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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jisheng Group Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank manager, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED CAPITAL REORGANISATION;

(2) NOTICE OF EGM

Financial adviser to the Company



金利豐財務顧問
KINGSTON CORPORATE FINANCE

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the EGM to be held at Unit B, 8/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong on Thursday, 30 July 2026 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the 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 less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment meeting thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven (7) days from the date of its publication. This circular will also be published and remains on the website of the Company at www.jishenggroup.com.

10 July 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Capital Reorganisation. The expected timetable is subject to the results of the EGM and fulfilment of the conditions to the Capital Reorganisation, and is therefore for indicative purpose only. Any changes to the expected timetable will be announced in separate announcement(s) by the Company as and when appropriate. All times and dates in this circular refer to the Hong Kong local times and dates.

Events	Hong Kong Date and Time
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2026

Date of despatch of this circular, proxy form and notice of the EGM	Friday, 10 July
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Latest time for lodging transfer documents of the Shares in order to be qualified for attendance and voting at the EGM.....	4:00 p.m. on Friday, 24 July
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Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both dates inclusive).....	Monday, 27 July to Thursday, 30 July
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Latest time for lodging proxy forms for the EGM (not less than 48 hours prior to the time of the EGM)	11:00 a.m. on Tuesday, 28 July
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Record date for determining attendance and voting at the EGM	Thursday, 30 July
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Expected date and time of EGM	11:00 a.m. on Thursday, 30 July
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Announcement of the poll result of the EGM	Thursday, 30 July
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Register of members of the Company re-opens	Friday, 31 July
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The following events are conditional on the fulfillment of the conditions for the implementation of the Capital Reorganisation:

Effective date of the Capital Reorganisation	Monday, 17 August
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First day of free exchange of existing share certificate for the Existing Shares for new share certificate for the Adjusted Shares	Monday, 17 August
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EXPECTED TIMETABLE

Commencement of dealings in the Adjusted Shares Monday, 17 August

Last day of free exchange of existing share certificate
for the Existing Shares for new share certificate for
the Adjusted Shares Thursday, 17 September

DEFINITIONS

In this circular, the following terms shall have the meanings set out below, unless the context otherwise requires:

“Adjusted Shares”	the ordinary share(s) of HK\$0.01 each in the share capital of Company immediately upon the Capital Reorganisation becoming effective
“Announcements”	collectively, the Initial Announcement, the Delay Announcements and the Supplemental Announcement
“associate”	has the same meaning ascribed to it in the GEM Listing Rules
“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the issued share capital of the Company whereby the par value of each of the issued Shares will be reduced from HK\$0.80 each to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.79 on each issued Share
“Capital Reorganisation”	collectively, the Capital Reduction, the Share Sub-division and the Share Creation
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	Jisheng Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM (stock code: 8133)
“Delay Announcements”	the announcements of the Company dated 19 September 2025, 22 September 2025, 24 October 2025, 28 November 2025, 18 December 2025, 27 February 2026, 31 March 2026, 8 May 2026, 26 May 2026 and 30 June 2026 in relation to the prevailing delay in despatch of the Circular and the revised expected timetable in relation to among others, the Capital Reorganisation and the transactions contemplated thereunder at the material time
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit B, 8/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong on 30 July 2026 at 11:00 a.m. to consider and, if thought fit, to approve, among others, the Capital Reorganisation and the transactions contemplated thereunder
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.80 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“GEM”	GEM operated by the Stock Exchange
GEM Listing Committee	has the meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Initial Announcement”	the announcement of the Company dated 26 August 2025 in relation to, among others, the Capital Reorganisation and transactions contemplated thereunder
“Latest Practicable Date”	8 July 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Registrar”	Tricor Investor Services Limited., the branch share registrar of the Company in Hong Kong, situated at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share Creation”	the proposed creation of 3,016,536,000 authorised but unissued Adjusted Shares of par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Share(s)”	the Existing Share(s) and/or the Adjusted Share(s), as the case may be
“Share Sub-division”	the proposed sub-division of each authorised and unissued Existing Share of a nominal or par value of HK\$0.80 each into eighty (80) Adjusted Shares of a nominal or par value of HK\$0.01 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Announcement”	the announcement of the Company dated 26 May 2026 in relation to, among others, the termination of the rights issue and transactions contemplated thereunder

