
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in XinXiang Era Group Company Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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XinXiang Era Group Company Limited

新享時代集團有限公司

(formerly known as Jia Group Holdings Limited (佳民集團有限公司))

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 2:00 p.m. on 21 June 2024 at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 18 to 23 of this circular. A form of proxy for use at the AGM is also enclosed.

If you intend to appoint proxy(ies) to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular together with a form of proxy will remain on the Stock Exchange website at <http://www.hkexnews.hk> on the “Latest Listed Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.xinxiangera.com>.

29 April 2024

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 2:00 p.m. on 21 June 2024, at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong, or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 18 to 23 of this circular
“Articles”	the amended and restated articles of association of the Company which was conditionally adopted on 23 January 2018 and became effective on 8 February 2018, as amended or supplemented from time to time
“Board”	the board of Directors
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Companies Act”	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	XinXiang Era Group Company Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8519)
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“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 PRC

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares as set out in resolution 5 of the AGM Notice
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Shares Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to buy back Shares as set out in resolution 6 of the AGM Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



XinXiang Era Group Company Limited

新享時代集團有限公司

(formerly known as Jia Group Holdings Limited (佳民集團有限公司))

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

Executive Directors:

Mr. Kong Linglei

Ms. Wan Suet Yee Cherry

Non-executive Directors:

Mr. Liu Enyu (*Chairman*)

Mr. Peng Ben

Independent non-executive Directors:

Ms. Ma Lina

Ms. Mao Xiaobi

Ms. Deng Yongling

Registered address and Address of the

Head Office in the Cayman Islands:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Place of business in Hong Kong:

Office No. 5 on 22nd Floor

Universal Trade Centre

No. 3 Arbuthnot Road

Central

Hong Kong

29 April 2024

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of the Issue Mandate and the Shares Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; (iii) the re-election of Directors; and (iv) the re-appointment of auditor of the Company. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

Ordinary resolutions of the Shareholders were passed on 12 June 2023 granting general mandates to Directors to (i) allot, issue and deal with Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of the passing of such resolution; (ii) to buy back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of such resolution; and (iii) to extend the general mandate of (i) above to include Shares bought back pursuant to the general mandate of (ii) above.

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors to exercise all powers of the Company (i) to allot, issue and otherwise deal with such number of Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of such resolution; (ii) to, subject to the criteria set out in this circular, buy back such number of Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution; and (iii) the general extension mandate, after the Shares Buy-back Mandate is granted, to add the aggregate number of the Shares bought back by the Company pursuant to the Shares Buy-back Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution for approving the Issue Mandate.

Based on 579,890,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are bought back or issued or cancelled prior to the AGM, subject to the passing of the ordinary resolutions for approving the Issue Mandate and the Shares Buy-back Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 115,978,000 Shares pursuant to the Issue Mandate and buy back 57,989,000 Shares pursuant to the Shares Buy-back Mandate, being 20% and 10% of the total number of Shares in issue as at the date of passing the resolutions in relation thereto, respectively.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Shares Buy-back Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Shares Buy-back Mandate at the AGM. Neither the explanatory statement nor the proposed granting of the Shares Buy-back Mandate has any unusual features.

The Issue Mandate, the Shares Buy-back Mandate and the general extension mandate, if granted at the AGM, will remain in effect until 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 law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF THE DIRECTORS

Pursuant to the Article 108 of the Articles, Ms. Wan Suet Yee Cherry will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to the Article 112 of the Articles, Mr. Kong Linglei, Mr. Peng Ben, Mr. Liu Enyu, Ms. Deng Yongling, Ms. Mao Xiaobi and Ms. Ma Lina will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election at the AGM.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the independent non-executive Directors of the Company (the "INEDs"). All the INEDs satisfy the independence factors set out in Rule 5.09 of the GEM Listing Rules and each has provided to the Company an annual written confirmation of his/her independence. The Nomination Committee had also considered a range of diversity factors including age, education and cultural background, professional expertise, industry experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

RE-APPOINTMENT OF THE AUDITOR

BDO Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint BDO Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to approve, *inter alia*, the Issue Mandate and the Shares Buy-back Mandate; the extension of the Issue Mandate; the re-election of Directors and the re-appointment of auditor of the Company is set out on pages 18 to 23 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xinxiangera.com). If you intend to appoint proxy(ies) to attend the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM 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. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the existing memorandum and articles of association of the Company. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all Share transfer documents 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2024.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this 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 circular misleading.

RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Shares Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; (iii) the re-election of Directors; and (iv) the re-appointment of auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters at the AGM.

Yours faithfully,
For and on behalf of the Board
XinXiang Era Group Company Limited
Liu Enyu
Chairman and Non-Executive Director

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Shares Buy-back Mandate. Neither the explanatory statement nor the proposed granting of the Shares Buy-back Mandate has any unusual features.

1. STOCK EXCHANGE RULES FOR BUY-BACK OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 579,890,000 Shares.

Subject to the passing of the relevant ordinary resolution granting the Shares Buy-back Mandate and on the basis that no further Shares are issued or bought back or cancelled during the period from the Latest Practicable Date to the date of the AGM, the Directors would be authorised to exercise the powers of the Company to buy back a maximum of 57,989,000 Shares, being 10% of the total number of Shares in issue as at the date of the AGM. The Shares Buy-back Mandate, if granted at the AGM, will remain in effect until 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 law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Shares bought back by the Company shall, subject to applicable law, be automatically cancelled upon such buy-back.

3. REASONS FOR BUY-BACK

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING AND EFFECT OF BUY-BACK

The Company is empowered by its memorandum of association and the Articles to buy back its Shares. Buy-back made pursuant to the Shares Buy-back Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that payment for a share buy-back may only be made out of profits, share premium account or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on buy-back of Shares may only be paid out of either or both of the profits or from sums standing to the credit of the share premium account of the Company or subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

Under the GEM Listing Rules, a listed company may not buy back its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Shares Buy-back Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest published audited financial statements. However, the Directors do not intend to exercise the Shares Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. GENERAL

The Directors have confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to Shares Buy-back Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

6. TAKEOVERS CODE CONSEQUENCE

A buy-back of Shares by the Company may result in an increase in the proportionate interest of a Shareholder in the voting rights of the Company and such an increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, 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 for all the Shares not already owned by such Shareholder or a group of Shareholders.

To the best of the knowledge and belief of the Company and as recorded in the register of interests in shares and short positions required to be kept by the Company under section 336 of the SFO, as at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of shareholder	Capacity/Nature	Total number of shares held/interested in	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If the Shares Buy-back Mandate is exercised in full
Central Power Group Limited ("Central Power")	Beneficial owner	437,080,000	75.37	83.75
Peng Ben ("Mr. Peng")	Interest in a controlled corporation ^(Note)	437,080,000	75.37	83.75
Zhao Hong ("Mr. Zhao")	Interest in a controlled corporation ^(Note)	437,080,000	75.37	83.75

Note: Central Power Group Limited is 51% directly owned by Peng Ben and 49% directly owned by Zhao Hong. Accordingly, Peng Ben and Zhao Hong are deemed to be interested in the shares of the Company held by Central Power Group Limited under Part XV of the Securities and Futures Ordinance.

On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, in the event that the Directors should exercise in full the power to repurchase Shares under the Shares Buy-back Mandate (if so approved), the shareholdings of Central Power, Mr. Peng and Mr. Zhao in the Company would be increased to approximately 83.75% of the total issued share capital of the Company respectively. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As disclosed in the Company's announcement dated 11 April 2024, the minimum public float requirement of 25% as set out in Rule 11.23(7) of the GEM Listing Rules was not satisfied. Therefore, the Directors have no present intention to exercise the Shares Buy-back Mandate before the restoration of the Company's public float as required under the GEM Listing Rules.

7. SHARES PURCHASED BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has not purchased, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise).

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposal on the Shares Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Shares Buy-back Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the previous twelve months to the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
2023		
April	0.064	0.037
May	0.065	0.043
June	0.078	0.058
July	0.075	0.052
August	0.051	0.036
September	0.042	0.035
October	0.062	0.034
November	0.085	0.047
December	0.150	0.068
2024		
January	0.144	0.079
February	0.171	0.080
March (<i>Note</i>)	2.880	0.920
April (up to Latest Practicable Date)	1.380	0.570

Note:

An extraordinary general meeting was held on 21 March 2024 in which the resolution in relation to the share consolidation on the basis that every two (2) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.02 each in the share capital of the Company (the “**Share Consolidation**”) was passed. The Share Consolidation became effective on 25 March 2024. For further information, please refer to the Company’s announcement dated 26 February 2024, the Company’s circular dated 4 March 2024, the Company’s announcements dated 21 March 2024 and 22 March 2024.

