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JISHENG GROUP HOLDINGS LIMITED
吉盛集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8133)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Jisheng Group Holdings Limited (the "**Company**") will be held at Unit B, 8/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong on Wednesday, 3 June 2026 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements for the year ended 31 December 2025 and the report of the directors and the independent auditor's report.

2. (A) To re-elect the following retiring directors of the Company (the "**Directors**"):

   (i) To re-elect Mr. Yang Yueyong as an executive Director;

   (ii) To re-elect Ms. Leung Shuk Lan as an independent non-executive Director; and

   (iii) To re-elect Ms. Yuen Wai Man as an independent non-executive Director.

   (B) To authorise the board of Directors (the "**Board**") to fix the remuneration of Directors.

3. To re-appoint CCTH CPA Limited as auditor of the Company for the ensuring year and to authorise the Board to fix the remuneration of auditor.

To consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company by way of ordinary business:

ORDINARY RESOLUTIONS

4. "**THAT**:

   (a) Subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK$0.8 each in the share capital of the Company (the "**Shares**") and to make or grant offers, agreements and options

(including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;

(c) the aggregate number of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the total number of issued Shares as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution,

"Relevant Period" means the period from the passing of this Resolution, until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this Resolution; and

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of issued Shares as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

"Relevant Period" means the period from the passing of this Resolution, until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the Resolution."

6. "**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the aggregate number of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended amount shall not exceed 10% of the total number of issued Shares as at the date of passing this Resolution."

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution of the Company:

"**THAT**:

(a) the proposed amendments to the existing memorandum and articles of association of the Company (the "**Proposed Amendments**"), details of which are set out in Appendix III to the circular of the Company dated 30 April 2026 be and are hereby approved;

(b) the third amended and restated memorandum and articles of association of the Company (the "**Third Amended and Restated Memorandum and Articles of Association**") incorporating and consolidating all the Proposed Amendments, a copy of which has been produced to the AGM and marked "A" and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the Third Amended and Restated Memorandum and Articles of Association in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and

(c) any one Director or company secretary of the Company be and is hereby authorised to execute all such documents and do all things necessary to give effect to the foregoing, including but without limitation to effect and record the adoption of the Third Amended and Restated Memorandum and Articles of Association in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong."

By Order of the Board
Jisheng Group Holdings Limited
Woo Lan Ying
Chairman and Executive Director

Hong Kong, 30 April 2026

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.

2. In the case of joint holders of a Share, and any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, 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 any adjournment thereof.

4. The register of members of the Company will be closed from Friday, 29 May 2026 to Wednesday, 3 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 28 May 2026.

5. With regard to resolution no. 2(A) set out in this notice, biographical details of the retiring Directors are set out in Appendix II to the circular of the Company dated Thursday, 30 April 2026.

6. In connection with the proposed share repurchase mandate under ordinary resolution no. 5, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated Thursday, 30 April 2026.

7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 12:00 noon on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.jishenggroup.com and the GEM website at www.hkexnews.hk to notify shareholders of the date, time and venue of the rescheduled meeting.

8. Subject to the applicable requirements and/or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the arrangement of the AGM on the Company's website at www.jishenggroup.com as and when appropriate.

As at the date of this announcement, the executive Directors are Ms. Woo Lan Ying, Mr. Li Qizhi and Mr. Yang Yueyong, and the independent non-executive Directors are Ms. Leung Shuk Lan, Ms. Yuen Wai Man and Mr. Au Sui Keung Albert.