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**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Janco Holdings Limited**, you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



**Janco Holdings Limited**

**駿高控股有限公司**

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

**(Stock Code: 8035)**

**SUPPLEMENTAL CIRCULAR  
TO THE CIRCULAR DATED 31 MARCH 2021  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of Janco Holdings Limited (the “**Company**”) dated 31 March 2021 and the notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 25 June 2021 at 10:00 a.m.. A supplemental notice of the Annual General Meeting is set out on pages 13 to 14 of this supplemental circular.

A new form of proxy (the “**Revised Proxy Form**”) for use by the shareholders of the Company at the Annual General Meeting is enclosed with this supplemental circular and shall supersede the proxy form despatched on 31 March 2021. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This supplemental circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.jancofreight.com](http://www.jancofreight.com).

8 June 2021

## **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.**

## PRECAUTIONARY MEASURES FOR THE AGM

In view of the epidemic situation of novel coronavirus (“COVID-19”) pandemic, the Company will take the following precautionary measures at the Annual General Meeting in the attempt to prevent and control the spread of COVID-19 at the Annual General Meeting:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the Annual General Meeting at the Company’s discretion, to the extent permitted by the applicable laws and regulations;
- (ii) Each attendee is required to wear a surgical face mask throughout the Annual General Meeting and inside the meeting venue, and to maintain a safe distance from other attendees;
- (iii) Any person attending the Annual General Meeting will be required to make a declaration as to whether they have travelled outside Hong Kong in the 14-day period prior to the Annual General Meeting, and those who have travelled outside Hong Kong in the 14-day period prior to the Annual General Meeting will not be permitted to attend the Annual General Meeting; and
- (iv) No corporate gift will be distributed and no refreshment will be served at the Annual General Meeting.

The Company reserves the right in refusing the entry of any person who does not comply with the precautionary measures to the venue of the Annual General Meeting to the extent permitted by the applicable laws and regulations.

**In light of the outbreak of COVID-19, the Company wishes to encourage the Shareholders to exercise their rights to vote at the Annual General Meeting by appointing chairman of the Annual General Meeting as their proxy as an alternative to attending the Annual General Meeting in person, by completing and return the Revised Proxy Form attached to this supplemental circular.**

If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for putting to the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office. If any Shareholder has any question relating to the Annual General Meeting, please contact Tricor Investor Services Limited, the Branch Share Registrar as follows:

Level 54, Hopewell Centre,  
183 Queen’s Road East, Hong Kong  
Tel: +852 2980 1333  
Fax: +852 2810 8185  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

## **PRECAUTIONARY MEASURES FOR THE AGM**

As the COVID-19 outbreak continues to develop, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the Annual General Meeting as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government authorities from time to time.

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## DEFINITIONS

*In this supplemental circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 25 June 2021 at 10:00 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 13 to 14 of this supplemental circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)” or “close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“BVI”	the British Virgin Islands
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	Janco Holdings Limited (駿高控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares purchased or repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

## DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with the Shares for an aggregate number not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 June 2021, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information referred to in this supplemental circular
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Million Venture”	Million Venture Holdings Limited, a company incorporated in the BVI with limited liability on 18 September 2015, which is wholly-owned by Mr. Cheng Hon Yat and is one of the substantial shareholders of the Company
“Nomination Committee”	the nomination committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to purchase or repurchase the Shares for an aggregate number not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“Takeovers Code”

The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time

“%”

per cent.





**Janco Holdings Limited**

**駿高控股有限公司**

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

**(Stock Code: 8035)**

*Executive Directors:*

Mr. Ng Chin Hung

*(Chairman and chief executive officer)*

Mr. Cheng Tak Yuen

*Independent non-executive Directors:*

Mr. Lee Kwong Chak Bonnio

Mr. Yuen Ching Bor Stephen

Mr. Kwan Chi Hong

*Registered office:*

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and principal place*

*of business in Hong Kong:*

Unit 1608, 16th Floor

Tower A, Manulife Financial Centre

No. 223 Wai Yip Street, Kwun Tong

Kowloon

Hong Kong

8 June 2021

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular is supplemental to, and should be read in conjunction with, the circular of the Company dated 31 March 2021 (the “**First Circular**”). Unless otherwise defined, terms undefined herein shall have the meaning ascribed to them in the First Circular and the Announcement (as defined below).