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles:

Mr. Kong Linglei

Mr. Kong Linglei (“**Mr. Kong**”), aged 36, has been appointed as an executive Director of the Company on 9 February 2024 and has been appointed as the Chief Executive Officer on 15 February 2024. He has also been appointed as the chairperson of the Legal Compliance Committee on 15 February 2024. He began his career as a TV food show host and producer. In 2008, Mr. Kong Linglei became an artist managed by Hunan Television (湖南衛視) and was then transferred to the production team in 2012 during which he took part in the production of the television program “Great Fun in Hunan” (湖南好好玩). In 2015, Mr. Kong Linglei produced his own food program named “What to Eat” (食色x食色吃什麼) which integrated the use of we-media and online video channels to generate revenue through online traffic monetization. From January 2017 to December 2022, Mr. Kong Linglei served as the general manager of Hunan Province Fuershte Network Technology Co., Ltd.* (湖南省弗爾斯特網絡科技股份有限公司) which is principally engaged in mobile apps software development and e-commerce platform business. From June 2018 to December 2023, Mr. Kong Linglei served as the general manager of Changsha Xunjue Catering Management Co., Ltd.* (長沙勛爵餐飲管理有限公司) which operated franchised restaurants under a renowned local restaurant brand “Huogongdian”* (“火宮殿”) in Changsha. From August 2022 to December 2023, he also served as the deputy general manager of Changsha Tianxiangfu Catering Services Co., Ltd.* (長沙天湘府餐飲有限公司). Mr. Kong Linglei graduated from Zhongyuan Specialty Institute of Technology (鄭州中原理工專修學院) majoring in business administration in July 2006 and completed an EMBA Distinct Director Advanced Course* (清大EMBA工商管理卓越總裁高級研修項目) offered by the BeiQing Institute of Economics and Management* (北清經管高等研究院) in August 2022.

Mr. Kong has entered into a service contract with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month’s prior notice in writing served by either party on the other. Mr. Kong will hold office until the AGM and be eligible for re-election thereat pursuant to the Articles. Pursuant to the service contract of Mr. Kong, he is entitled to a director’s fee of HK\$300,000 per annum, which has been approved by the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to, among others, his experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

Ms. WAN Suet Yee Cherry

Ms. WAN Suet Yee Cherry (“**Ms. Wan**”), aged 50, has been appointed as an executive Director of the Company on 21 August 2015, is senior operations director and the chairperson of the legal compliance committee. She is responsible for formulation of corporate development strategies, execution of daily management and administration of business and operations, and regulatory compliance. She obtained a higher diploma in hotel and catering management from the Hong Kong Technical College in July 1996. She has approximately 20 years of experience in the food and beverage industry. From November 1996 to April 2011,

she worked at Gaia Group. She served Va Bene Ristorante from November 1996 to February 2001. She worked as an assistant manager of Gaia Ristorante from March 2001 to March 2008. Her last position was operations manager of Gaia Group. During her office in Gaia Group, she was primarily responsible for purchasing, staff hiring, manager and staff training, menu planning and daily operation of eight restaurants in Hong Kong and two restaurants in Shanghai, the PRC. She was also awarded “Most Influential Woman in Hospitality 2018 — Hong Kong” by APAC Insider in 2018.

Ms. Wan has entered into a service contract with the Company for a term of three years commencing from 8 February 2021, subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Articles, and will continue thereafter until terminated in accordance with the terms of the agreement. Ms. Wan is entitled to receive the annual salary of HK\$816,000 per annum which was determined by the Board with reference to her experience, job responsibility and general market condition and will be reviewed annually by the Board and the remuneration committee of the Company, together with discretionary bonus as maybe decided by the Board with reference to her performance and the operating results of the Group.

