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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Jia Group Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the stockbroker, 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).

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

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# JIA

**Jia Group Holdings Limited**

**佳民集團有限公司**

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

**(Stock Code: 8519)**

**(1) PROPOSED SHARE CONSOLIDATION;  
(2) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used on this cover shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the EGM to be held at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 21 March 2024 at 2:00 p.m. (Hong Kong time) is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong Share Registrar, 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 the holding of the EGM (i.e. on or before Tuesday, 19 March 2024 at 2:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

*This circular will remain on the website of the Company at [www.jiagroup.co](http://www.jiagroup.co) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least seven days from the date of its posting.*

4 March 2024

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## CHARACTERISTICS OF GEM

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**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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## EXPECTED TIMETABLE

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*Set out below is the expected timetable for the Share Consolidation, which is indicative only and has been prepared on the assumption that all the conditions of the Share Consolidation be fulfilled or otherwise waived:*

<b>Event</b>	<b>Time and Date</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.....	4:30 p.m. on Friday, 15 March 2024
Closure of the register of members for the entitlement to attend and vote at the EGM .....	Monday, 18 March 2024 to Thursday, 21 March 2024 (both days inclusive)
Latest date and time for lodging the proxy forms for the EGM .....	2:00 p.m. on Tuesday, 19 March 2024
Record date for attendance and voting at the EGM .....	Thursday, 21 March 2024
Expected date and time of the EGM. ....	2:00 p.m. on Thursday, 21 March 2024
Publication of announcement of voting results of the EGM .....	Thursday, 21 March 2024
Register of members of the Company re-opens.....	Friday, 22 March 2024
Effective date of the Share Consolidation.....	Monday, 25 March 2024
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	Monday, 25 March 2024
Dealing in the Consolidated Shares commences .....	9:00 a.m. on Monday, 25 March 2024
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares temporarily closes.....	9:00 a.m. on Monday, 25 March 2024
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Monday, 25 March 2024

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## EXPECTED TIMETABLE

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Event	Time and Date
Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens .....	9:00 a.m. on Thursday, 11 April 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences.....	9:00 a.m. on Thursday, 11 April 2024
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	9:30 a.m. on Thursday, 11 April 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	4:00 p.m. on Thursday, 2 May 2024
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) closes.....	4:10 p.m. on Thursday, 2 May 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends .....	4:10 p.m. on Thursday, 2 May 2024
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	4:30 p.m. on Monday, 6 May 2024

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## DEFINITIONS

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*Unless the context requires otherwise, the use of capitalised terms in this circular shall have the following meanings:*

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system, which is established and operated by the HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Existing Shares to 20,000 Consolidated Shares
“Company”	Jia Group Holdings Limited, a company incorporated under the laws of the Cayman Islands and the Shares of which are listed on GEM of the Stock Exchange (stock code: 8519)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Designated Broker” or “Zhong Xiang”	Zhong Xiang Securities Limited, a securities firm appointed by the Company to provide matching services, on a best effort basis, for the odd lots of the Consolidated Shares
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held for the purpose of considering and, if thought fit, approving the proposed Share Consolidation

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## DEFINITIONS

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“Existing Shares”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of directors of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, with its address at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Latest Practicable Date”	26 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Share Consolidation”	the share consolidation of every two (2) issued and unissued Existing Shares into one (1) Consolidated Share
“Share Option(s)”	share option(s) granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 23 January 2018
“Shareholder(s)”	holder(s) of the Share(s) or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**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:*

Ms. Wan Suet Yee Cherry

Mr. Kong Linglei

*Non-executive Directors:*

Mr. Peng Ben

Mr. Liu Enyu (*Chairman*)

*Independent Non-executive Directors:*

Ms. Deng Yongling

Ms. Mao Xiaobi

Ms. Ma Lina

*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 22/F

Universal Trade Centre

No. 3 Arbuthnot Road

Central

Hong Kong

4 March 2024

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED SHARE CONSOLIDATION;  
(2) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 26 February 2024 in relation to, among others, (i) the Share Consolidation; and (ii) proposed change in board lot size.

The purpose of this circular is to provide the Shareholders with, among other things, (i) other information required under the GEM Listing Rules; and (ii) a notice convening the EGM.



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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board intends to put forward a proposal to the Shareholders to effect the Share Consolidation which involves the consolidation of every two (2) issued and unissued Existing Shares of par value HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.02 each. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM.

### Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon the following:

- (i) the passing of the ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation at the EGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares; and
- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

The Share Consolidation will become effective on the second Business Day immediately following the fulfillment of the above conditions.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$50,000,000 divided into 5,000,000,000 Existing Shares of HK\$0.01 each, of which 1,159,780,000 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased between the date of the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$50,000,000 divided into 2,500,000,000 Consolidated Shares of HK\$0.02 each, of which 579,890,000 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's articles of association. The Share Consolidation will not result in any change in the relative rights or proportionate interests of the holders of shares of the same class.

As at the Latest Practicable Date, there are outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 80,000,000 Shares under the Share Option Scheme adopted by the Company on 23 January 2018.

## LETTER FROM THE BOARD

Save as disclosed above, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Shares.

Pursuant to the terms of the Share Option Scheme, immediately upon the Share Consolidation becoming effective, the following adjustments will be made to the exercise price of the outstanding Share Options and the number of Consolidated Shares to be issued upon exercise of the outstanding Share Options as follows:

Date of grant	Exercise period of the Share Options	Name of Grantee	Category of participants	Immediately before the Share Consolidation becoming effective	Immediately after the Share Consolidation becoming effective		
				Number of Existing Shares to be issued upon exercise of the Share Options	Exercise price per Existing Share	Number of Consolidated Shares to be issued upon exercise of the Share Options	Exercise price per Consolidated Share
21 February 2024	21 February 2025 to 20 February 2034	Liang Chuanping (梁川平)	Service Provider	4,000,000	HK\$0.15	2,000,000	HK\$0.30
		Xiang Yanli (向艷麗)		4,000,000		2,000,000	
		Du Caihong (杜彩虹)		3,800,000		1,900,000	
		Wang Bo (王波)		1,600,000		800,000	
		Kuang Yuebiao (鄺岳標)		5,000,000		2,500,000	
		Deng Yuhuan (鄧宇涵)		1,050,000		525,000	
		Li Xinbo (李新波)		4,450,000		2,225,000	
		Deng Xiaoshi (鄧小石)		2,000,000		1,000,000	
		Zhang Yan (張艷)		1,500,000		750,000	
		Wang Zhibin (王志斌)		2,000,000		1,000,000	
		Hu Qiang (胡強)		1,900,000		950,000	
		Luo Qinghua (羅慶華)		4,100,000		2,050,000	
		Wang Xiaojing (王曉景)		2,500,000		1,250,000	
		He Juan (何娟)		2,600,000		1,300,000	
		Zhang Lifeng (張立鋒)		1,800,000		900,000	
		Chen Jingxian (陳景賢)		5,500,000		2,750,000	
		Hu Kwun (胡堃)		1,400,000		700,000	
		Zhang Zhihua (張枝花)		3,210,000		1,605,000	
		Su Xiaoping (蘇小萍)		3,000,000		1,500,000	
		Zhan Shuling (詹淑鈴)		2,720,000		1,360,000	
		Niu Naling (牛娜玲)		1,800,000		900,000	
		Wu Yu (吳宇)		2,580,000		1,290,000	
		Huang Wenhao (黃文豪)		2,530,000		1,265,000	
		Chen Yan (陳燕)		2,430,000		1,215,000	
		Cheng Feng E (程鳳娥)		1,930,000		965,000	
		Zhong Chunyan (鍾春燕)		1,980,000		990,000	
		He Junli (何君麗)		1,600,000		800,000	
		Deng Ruiyan (鄧瑞燕)		2,050,000		1,025,000	
		Wang Xiaohui (王小會)		2,770,000		1,385,000	
		Zhu Dongyan (朱冬艷)		2,200,000		1,100,000	
		<b>Total:</b>		<b>80,000,000</b>		<b>40,000,000</b>	

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the total number of Shares available for future grant under the scheme mandate limit of the Share Option Scheme and any other share schemes of the Company is 3,600,000 Shares. Immediately upon the Share Consolidation becoming effective, the total number of Shares available for future grant under the scheme mandate limit of the Share Option Scheme and any other share schemes of the Company is 1,800,000 Consolidated Shares.

The Company will appoint its auditors or independent financial adviser to review and confirm whether such adjustments to the respective exercise prices of the outstanding Share Options and the number of Consolidated Shares to be issued upon the exercise of the Share Options in compliance with the GEM Listing Rules and the terms of the Share Option Scheme.

