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# JY GRANDMARK HOLDINGS LIMITED
# 景業名邦集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2231)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of JY Grandmark Holdings Limited (the "**Company**") will be held at Unit No. 1101, 11th Floor, The Bay Hub, 17 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 28 May 2026 at 2:30 p.m. (the "**AGM**") for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2025.

2. To pass the following resolutions, each as a separate resolution:

   (1) To re-elect Mr. Shek Lai Him, Abraham as a non-executive director of the Company.

   (2) To re-elect Mr. Liu Huaxi as an executive director of the Company.

   (3) To re-elect Ms. Zheng Catherine Wei Hong as an executive director of the Company.

   (4) To re-elect Ms. Yu Jiafeng as an executive director of the Company.

   (5) To re-elect Mr. Wu William Wai Leung as an independent non-executive director of the Company.

3. To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the directors of the Company (the "**Directors**").

4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.

5. To consider, and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

   (1) "**THAT**:

   (a) subject to paragraph (c) below and pursuant to the Rules ("**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares, which shall have the meaning ascribed to it by the Listing Rules) or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

   (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option, warrant or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iii) the exercise of any options granted under any share option scheme(s) or similar arrangement(s) for the time being adopted by the Company; or (iv) the exercise of any rights under the bonds, warrants and debentures convertible into shares of the Company; or (v) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company, shall not exceed the aggregate of:

   (aa) 20% of the aggregate number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution,

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any share of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company on the date of the passing of this resolution),

subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of additional shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company (excluding treasury shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) 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 applicable law or the articles of association of the Company to be held; or

iii. the date of 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 in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares of the Company whose names appear on the Company's register of members on a fixed record date in proportion to their then holdings of such shares of the Company as at that date (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

(2) "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase its own fully paid up issued shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and, if permitted under the Listing Rules, to determine whether such shares of the Company repurchased shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with the laws of the Cayman Islands and rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the aggregate number of shares of the Company which may be repurchased or agreed to be repurchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a percentage of the total number of issued shares of the Company (excluding treasury shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) 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 applicable law or the articles of association of the Company to be held; or

iii. the date of revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(3) "**THAT**:

conditional upon the passing of ordinary resolutions Nos. 5(1) and 5(2) as set out in the notice convening this meeting, the general unconditional mandate granted to the Directors pursuant to ordinary resolution No. 5(1) as set out in the notice convening this meeting be extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority to repurchase shares granted pursuant to ordinary resolution No. 5(2) as set out in the notice convening this meeting."

Yours faithfully,
By Order of the Board
**JY Grandmark Holdings Limited**
**SHEK Lai Him, Abraham**
*Chairman*

Hong Kong, 30 April 2026

*Notes:*

1. Ordinary resolution numbered 5(3) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 5(1) and 5(2) are passed by the shareholders of the Company.

2. For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the AGM, the Hong Kong register of members of the Company will be closed from Tuesday, 26 May 2026 to Thursday, 28 May 2026, both days inclusive. During such period, no transfer of the Company's shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 22 May 2026.

3. Any shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his or her proxy to attend and vote on behalf of him or her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.

4. Where there are joint registered shareholders of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint shareholders be present at any meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.

5. In order to be effective, the form of proxy in prescribed form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (no later than 2:30 p.m. on Tuesday, 26 May 2026 (Hong Kong time) or adjournment or postponement thereof.

6. In accordance with Articles 83(3), 84(1) and 84(2) of the Articles, Mr. Shek Lai Him, Abraham, Mr. Liu Huaxi, Ms. Zheng Catherine Wei Hong, Ms. Yu Jiafeng and Mr. Wu William Wai Leung will retire as Directors and being eligible, offer themselves for re-election at the AGM. Particulars of the said retiring Directors are set out in Appendix I to the circular to the shareholders dated 30 April 2026.

7. If tropical cyclone signal No. 8 or above, or a black rainstorm warning signal or "extreme conditions" as defined under Chapter 1 of the Rules of the Exchange of the Stock Exchange is in effect at 7:30 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on its website (www.jygrandmark.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this announcement, the Board comprises Mr. Shek Lai Him, Abraham, GBS, SBS, JP as non-executive Director; Mr. Liu Huaxi, Ms. Zheng Catherine Wei Hong and Ms. Yu Jiafeng as executive Directors; and Mr. Ma Ching Nam, BBS, CStJ, JP, Mr. Leong Chong and Mr. Wu William Wai Leung as independent non-executive Directors.*