Mr. Peng Ben

Mr. Peng Ben (“Mr. Peng”), aged 34, has been appointed as a non-executive Director of the Company on 9 February 2024. He is the sole director of Central Power Group Limited, which is also 51% owned by Mr. Peng. He served as the general manager of Sino-Market Technology Group Co., Ltd. (中市技術集團有限公司), a company primarily engaged in engineering, consultancy and project management, from August 2015 to December 2017. In 2020, he founded Hunan Xiangdu Nongchuang Agricultural Technology Co., Ltd.* (湖南湘都農創農業科技有限公司), a company primarily engaged in the business of agricultural technology development and consultancy services, where he also served as the executive director from March 2020 to July 2022. In October 2022, Mr. Peng Ben completed the EMBA Distinct Director Advanced Course* (清大EMBA工商管理卓越總裁高級研修項目) offered by the BeiQing Institute of Economics and Management* (北清經管高等研究院). In April 2023, he founded Changsha Yunshen Technology Co., Ltd.* (長沙雲燊科技有限責任公司), a company primarily engaged in the provision of software and information technology services. Mr. Peng Ben is currently the general manager of Changsha Aojiaohuola Catering Services Co., Ltd.* (長沙傲椒火辣餐飲服務有限公司) and Changsha Tianxiangfu Catering Services Co., Ltd.* (長沙天湘府餐飲有限公司) which are both principally engaged in the catering business in the PRC.

Mr. Peng has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month’s prior notice in writing served by either party on the other. Mr. Peng will hold office until the AGM and be eligible for re-election thereat pursuant to the Articles. Pursuant to the letter of appointment of Mr. Peng, he is entitled to a director’s fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, his experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

Mr. Peng is the sole director and holds approximately 51% of the total issued share capital of Central Power Group Limited, which, as at the Latest Practicable Date, owns 437,080,000 Shares, representing approximately 75.37% of the total issued share capital of the Company. As such, Mr. Peng is deemed to be interested in the 437,080,000 Shares held by Central Power Group Limited by virtue of the SFO.

Mr. Liu Enyu

Mr. Liu Enyu (“**Mr. Liu**”), aged 39, has been appointed as a non-executive Director of the Company on 9 February 2024 and a chairman of the Board of the Company on 9 February 2024. He has also been appointed as the chairperson of the Nomination Committee on 15 February 2024. He completed an advanced program on market risk management for entrepreneurs (北京大學民營企業家決勝市場風險高級研修班) at the Peking University and an advance program of corporate compliance management at China University of Political Science and Law (中國政法大學企業合規管理高級研修班) in November 2023 and July 2023, respectively. Between October 2017 and December 2021, Mr. Liu Enyu served as the chief operating officer of Hunan Xinfurong Catering Management Co., Ltd.* (湖南新芙蓉餐飲管理有限公司) where he was in charge of brand management and operations. He has been serving as the chief operating officer of Changsha Tianxiangfu Catering Services Co., Ltd.* (長沙天湘府餐飲有限公司), a company principally engaged in catering business in the PRC since July 2022. In September 2022, Mr. Liu Enyu has been appointed as the vice director of the Young Lives Foundation Commission of the Hunan Province Health and Charity Foundation* (湖南健康公益基金會青少年成長專項基金管委會) for a term of three years.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month’s prior notice in writing served by either party on the other. Mr. Liu will hold office until the AGM and be eligible for re-election thereat pursuant to the Articles. Pursuant to the letter of appointment of Mr. Liu, he is entitled to a director’s fee of HK\$300,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, his experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

Ms. Deng Yongling

Ms. Deng Yongling (“**Ms. Deng**”), aged 35, has been appointed as an independent non-executive Director of the Company on 9 February 2024. She has also been appointed as a chairlady of the Audit Committee, a member of each of the Remuneration Committee, the Nomination Committee and the Legal Compliance Committee on 15 February 2024. She obtained her bachelor’s degree in business management from China Central Radio and TV University (中央廣播電視大學) in 2012. In 2016, she obtained her certificate of accounting profession issued by the Changsha Finance Bureau. She possesses the accounting qualification (intermediate level) (會計中級) issued by the Human Resources and Social Security Department of Guangdong Province in 2017. Between February 2007 and July 2012, she served as the accountant at Dongguan Baoshengwei Plastic and Metal Products Co., Ltd.* (東莞堡盛威塑膠五金製品有限公司), a company principally engaged in the manufacturing and