** The English translation of Chinese name or words in this circular, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words in the case of inconsistency, the English text of the circular shall prevail over the Chinese text.*

LETTER FROM THE BOARD

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)

Executive Directors:

Ms. Woo Lan Ying

Mr. Li Qizhi

Mr. Yang Yueyong

Independent Non-executive Directors:

Ms. Leung Shuk Lan

Ms. Yuen Wai Man

Mr. Au Sui Keung Albert

Registered Office:

Cassia Court Suite

716 Camana Bay

10 Market Street

Grand Cayman KY1-9006

Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Unit B3, 8F, Kingston International Centre

19 Wang Chiu Road

Kowloon Bay, Kowloon

Hong Kong

10 July 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED CAPITAL REORGANISATION

INTRODUCTION

References are made to the Announcements. The purpose of this circular is to provide the Shareholders, among other things, (i) details of the Capital Reorganisation; and (ii) a notice convening the EGM.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Capital Reduction, the Share Sub-division and the Share Creation as follows:

(i) Capital Reduction

The issued share capital of the Company will be reduced by cancelling the paid-up share capital of the Company to the extent of HK\$0.79 on each of the then issued Shares such that the par value of each issued Share will be reduced from HK\$0.80 to HK\$0.01.

LETTER FROM THE BOARD

(ii) Share Sub-division

Immediately following the Capital Reduction becoming effective, each of the authorised but unissued Existing Shares of par value of HK\$0.80 each in the authorised share capital of the Company will be subdivided into eighty (80) authorised but unissued Adjusted Shares of par value of HK\$0.01 each; and

(iii) Share Creation

Immediately following the Capital Reduction and Share Sub-division becoming effective, 3,016,536,000 Adjusted Shares of par value of HK\$0.01 will be created and added to the authorised but unissued share capital of the Company.

Effects of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 125,000,000 Existing Shares of a nominal or par value of HK\$0.80 each, and there are 38,184,000 Existing Shares in issue which are fully paid or credited as fully paid.

Assuming that there will be no change in the number of issued Existing Shares from the Latest Practicable Date up to and including the date on which the Capital Reorganisation becomes effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 10,000,000,000 Adjusted Shares of a nominal or par value of HK\$0.01 each, of which 38,184,000 Adjusted Shares will be in issue. The aggregate nominal value of the issued share capital of the Company will become HK\$381,840, and the amount deemed to be paid up on each Adjusted Share is HK\$0.01.

The table below summarises the effect of the Capital Reorganisation (assuming that there will be no change in the number of Existing Shares from the Latest Practicable Date up to and including the date on which the Capital Reorganisation becomes effective):

	As at the Latest Practicable Date	Immediately after the Capital Reorganisation becoming effective
Par value per Share	HK\$0.80	HK\$0.01
Amount of the authorised share capital	HK\$100,000,000	HK\$100,000,000
Number of authorised shares	125,000,000	10,000,000,000
Amount of the issued share capital	HK\$30,547,200	HK\$381,840
Number of issued Shares	38,184,000	38,184,000
Number of unissued Shares	86,816,000	9,961,816,000

LETTER FROM THE BOARD

As at the Latest Practicable Date, 38,184,000 Existing Shares had been issued and were fully paid or credited as fully paid. Assuming that the par value of each of the 38,184,000 Existing Shares is reduced from HK\$0.80 to HK\$0.01 per issued Existing Share by cancelling the paid up share capital to the extent of HK\$0.79 per issued Existing Share by way of a reduction of capital, so as to form the Adjusted Shares with par value of HK\$0.01 each, the Company's existing issued share capital of HK\$30,547,200 will be reduced by HK\$30,165,360 to HK\$381,840. The credit arising from the Capital Reduction will be applied towards offsetting against the accumulated loss of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated loss of the Company.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (i) the passing of the special resolution(s) at the EGM to approve the Capital Reorganisation and transactions contemplated thereunder;
- (ii) the Directors signing the solvency statement in accordance with the requirements of the Companies Act;
- (iii) registration by the Registrar of Companies in the Cayman Islands with a copy of the solvency statement to be made by the Directors in the prescribed form under the Companies Act, confirming that the Company will be able to pay its debts as they fall due in the ordinary course of business, and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction;
- (iv) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Adjusted Shares arising from the Capital Reduction and the Share Sub-division;
- (v) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to affect the Capital Reorganisation, to the extent applicable under Hong Kong law and the regulatory requirements in Hong Kong, the compliance with all relevant requirements, directions and conditions of the Stock Exchange and any other competent regulatory authority in Hong Kong in connection with the implementation of the Capital Reorganisation; and
- (vi) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

