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JiaChen Holding Group Limited
佳辰控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1937)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of JiaChen Holding Group Limited (the "**Company**") will be held at Unit 1203B, 12/F., World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 12 June 2026 at 11:30 a.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY BUSINESSES

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Director(s)**") and the independent auditor of the Company for the year ended 31 December 2025;

2. (a) To re-elect Mr. Shen Min as an executive Director;

   (b) To re-elect Mr. Zhu Wen as an executive Director;

   (c) To re-elect Mr. Wang Li as an independent non-executive Director;

   (d) To re-elect Ms. Long Mei as an independent non-executive Director; and

   (e) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors;

3. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and authorise the Board to fix its remuneration;

AS SPECIAL BUSINESS

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

4. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Shares**") in the capital of the Company or securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of options under the share option scheme of the Company for the time being adopted; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on the Shares in accordance with the Company's articles of association (the "**Articles of Association**"), shall not exceed 20 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the date of 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 Company is required by the Articles of Association or any applicable laws of the Cayman Islands to hold its next annual general meeting; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means an offer of Shares or securities open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their 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 outside Hong Kong)."

5. "**THAT**:

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

(b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of passing of 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 date of the passing of this resolution until whichever is the earliest of:

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

(b) the expiration of the period within which the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to hold its next annual general meeting; or

(c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon the resolutions numbered 4 and 5 set out in the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued Shares pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the total number of Shares in issue at the date of the passing of this resolution."

SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass the following resolution as a special resolution:

"**THAT** the existing amended and restated memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 29 April 2026 (the "**Circular**"); the new amended and restated memorandum and articles of association of the Company (the "**New M&A**") in the form produced and tabled to the meeting, a copy of which has been produced to the meeting marked "A" and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for in their entirety and to the exclusion of the existing amended and restated memorandum and articles of association of the Company; and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the New M&A."

By Order of the Board
JiaChen Holding Group Limited
SHEN Min
Chairman and Executive Director

Hong Kong, 29 April 2026

Registered Office:	*Principal Place of Business and Head Office in the PRC:*	*Principal Place of Business in Hong Kong:*
Windward 3	No. 18 Changhong East Road	22/F, 3 Lockhart Road
Regatta Office Park	Henglin Town, Wujin District	Wanchai
PO Box 1350	Changzhou City, Jiangsu Province	Hong Kong
Grand Cayman KY1-1108	China	
Cayman Islands		

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Articles of Association and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules.

2. Any shareholders of the Company (the "**Shareholder(s)**") entitled to attend and vote at the AGM or its 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 vote instead of him/her/it. A proxy needs not be a Shareholder but must be present in person at the AGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.

3. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or the poll concerned if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the AGM, the form of proxy will be deemed to have been revoked.

4. In order to be valid, the duly completed and signed 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 such power or authority, at the office of the Company's branch share registrar 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 for holding the meeting (or any adjournment thereof).

5. In case of joint holders of a Share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company ("**Register of Members**") in respect of such Share shall alone be entitled to vote in respect thereof.

6. For determining the entitlement to attend and vote at the AGM, the Register of Members will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026 (both dates inclusive), during which period no transfer of Shares will be effected. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Friday, 12 June 2026. In order to qualify for attending and voting at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Monday, 8 June 2026.

7. With regard to ordinary resolutions no. 2 and 6 set out in this notice, a circular giving details of the re-election of the Directors, general mandates to issue and to repurchase Shares will be despatched to the shareholders of the Company and the proposed amendment to the memorandum of association and articles of association. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix I to this circular.

8. (a) Subject to paragraph (b) below, if a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.

   (b) If a black rainstorm warning signal is cancelled at or before three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.

   (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

   (d) After considering their own situations, the Shareholders should decide on their own as to whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

10. As at the date of this notice of the AGM, there are four executive Directors, namely Mr. Shen Min, Mr. Shen Minghui, Ms. Liu Hui and Mr. Zhu Wen; and three independent non-executive Directors, namely Mr. Xie Xing, Mr. Wang Li and Ms. Long Mei.