sale of construction and metalware products. Between August 2012 and October 2016, she was the head of finance at Dongguan Jingsheng Electronic Components Co., Ltd.* (東莞勁勝精密電子組件有限公司), a company that focuses on the manufacturing of computers and electronic products. Between November 2016 and October 2020, she served as the financial manager at Hunan Zhuji Huangpu Big Data Technology Co., Ltd.* (湖南朱記黃埔大數據科技有限公司), a company principally engaged in information technology and transmission services. Since December 2020, she has served as the finance manager at Hunan Luzhou Network Technology Co., Ltd.* (湖南麓洲網絡科技有限公司), a company principally engaged in the provision of information technology and software development services, as well as the sale of various products including but not limited to food, daily necessities and utility products.

Ms. Deng has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Ms. Deng will hold office until the AGM and be eligible for re-election thereat pursuant to the Articles. Pursuant to the letter of appointment of Ms. Deng, she is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, her experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

Ms. Mao Xiaobi

Ms. Mao Xiaobi (“**Ms. Mao**”), aged 61, has been appointed as an independent non-executive Director of the Company on 9 February 2024. She has also been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Legal Compliance Committee on 15 February 2024. She obtained her bachelor's degree in Library and Information Studies (圖書情報專業) from Central China Normal University (華中師範大學) in 1984. Prior to that, she obtained her college degree in catalysis from Hunan Changling Petrochemical Vocational and Technical College* (湖南長嶺石油學校) in July 1981. In 2001, she founded Changsha Jialin Industrial Co., Ltd.* (長沙嘉林實業有限公司), a company principally engaged in catering management and the wholesale of construction materials in the PRC, where she has served as its executive director since July 2001. Since 2004, Ms. Mao Xiaobi has been actively involved in public welfare affairs and is currently a member of the council of Hunan Province Xixin Charity Foundation* (湖南省洗心公益基金會理事). In 2022, she founded Hunan Yudian Wines Co., Ltd.* (湖南馭典酒業有限公司), a company principally engaged in the manufacture of wine, beverage and tea, where she has served as its executive director since September 2022. Ms. Mao Xiaobi has also been the chairlady of the board of directors of Hunan Chuanghonglide Technology Group Holdings Limited* (湖南創鴻立德科技集團股份有限公司), a company principally engaged in the industry of scientific research and technical services, as well as the sale of various products, including but not limited to mechanical and electronic products and new energy vehicle related products, since March 2023.

Ms. Mao has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Ms. Mao will hold office until the AGM and be eligible for re-election thereat pursuant to the Articles. Pursuant to the letter of appointment of Ms. Mao, she is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, her experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

Ms. Ma Lina

Ms. Ma Lina (“**Ms. Ma**”), aged 40, has been appointed as an independent non-executive Director of the Company on 9 February 2024. She has also been appointed as a chairlady of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee on 15 February 2024. She completed a diploma in business administration at Beijing Oriental College (北京東方研修學院) in July 2008. Between May 2009 and December 2012, Ms. Ma Lina served as the hotel catering business director at Hunan Jinmao Hotel Management Co., Ltd.* (湖南金茂酒店管理有限公司) and latterly, as the general manager of operations from December 2012 to December 2014. In 2016, she founded Xinkongjian Environmental Protection Materials Co., Ltd.* (鑫空間環保材料有限公司), a company principally engaged in the industry of environmental decoration materials, where she served as the general manager from March 2016 to December 2017. From May 2018 to December 2020, she served as the sales director of Changsha Lanxing Bio-Technology Co., Ltd.* (長沙蘭馨生物科技有限公司), a company principally engaged in food and beverage retail and production, and has latterly served as its chief operating officer since December 2020. In December 2022, she founded Zhimeng Zhiku Sports Group Co., Limited (至萌至酷體育集團有限公司), a company principally engaged in education training and the sale of sports equipment, where she served as its vice president since April 2023.