The purposes of this supplemental circular are to provide you with information regarding certain supplemental ordinary resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against these resolutions and to give you notice of the Annual General Meeting.

## SUPPLEMENTAL LETTER FROM THE BOARD

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 5 May 2021 (the “**Announcement**”). Subsequent to the despatch of the First Circular and notice dated 31 March 2021 (the “**First Notice**”), Mr. Tai King Fung (“**Mr. Tai**”) resigned as an executive Director, and Mr. Pang Chung Fai, Benny (“**Mr. Pang**”) and Mr. Chan Fei Fei (“**Mr. Chan**”) resigned as independent non-executive Directors. As the resignations of Mr. Tai, Mr. Pang and Mr. Chan took effect from 5 May 2021, they will no longer stand for re-election at the Annual General Meeting. As stated in the announcement of the Company dated 7 May 2021, Mr. Yuen Ching Bor Stephen (“**Mr. Yuen**”) and Mr. Kwan Chi Hong (“**Mr. Kwan**”) who were appointed as independent non-executive Directors shall hold office until the next following annual general meeting of the Company after their respective appointment and shall then be eligible for re-election at the Annual General Meeting. Mr. Yuen and Mr. Kwan shall retire, being eligible, offer themselves for re-election at Annual General Meeting.

Biographical details of Mr. Yuen and Mr. Kwan are set out in Appendix II to this supplemental circular.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021 (both days inclusive) during which no transfer of Shares may be effected for the purpose of determining the Shareholders who are entitled to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all completed share transfer instruments accompanied by the relevant share certificate(s) should be lodged for registration with the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 21 June 2021.

### ACTIONS TO BE TAKEN

Reference is made to the First Notice and the supplemental notice of Annual General Meeting as set out on pages 13 to 14 of this supplemental circular. At the Annual General Meeting, the following ordinary resolutions will be proposed to approve, among other matters:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate;
- (b) the re-election of retiring Directors; and
- (c) the re-appointment of the auditor of the Company.

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return it to the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment

## **SUPPLEMENTAL LETTER FROM THE BOARD**

thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll.

An announcement on the poll results will be published by the Company after the Annual General Meeting in accordance with Rule 17.47(5) of the GEM Listing Rules.

### **RECOMMENDATIONS**

The Directors consider that the supplemental resolutions in respect of the proposals for (i) the re-election of Mr. Yuen as an independent non-executive Director; and (ii) the re-election of Mr. Kwan as an independent non-executive Director are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the resolutions at the Annual General Meeting.

### **RESPONSIBILITY STATEMENT**

This supplemental 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 supplemental 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 herein or this supplemental circular misleading.

### **ADDITIONAL INFORMATION**

Your attention is drawn to the additional information set out in the Appendices to this supplemental circular.

Yours faithfully  
By order of the Board  
**Janco Holdings Limited**  
**Ng Chin Hung**  
*Chairman*

This appendix serves as an explanatory statement, as required under Rule 13.08 of the GEM Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

### **1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on GEM or on any other stock exchange on which securities of the company are listed and such exchange is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 600,000,000 Shares in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 60,000,000 Shares, representing 10% of the total number of the issued Shares as at the Latest Practicable Date.

### **3. REASONS FOR THE REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole since the grant of such a general authority from the Shareholders to the Directors will provide them with the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of the Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining. The Directors have no present intention to repurchase any Shares.

**4. FUNDING OF REPURCHASES**

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles of Association, the applicable laws of the Cayman Islands, the GEM Listing Rules and all other applicable laws, rules and regulations, as the case may be.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in effect from time to time.

Subject to the foregoing, any repurchase of the Shares by the Company may be made out of profits of the Company, out of share premium, or out of the proceeds of a fresh issue of the Shares made for the purpose of the repurchase or, subject to the Companies Act, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of profits of the Company, out of the Company's share premium account before or at the time the Shares are repurchased, or subject to the Companies Act, out of capital.

