/F
Universal Trade Centre
No. 3 Arbuthnot Road
Central
Hong Kong

1 February 2024

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide the Shareholders with information in respect of the special resolution to be proposed at the EGM to be held on 22 February 2024.

LETTER FROM THE BOARD

II. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Jia Group Holdings Limited” to “XinXiang Era Group Company Limited” and the dual foreign name in Chinese of the Company from “佳民集團有限公司” to “新享時代集團有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. The Company will comply with the necessary registration and/or filing procedures in Hong Kong and the Cayman Islands.

Reasons for the Proposed Change of Company Name

The Board considers the Proposed Change of Company Name will provide the Company with a more defined corporate image and identity which will benefit the Company’s future business development. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not, of itself, affect the rights of any Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates of the Company bearing the existing names of the Company will, after the Proposed Change of Company Name becomes effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share certificates bearing the Company’s new name as a result of the Proposed Change of Company Name. Share certificates of the Company which are issued after the Proposed Change of Company Name becomes effective will be under the Company’s new name.

LETTER FROM THE BOARD

Subject to the confirmation by the Stock Exchange, the Board intends to change the English and Chinese stock short names of the Company accordingly after the Proposed Change of Company Name becomes effective.

III. EGM

A notice convening the EGM with the resolutions is set out on page EGM-1 of this circular. Whether or not you are able to attend the meeting or any adjourned meeting, you are requested to complete the accompanying form of proxy and return it to the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you wish to do so.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholder is required to abstain from voting at the EGM in respect of the Proposed Change of Company Name at the EGM.

For determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from 19 February 2024 to 22 February 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of Shares, accompanied by the relevant Share certificates, must be lodged with the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 16 February 2024.

IV. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the EGM must be taken by poll. The chairman of the EGM will therefore demand a poll for all resolutions to be put to the vote at the EGM pursuant to the Articles. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

V. 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

LETTER FROM THE BOARD

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.

VI. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolution as set out in the notice of EGM.

VII. GENERAL

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of
The Board of Directors of
Jia Group Holdings Limited
WONG Pui Yain
Chairlady and executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

JIA

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Jia Group Holdings Limited (the “Company”) will be convened and held at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 22 February 2024 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions of the Company:

SPECIAL RESOLUTION

1. “THAT

subject to the certificate of incorporation on change of name being issued by the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Jia Group Holdings Limited” to “XinXiang Era Group Company Limited” and the dual foreign name in Chinese of the Company from “佳民集團有限公司” to “新享時代集團有限公司.”

2. “THAT

any one director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Jia Group Holdings Limited
WONG Pui Yain
Chairlady and executive Director

Hong Kong, 1 February 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- 1 Any member of the Company (the “**Member**”) entitled to attend and vote at the EGM 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 EGM 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.
- 2 Where there are joint registered holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he were solely entitled there to; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Share shall alone be entitled to vote in respect thereof.
- 3 A form of proxy for use at the EGM 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 notarially 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM 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 EGM 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 EGM, the register of Members will be closed from 19 February 2024 to 22 February 2024 (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 EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 16 February 2024.
- 6 According to Rule 17.47(4) of the GEM Listing Rules, the voting at the EGM or its adjourned meeting will be taken by poll.
- 7 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 EGM, the EGM will be postponed. The Company will post an announcement on the website of Company at www.jiagroup.co and on the HKEXnews website of the Stock Exchange at 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 EGM and where conditions permit, the EGM will be held as scheduled.

The EGM 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 EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.