The Company will make further announcements regarding the adjustments in accordance with the GEM Listing Rules in due course.

Save for the adjustments above, all other terms and conditions of the Share Options granted remain unchanged.

Other than the relevant expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### **Listing Application**

Application will be made by the Company to the GEM Listing Committee for the granting of the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and the permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange, or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time and all necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

### **Odd lot arrangements and matching services**

In order to alleviate the difficulties arising from the existence of odd lot of the Consolidated Shares arising from the Share Consolidation, the Company has appointed an agent to stand in the market to provide matching services for sale and purchase of odd lot of the Consolidated Shares on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Mr. Fu Hung Man of Zhong Xiang at 8th Floor, CS Tower, 50 Wing Lok Street, Sheung Wan, Hong Kong (telephone number: (852) 3578 8793) during office hours (9:30 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from 9:30 a.m. on Thursday, 11 April 2024 to 4:00 p.m. on Thursday, 2 May 2024 (both days inclusive).

Holders of odd lot of the Consolidated Shares should note that successful matching of the sale and purchase of odd lot of the Consolidated Shares are not warranted. Any Shareholder who is in any doubt about the odd lot arrangements is recommended to consult his/her/its own professional advisers.

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## LETTER FROM THE BOARD

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### **Exchange of share certificates**

Subject to the Share Consolidation having become effective, Shareholders may, during the period from 9:00 a.m. on Monday, 25 March 2024 to 4:30 p.m. on Monday, 6 May 2024 (both days inclusive), submit the existing share certificates in grey colour for the Existing Shares to the Company's Hong Kong Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares in purple colour. Thereafter, existing share certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever is higher) but are not acceptable for delivery, trading and settlement purposes.

### **Closure of register of members for the EGM**

The register of members of the Company will be closed from Monday, 18 March 2024 to Thursday, 21 March 2024 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period.

### **BOARD LOT SIZE**

In order to facilitate the trading of the Consolidated Shares in a sizeable value, the Board announces that the proposed change of board lot size from 10,000 Existing Shares to 20,000 Consolidated Shares per board lot, conditional upon the Share Consolidation becoming effective.

For avoidance of doubt, Shareholders' approval is not required for the change in Board Lot Size.

Based on the closing price of HK\$0.167 per Existing Share (equivalent to the theoretical closing price of HK\$0.334 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each board lot of 10,000 Existing Shares is HK\$1,670; and (ii) the value of each board lot of 20,000 Consolidated Shares would be HK\$6,680 on the assumption that the Share Consolidation becomes effective.

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## LETTER FROM THE BOARD

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### REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, (i) market price of the Shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$2,000.

Even though the Shares have been trading above HK\$0.10 on certain trading days during February 2024, the Shares have been trading below HK\$0.10 for most of the time during the past six months. As such, in view of the prevailing trading prices of the Shares and having regard to the fluctuations in the market price of the Shares, the Board proposes to implement the Share Consolidation in order to comply with the trading requirements of the GEM Listing Rules.

The Board acknowledges that the Share Consolidation may give rise to odd lots issues for the existing Shareholders. To minimise such impact, the Company has arranged a securities broker to provide odd lots arrangement and matching services.

The Company has considered other alternative ratio for the Share Consolidation at a higher scale. Taking into account other alternative ratio for share consolidation and board lot size of the Shares, the Directors considered that the total number of lot available for trading will remain as integer as a result of the proposed Share Consolidation; and if the ratio of the share consolidation is set to a higher ratio, it may result in substantial reduction in the number of issued Shares or substantial increase in the theoretical share price to such an extent which may affect the trading liquidity of the Shares in the market or corporate actions of the Company.

The Board had considered adopting other alternative new board lot sizes for the Change in Board Lot Size. However, if a smaller board lot size is adopted, the value per board lot may fall under the recommended value of HK\$2,000 per board lot with the fluctuation in the market price of the Shares. On the other hand, if a larger board lot size is adopted, the transaction value per board lot may be too high for the investing public for trading in the Shares and discourage dealing in the Shares. Therefore, the Company considers that the proposed adoption of a new board lot of 20,000 Consolidated Shares for the Change in Board Lot Size is in the best interests of the Company and its Shareholders as a whole.