**5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL**

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2020, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares traded on GEM during each of the previous months since January 2020 and up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
January	0.220	0.180
February	0.215	0.190
March	0.220	0.150
April	0.243	0.211
May	0.270	0.180
June	0.260	0.199
July	0.230	0.184
August	0.220	0.190
September	0.200	0.155
October	0.200	0.170
November	0.200	0.168
December	0.195	0.131

	Highest HK\$	Lowest HK\$
<b>2021</b>		
January	0.180	0.150
February	0.315	0.146
March	0.295	0.210
April	0.300	0.280
May	0.295	0.275
June ( <i>up to the Latest Practicable Date</i> )	0.280	0.260

## 7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Act and the Articles of Association.

## 8. INTENTION TO SELL SHARES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No core connected person of the Company have notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

## 9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any such consequence which may arise under the Takeovers Code if the Repurchase Mandate is exercised.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

Name	Capacity/Nature of interest	Number of Shares held (L) (Note 4)	Approximate percentage of existing shareholding (Note 1)	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Million Venture	Beneficial owner	156,000,000 (Note 2)	26%	28.89%
Mr. Cheng Hon Yat	Interest in controlled corporation	156,000,000 (Note 2)	26%	28.89%
Ms. Tai Choi Wan, Noel	Interest of spouse	156,000,000 (Note 3)	26%	28.89%
Mr. Chan Chun Shing Otto	Beneficial owner	60,000,000	10%	11.11%

*Notes:*

- (1) The percentage of shareholding was calculated based on the total 600,000,000 Shares in issue as at the Latest Practicable Date.
- (2) Million Venture is beneficially and wholly owned by Mr. Cheng Hon Yat. By virtue of the SFO, Mr. Cheng Hon Yat is deemed to be interested in the shares held by Million Venture.
- (3) Ms. Tai Choi Wan, Noel is the spouse of Mr. Cheng Hon Yat and is therefore deemed to be interested in all the shares held/owned by Mr. Cheng Hon Yat (by himself or through Million Venture) by virtue of the SFO.
- (4) The letter “L” denotes the person’s long position in the Shares.

On the basis of 600,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchases of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 60,000,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date) and the shareholding in the Company of Million Venture, Mr. Cheng Hon Yat and Ms. Tai Choi Wan, Noel would be increased from approximately 26% to approximately 28.89% of the issued Shares. Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public float. The Directors confirm that the Repurchase Mandate will not be exercised to the extent which may result in a public shareholding falling below the prescribed minimum percentage under the GEM Listing Rules.

#### 10. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).



Set out below are the biographical details of Mr. Yuen and Mr. Kwan.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Yuen Ching Bor Stephen**, aged 73, graduated with a Master of Science in Interdisciplinary Design and Management from The University of Hong Kong. He is an Eminent Fellow Member of the Royal Institution of Chartered Surveyors and a Fellow Member of the Hong Kong Institute of Real Estate Administrators. Mr Yuen has over 50 years of real estate experience in both public and private sectors. He was the ex-chairman of the Industry Training Advisory Committee (Property Management) of the Education Bureau, past chairman of the Real Estate Service Training Board, ex-committee member of the Employee Retraining Board, ex-member of the Land and Building Advisory Committee, past chairman of the Chartered Institute of Housing (Hong Kong branch), past president of the Hong Kong Association of Property Management Companies and past president of the Hong Kong Institute of Real Estate Administrators. Mr. Yuen is also involved in various training programmes in the City University of Hong Kong and The University of Hong Kong, and he is also a part-time lecturer at Hong Kong Polytechnic University. Mr. Yuen was awarded a Medal of Honour in recognition of his contribution to the community in 2012.

Mr. Yuen is currently the independent non-executive director of Li Bao Ge Group Limited (stock code: 1869), a company listed on the Main Board of the Stock Exchange and Winson Holdings Hong Kong Limited (stock code: 6812), a company first listed on GEM of the Stock Exchange then subsequently transferred to the Main Board of the Stock Exchange.

Mr. Yuen was a non-executive director and chairman of the board of directors of Affluent Partners Holdings Limited (stock code: 1466), a company listed on the Main Board of the Stock Exchange, from February 2018 to October 2019. From January 2019 to January 2021, Mr. Yuen was an independent non-executive director of Real Nutraceutical Group Limited (stock code: 2010), a company previously listed on the Main Board of the Stock Exchange and the shares of which were delisted on 25 January 2021.

