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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 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;

- (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.

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.