Ms. Ma has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Ms. Ma will hold office until the forthcoming AGM and be eligible for re-election thereat pursuant to the Articles. Pursuant to the letter of appointment of Ms. Ma, she is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, her experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

Save as disclosed above, none of the above Directors (i) has held any directorships during the past three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; (iii) holds any positions in the Company or any other member of the Group; (iv) has any other major appointments and professional qualifications; and (v) has any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO. Saved as disclosed herein, in relation to the re-election of the above-mentioned retiring Directors, the Board is not aware of any other information that ought to be disclosed pursuant to the requirements under Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



XinXiang Era Group Company Limited

新享時代集團有限公司

(formerly known as Jia Group Holdings Limited (佳民集團有限公司))

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of XinXiang Era Group Company Limited (the “**Company**”) will be held at 2:00 p.m. on 21 June 2024, at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong for the following purposes:

To consider and if thought fit, passing the following resolutions (with or without modification) as ordinary resolutions of the Company:

AS ORDINARY BUSINESS

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2023;
2. To re-elect the following persons as the Directors:
 - (a) Mr. KONG Linglei as an executive Director;
 - (b) Ms. WAN Suet Yee Cherry as an executive Director;
 - (c) Mr. LIU Enyu as a non-executive Director;
 - (d) Mr. PENG Ben as a non-executive Director;
 - (e) Ms. DENG Yongling as an independent non-executive Director;
 - (f) Ms. MAO Xiaobi an independent non-executive Director; and
 - (g) Ms. MA Lina as an independent non-executive Director.
3. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

5. “THAT:

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”), 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 or otherwise deal with unissued share(s) of HK\$0.02 each in the share capital of the Company (the “**Share(s)**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options, including bonds and warrants to subscribe for Shares and debentures convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (hereinafter defined) to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (hereinafter defined); or (ii) the grant or exercise of any options granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries of Shares or right to acquire Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company 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 in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription, conversion or exchange under the terms of any convertible notes or warrants of the Company or any securities which are convertible into or exchange for or carry rights to subscribe for Shares, shall not exceed the aggregate of:
 - (aa) 20 percent of the total number of Shares in issue as at the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation and 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 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 next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles**”) or the applicable law(s) of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares of the Company (subject to such exclusion 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 applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**THAT**:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (hereinafter defined) of all powers of the Company to buy back issued Shares, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the laws of the Cayman Islands and all other applicable laws and regulations, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) 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 (hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation and 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 the Articles or the applicable law(s) of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5 above be and is hereby extended by adding to the number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of the total number of Shares bought back by the Company under the authority granted pursuant to the resolution numbered 6 above, provided that such number of added Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By order of the Board
XinXiang Era Group Company Limited
Liu Enyu
Chairman and Non-executive Director

Hong Kong, 29 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned Meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting 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.
- (2) Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled there to; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Share shall alone be entitled to vote in respect thereof.
- (3) A form of proxy for use at the Meeting or its adjourned Meeting is enclosed.
- (4) In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office 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 appointed for holding the Meeting or its adjourned Meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned Meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) For determining Members’ entitlement to attend and vote at the Meeting, the register of Members will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, all transfer documents 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2024.
- (6) In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that BDO Hong Kong Limited be re-appointed as the auditor of the Company.
- (7) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (8) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
- (9) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the Meeting or its adjourned meeting will be taken by poll.

NOTICE OF ANNUAL GENERAL MEETING

- (10) If tropical cyclone warning signal No. 8 or above, or an announcement of “extreme conditions” by the Government of Hong Kong in accordance with the revised “Code of Practice in Times of Typhoon and Rainstorms” issued by the Hong Kong Labour Department in June 2019 or a “black” rainstorm warning is in effect any time after 10:30 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at www.xinxiangera.com and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 10:30 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an “amber” or “red” rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the Directors are:

Executive Directors:

Ms. Wan Suet Yee Cherry and Mr. Kong Linglei.

Non-executive Directors:

Mr. Peng Ben and Mr. Liu Enyu.

Independent Non-executive Directors:

Ms. Deng Yongling, Ms. Mao Xiaobi and Ms. Ma Lina.

This notice will remain on the “Latest Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at www.xinxiangera.com.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.