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Jiyi Holdings Limited
集一控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1495)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Jiyi Holdings Limited (the “**Company**”) will be held at Room 6408, 64/F, Tower A, Riverfront Times Square, 9289 Binhe Road, Futian District, Shenzhen (深圳市福田區濱河大道9289號京基濱河時代大廈A座64樓6408) (or any adjournment thereof) on Friday, 9 December 2022 at 11:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTION

“THAT:

1. Subject to and conditional upon, amongst other things, (i) the granting of approval by the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective and any Consolidated Share which may fall to be issued after the Share Consolidation becoming effective; and (ii) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to effect the Share Consolidation:
 - (a) Every five (5) issued and unissued ordinary shares of par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) of par value of HK\$0.50 each (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company (the “**M&A**”);

- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (if applicable);
- (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$500,000,000 divided into 5,000,000,000 ordinary shares of par value of HK\$0.10 each to HK\$500,000,000 divided into 1,000,000,000 ordinary shares of par value of HK\$0.50 each; and
- (d) any one or more of the directors of the Company (the “**Director(s)**”) be and is/are hereby authorised to do all such acts and things and execute all such documents, which are in connection with and/or ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/she/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

SPECIAL RESOLUTION

“THAT:

- 2. Subject to and conditional upon, amongst other things, (i) the Share Consolidation becoming effective; (ii) approval from the Grand Court of the Cayman Islands (the “**Court**”) of the Capital Reduction (as defined below); (iii) registration by the Registrar of Companies of Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction (as defined below) and compliance with any conditions the Court may impose; (iv) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Listing Rules to effect the Capital Reduction (as defined below) and the Share Sub-Division (as defined below); and (v) the listing committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares (as defined below), with effect from the date on which these conditions are fulfilled:
 - (a) the par value of each issued Consolidated Share of par value of HK\$0.50 each in the share capital of the Company be reduced to HK\$0.01 each (each a “**New Share**”) (the “**Capital Reduction**”) by cancelling the paid-up capital to the extent of HK\$0.49 on each of the then issued Consolidated Shares;

- (b) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by Company as the board of Directors may deem fit and permitted under the Companies Law, all relevant applicable laws and the M&A, including, without limitation, eliminating or setting off any accumulated losses of the Company (if any) from time to time;
- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value HK\$0.50 each be sub-divided into fifty (50) New Shares of par value of HK\$0.01 each (the “**Share Sub-Division**”);
- (d) immediately following the Capital Reduction and the Share Sub-Division, the authorised share capital of the Company be changed from HK\$500,000,000 divided into 1,000,000,000 ordinary shares of par value of HK\$0.50 each to HK\$500,000,000 divided into 50,000,000,000 New Shares of par value of HK\$0.01 each;
- (e) each of the New Shares arising from the Capital Reduction and the Share Sub-Division shall rank *pari passu* in all respects with each other and shall have the rights and privileges and be subject to the restrictions as contained in the M&A; and
- (f) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are in connection with and/or ancillary to the Capital Reduction and the Share Sub-Division and of administrative nature, on behalf of the Company, including under seal where applicable, as he/she/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Capital Reduction and the Share Sub-Division and (where applicable) to aggregate all fractional New Shares and sell them for the benefits of the Company.”

By Order of the Board
Jiyi Holdings Limited
Hou Wei
Chairlady

Hong Kong, 24 November 2022

Registered Office:

Windward 3, Regatta Office Park
P.O. Box 1350, Grand Cayman
KY1-1108 Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 912, 9th Floor, Tai Yau Building
181 Johnston Road, Wanchai
Hong Kong

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office 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 EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. For the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 6 December 2022 to Friday, 9 December 2022 (both dates inclusive). In order to qualify for attending and voting at the EGM, all transfer documents together with the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Monday, 5 December 2022.

5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.

At the date of this notice, Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang are the executive directors of the Company, Mr. Hou Bo is the non-executive director of the Company, and Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang are the independent non-executive directors of the Company.