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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)

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

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.

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 Stock Exchange website at www.hkexnews.hk 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.

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.