The Capital Reorganisation will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reorganisation at the EGM, the Company will file the requisite documents with the Registrar of Companies in the Cayman Islands.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

LETTER FROM THE BOARD

Listing and dealings

Application will be made to the GEM Listing Committee for the listing of, and permission to deal in, the Adjusted Shares arising from the Capital Reorganisation.

The Adjusted Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Adjusted Shares on the Stock Exchange, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Adjusted Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Capital Reorganisation becoming effective, the Adjusted Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Free exchange of certificates for the Adjusted Shares

The Capital Reorganisation will not affect any of the rights of the existing Shareholders. Should the Capital Reorganisation become effective, Shareholders may submit the existing certificates for the Existing Shares to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange, at the expense of the Company, within one month from the effective date of the Capital Reorganisation, for certificates for the Adjusted Shares. Thereafter, the existing certificates of the Existing Shares will continue to be evidence of title to such Existing Shares and may be exchanged for the new certificates for the Adjusted Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new certificate issued for the Adjusted Shares (whichever is higher), but will cease to be valid for delivery, trading and settlement purposes.

The new certificates for the Adjusted Shares will be issued in green in order to distinguish them from the existing certificates for the Existing Shares which are in pink.

LETTER FROM THE BOARD

Reasons for the Capital Reorganisation

As at 31 December 2025, the Company had accumulated losses of approximately HK\$80.0 million. The credit arising from the Capital Reduction of approximately HK\$30.2 million will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. Further, under the Companies Act, the Company is restricted in its ability to issue Shares at a price lower than their par value. The Capital Reduction will reduce the par value of the Shares from HK\$0.8 to HK\$0.01, which will provide the Company with greater flexibility to accommodate the issue of further new Shares in the future when necessary.

The Board believes that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole and that will not have any material adverse effect on the financial position of the Group nor result in any changes in the relative rights of the Shareholders.

GEM LISTING RULES IMPLICATIONS

The Capital Reorganisation is conditional upon, among others, the approval by the Shareholders by way of poll at the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders or their respective associates has any material interest in the Capital Reorganisation and accordingly, no Shareholder is required to abstain from voting in favour of the special resolution(s) relating to the Capital Reorganisation at the EGM.

EGM AND CLOSURE OF REGISTER OF MEMBERS

A notice convening the EGM to be held at Unit B, 8/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong on Thursday, 30 July 2026 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular for the purposes of considering and, if thought fit, approving the Capital Reorganisation and the transactions contemplated thereunder. All the resolutions to be proposed at the EGM will be taken by poll pursuant to Rule 17.47(4) of the GEM Listing Rules.

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy accompanying this circular in accordance with the instructions printed thereon and return the same to the 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 no later than 11:00 a.m. on Tuesday, 28 July 2026. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment meeting thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

The register of members of the Company will be closed from Monday, 27 July 2026 to Thursday, 30 July 2026 (both dates inclusive) for the purpose of determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the terms of the Capital Reorganisation and the implementation of the Capital Reorganisation are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders and the Shareholders to vote in favour of the special resolution(s) to be proposed at the EGM.

COMPETING INTERESTS

To the best knowledge of the Directors, none of the Directors or the controlling shareholders (as defined in the GEM Listing Rules) of the Company, nor any of their respective close associates (as defined in the GEM Listing Rules), had any interest as at the Latest Practicable Date that competes or may compete with the business of the Group, which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information 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 here in or this circular misleading.