Save as disclosed and as far as the Directors are aware, he does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company nor hold any position with the Company and other members of the Group. Save as disclosed above, he did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years before the Latest Practicable Date. As far as the Directors are aware, as at the Latest Practicable Date, he had no interests in any Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) of the GEM Listing Rules in relation to his re-election as an independent non-executive Director at the Annual General Meeting.



**Mr. Kwan Chi Hong**, aged 48, has over 20 years of managerial and senior management experience in the commercial and public sector. From February 1995 to December 2007, he worked as an executive officer in various government departments including Registration and Electoral Office, Urban Services Department, Home Affairs Department, Hong Kong Police Force and Chief Secretary for Administration's Office Government Secretariat. Mr. Kwan was a part-time teacher of certain bachelor or diploma courses in Chinese Medicine conducted by HKU School of Professional and Continuing Education from 2013 to 2016. He was an executive director of Bamboos Health Care Holdings Limited (stock code: 2293) from November 2012 to January 2019, a company first listed on GEM of the Stock Exchange then transferred to the Main Board of the Stock Exchange. Mr. Kwan was awarded the Young Entrepreneur of the Year 2012 from the Hong Kong Business Awards hosted by DHL Express and South China Morning Post and the EY Entrepreneur of the Year 2013 China — Emerging Entrepreneur hosted by Ernst & Young.

Mr. Kwan obtained a bachelor's degree in Economics and a master's degree in Economics from The University of Hong Kong in January 1995 and December 2005, respectively. Mr. Kwan completed a programme in executive master of Business Administration and obtained a master's degree in Business Administration from The Chinese University of Hong Kong in December 2007.

Mr. Kwan is currently an independent non-executive director of BExcellent Group Holdings Limited (stock code: 1775), a company listed on the Main Board of the Stock Exchange, China Brilliant Global Limited (stock code: 8026), a company listed on GEM of the Stock Exchange, and Stream Ideas Group Limited (stock code: 8401), a company listed on GEM of the Stock Exchange.

Save as disclosed and as far as the Directors are aware, he does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company nor hold any position with the Company and other members of the Group. Save as disclosed above, he did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years before the Latest Practicable Date. As far as the Directors are aware, as at the Latest Practicable Date, he had no interests in any Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) of the GEM Listing Rules in relation to his re-election as an independent non-executive Director at the Annual General Meeting.

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



**Janco Holdings Limited**

**駿高控股有限公司**

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

**(Stock Code: 8035)**

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “**First Notice**”) of the annual general meeting of Janco Holdings Limited (駿高控股有限公司) (the “**Company**”) dated 31 March 2021 which set out the details of the resolutions to be proposed at the annual general meeting of the Company (the “**Annual General Meeting**”). This supplemental notice shall be read together with the First Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 25 June 2021 at 10:00 a.m.. And ordinary resolutions no. 2B, 2C and 2D in the First Notice regarding the re-election of Mr. Tai King Fung as executive director of the Company, Mr. Pang Chung Fai Benny as independent non-executive director of the Company and Mr. Chan Fei Fei as independent non-executive director of the Company, respectively, are deleted in their entirety and replaced by the following:

- 2B. To re-elect Mr. Yuen Ching Bor Stephen as independent non-executive director of the Company.
- 2C. To re-elect Mr. Kwan Chi Hong as independent non-executive director of the Company.

Yours faithfully  
By order of the Board  
**Janco Holdings Limited**  
駿高控股有限公司  
**Ng Chin Hung**  
*Chairman*

Hong Kong, 8 June 2021

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

*Registered office:*  
Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Headquarters and principal place of business  
in Hong Kong:*  
Unit 1608, 16th Floor  
Tower A, Manulife Financial Centre  
No. 223 Wai Yip Street, Kwun Tong  
Kowloon  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. To be valid, the revised form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the qualification as members of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all completed share transfer instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 21 June 2021.
4. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will post an notice on the website of the Company at [www.jancofreight.com](http://www.jancofreight.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the Company of the date, time and place of the re-scheduled Annual General Meeting.

*As at the date of this notice, the executive directors of the Company are Mr. Ng Chin Hung, Mr. Cheng Tak Yuen and the independent non-executive directors of the Company are Mr. Lee Kwong Chak Bonnio, Mr. Yuen Ching Bor Stephen and Mr. Kwan Chi Hong.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be posted on the Company's website at [www.jancofreight.com](http://www.jancofreight.com).*