



Jia Group Holdings Limited

佳民集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 MARCH 2024 (or at any adjournment thereof)

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of HK\$0.01 each in the capital of
Jia Group Holdings Limited (“Company”), HEREBY APPOINT^(Notes 3 & 4) _____
of _____
or failing him/her, the chairperson of the meeting, as my/our proxy to act for me/us at the extraordinary general meeting of the Company to be held at 2:00 p.m. on 21 March 2024, at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong (or at any adjournment thereof) and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	<p>“THAT:</p> <p>subject to and conditional upon (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as hereinafter defined), with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):</p> <p>(a) every two (2) issued and unissued existing ordinary shares of the Company of HK\$0.01 (the “Existing Shares”) be consolidated into one (1) ordinary share of HK\$0.02 each (each a “Consolidated Share”), such Consolidated Shares shall rank pari passu in all respects with each other (the “Share Consolidation”) so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$50,000,000 divided into 5,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$50,000,000 divided into 2,500,000,000 Consolidated Shares of par value of HK\$0.02 each;</p> <p>(b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and</p> <p>(c) the Directors be and are hereby authorised to issue new share certificates in respect of the Consolidated Shares and the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”</p>		

Date: _____ Signature: ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any shareholder of the Company who is entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent him/her/it.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRPERSON OF THE MEETING WILL ACT AS YOUR PROXY.** Any alterations made to this form of proxy should be initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
- A shareholder of the Company entitled to more than one vote on a poll need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.
- In case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that 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 meeting or the any adjournment thereof (as the case may be).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairperson of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- Your supply of Personal Data of you and your proxy (or proxies) to the Company is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “**Purposes**”). If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy (or proxies) and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its agent, its contractor, its share registrar, and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information, and retained for such period as may be necessary for the Purposes.
- You have the right to request access to and/or correction of the Personal Data of you and/or your proxy (or proxies) in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing by mail to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.