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

NOTICE OF EGM

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) 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 Thursday, 30 July 2026 at 11:00 a.m. for considering and if thought fit, to approve the following resolutions of the Company. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 10 July 2026 (a copy of which has been produced to the EGM marked “**A**” and signed by the chairman of the EGM for the purpose of identification (the “**Circular**”), of which the notice convening the EGM shall form part.

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the fulfilment of all the conditions set out in the section headed “Proposed Capital Reorganisation — Conditions of the Capital Reorganisation” in the Circular, with effect from the date on which the conditions are fulfilled:
 - (a) the issued share capital of the Company be reduced by cancelling the paid-up share capital of the Company to the extent of HK\$0.79 on each of the then issued shares such that the par value of each issued share will be reduced from HK\$0.80 to HK\$0.01 (the “**Capital Reduction**”;
 - (b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued existing shares (the “**Existing Share(s)**”) of par value of HK\$0.80 each in the authorised share capital of the Company will be sub-divided into eighty (80) authorised but unissued adjusted shares (the “**Adjusted Share(s)**”) of par value of HK\$0.01 each (the “**Sub-division**”);
 - (c) immediately following the Capital Reduction and Share Sub-division becoming effective, 3,016,536,000 Adjusted Shares of par value of HK\$0.01 be created and added to the authorised but unissued share capital of the Company (the “**Share Creation**”, together with the Capital Reduction and the Share Sub-division, the “**Capital Reorganisation**”);
 - (d) immediately following the Capital Reorganisation, the authorised share capital of the Company be changed from HK\$100,000,000 divided into 125,000,000 Existing Shares of a nominal or par value of HK\$0.80 each to HK\$100,000,000 divided into 10,000,000,000 Adjusted Shares of a nominal or par value of HK\$0.01 each;

NOTICE OF EGM

- (e) the credit arising from the Capital Reduction in the amount of approximately HK\$30.2 million be transferred to a distributable reserve account of the Company and the distributable reserve will be applied by the Directors for such purposes permitted under all applicable laws and the memorandum and articles of association of the Company;
- (f) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such documents or deeds as he/she/they may, in his/her/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Capital Reorganisation, and to attend to any necessary registration and/or filing for and on behalf of the Company;
- (g) for the purpose of reflecting the above Capital Reorganisation, the existing Memorandum and Articles of Association of the Company be and are hereby replaced in their entirety with a new Amended and Restated Memorandum and Articles of Association; and
- (h) any Director or registered office service provider of the Company be and hereby authorised to attend to any relevant filing to any relevant authority for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Capital Reorganisation and amendment of the Memorandum and Articles of Association.”

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

Hong Kong, 10 July 2026

Registered Office:
Cassia Court Suite
716 Camana Bay
10 Market Street
Grand Cayman KY1-9006
Cayman Islands

*Headquarter and principal place of
business in Hong Kong:*
Unit B3, 8F, Kingston International Centre
19 Wang Chiu Road
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. The above resolutions will be put to vote at the EGM by way of poll.
2. Any Shareholder entitled to attend and vote at the EGM or its any adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the memorandum of association of the Company. A proxy need not be a Shareholder but must be present in person at the EGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.

NOTICE OF EGM

3. A form of proxy for use in connection with the EGM is enclosed. If you are not able to attend and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the EGM or its any adjournment should he/she/it so wish.
4. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the EGM or its adjourned meeting.
5. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but should more than one of such joint holders be present at the EGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Monday, 27 July 2026 to Thursday, 30 July 2026, both dates inclusive, during which period no share transfers can be registered. The record date for determining the eligibility of the Shareholders to attend and vote at the EGM will be on Thursday, 30 July 2026. In order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the 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 Friday, 24 July 2026.
7. If typhoon signal no. 8 or above, or a “black” rainstorm warning is hoisted on the date of the EGM, the Meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange at <https://www.hkexnews.hk> and the Company’s website at <http://www.jishenggroup.com> to notify Shareholders of the date, time and place 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 EGM on the Company’s website at www.jishenggroup.com as and when appropriate.

As at the date of this notice, 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.

This notice, 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

This notice will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.jishenggroup.com.