It is intended that the Share Consolidation and Change in Board Lot Size will bring a corresponding increase in the trading price per board lot of the Shares, which is expected to reduce the overall transaction and handling costs of dealing in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

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## LETTER FROM THE BOARD

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Further, the Group has been actively reviewing from different levels and ways to enrich the development strategy of corporate sustainability and optimisation to create value. The Board believes that the Share Consolidation and Change in Board Lot Size will bring about a corresponding upward adjustment in the trading price of the Shares and increase in the transaction value of each board lot of Shares, thereby enabling the Company to comply with the trading requirements under the GEM Listing Rules and making investing in the Consolidated Shares more attractive to a broader range of institutional and professional investors in order to optimise the Shareholder base and improve the value of the Shares in the long run. When deciding to invest in any particular company, institutional and professional investors tend to consider, among other factors, the stability of the share price performance and how it compares with its peers in a particular sector. By aligning the Share price level and board lot value per board lot of the Company with its industry peers and maintaining the board lot value per board lot to be greater than HK\$2,000 in compliance with the trading requirements of the GEM Listing Rules, it is expected that such upward adjustment will achieve a positive image in comparison to its peers when being assessed by potential investors. Therefore, the Company believes that an upward adjustment in the trading price of the Consolidated Shares will make investing in the Consolidated Shares more attractive to a broader range of institutional and professional investors, and that the corporate image and profile of the Company would be uplifted.

The Board believes the Share Consolidation and Change in Board Lot Size will not have any material adverse effect on the financial position of the Company nor result in change in the relative rights of the Shareholders and are in the interests of the Company and the Shareholders as a whole.

### **EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS**

The Company has not conducted any equity fund-raising activity in the past 12 months immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may affect the trading in the Shares, and the Company does not have any concrete plan to conduct any fund-raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund-raising exercises when suitable fund-raising and/or investment opportunities arise in order to support future development of the Group. The Directors will carefully consider the likely impact on the Shareholders before they will proceed on any fundraising exercises. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

### **EGM**

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. The EGM will be convened at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 21 March 2024 at 2:00 p.m. for the purpose of considering and, if thought fit, approving the proposed Share Consolidation.

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## LETTER FROM THE BOARD

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According to Rule 17.47(4) of the GEM Listing Rules, the voting at the EGM will be taken by poll. As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the relevant resolutions to be proposed at the EGM.

A proxy form for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed on such form and return it to the Company's Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the EGM in person or any adjourned meeting, (as the case may be) should you so desire.

### 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 Company. 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 the Share Consolidation and the Change in Board Lot Size as set out in the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed in the EGM.

### GENERAL

In case of any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

By Order of the Board  
**Jia Group Holdings Limited**  
**Liu Enyu**  
*Chairman and Non-Executive Director*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Jia Group Holdings Limited (the “**Company**”) will be held at Room 720, 7/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 21 March 2024 at 2:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolution:

### ORDINARY RESOLUTION

“**THAT:**

subject to and conditional upon (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as hereinafter defined), with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):

- (a) every two (2) issued and unissued existing ordinary shares of the Company of HK\$0.01 (the “**Existing Shares**”) be consolidated into one (1) ordinary share of HK\$0.02 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other (the “**Share Consolidation**”) so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$50,000,000 divided into 5,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$50,000,000 divided into 2,500,000,000 Consolidated Shares of par value of HK\$0.02 each;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and
- (c) the Directors be and are hereby authorised to issue new share certificates in respect of the Consolidated Shares and the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

By Order of the Board  
**Jia Group Holdings Limited**  
**Liu Enyu**  
*Chairman and Non-Executive Director*

Hong Kong, 4 March 2024

*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 22/F  
Universal Trade Centre  
No. 3 Arbuthnot Road  
Central  
Hong Kong

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her and so appointed shall have the same right as the member to speak at the extraordinary general meeting. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the extraordinary general meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's Hong Kong Share Registrar, 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 extraordinary general meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the extraordinary general meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the extraordinary general meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall be accepted to exclusion of the votes of the other joint holders. Several executors or administrators of a deceased member of the Company in whose name any shares stands shall for this purpose be deemed joint holders thereof.
- (6) For determining the entitlement to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from Monday, 18 March 2024 to Thursday, 21 March 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the extraordinary general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, 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 Friday, 15 March 2024.