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



Janco Holdings Limited
駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

**PROPOSALS
FOR**

- (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,**
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) RE-APPOINTMENT OF AUDITORS
(4) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting (“AGM”) of Janco Holdings Limited to be held at Unit 3011, 30/F., Cable TV Tower, No. 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 26 June 2026 at 10:00 a.m. is set out on pages N-1 to N-6 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company’s Branch Share Registrar and Transfer Office in Hong Kong, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong” as soon as practicable but in any event not later than 48 hours before the time for holding the AGM (that is, by 10:00 a.m. on Wednesday, 24 June 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they 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 “Latest Listed Company Information” page on the Stock Exchange’s website at (www.hkexnews.hk) for at least 7 days from the date of its publication and on the Company’s website at (www.jancofreight.com).

23 April 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at “Unit 3011, 30/F., Cable TV Tower, No. 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong” on Friday, 26 June 2026 at 10 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages N-1 to N-6 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company adopted on 21 June 2023
“associate(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Auditors”	Beijing Xinghua Caplegend CPA Limited, the Auditors of the Company
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to purchase or buy back Shares up to 10% of the aggregate number of Shares in issue (exclude treasury shares, if any) as at the date of passing the relevant resolution
“Cayman Companies Act”	the Companies Act as (2020 Revision) of the Cayman Islands, as amended, modified and supplemented from time to time
“close associate(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“Company”	Janco Holdings Limited (駿高控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on GEM (stock code: 8035)
“controlling shareholder(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the GEM Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares purchased or bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the power of the Company to allot, issue and otherwise deal with the Shares (include any sale and transfer of treasury shares out of treasury) up to 20% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing the relevant resolution
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“M&A”	the second amended and restated memorandum and articles of association of the Company adopted on 21 June 2023
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Treasury shares”	has the meaning ascribed to it under the Listing Rules, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

Non-executive Director:

Mr. Tai King Fung (*Chairman*)

Executive Directors:

Mr. Chan Kwok Wai

Mr. Lo Wai Wah

Independent Non-executive Directors:

Ms. Chik Wai Chun

Mr. Moy Yee Wo Matthew

Mr. Yu Kwok Fai

Registered office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and principal place
of business in Hong Kong:*

Unit 3011, 30/F.

Cable TV Tower

No. 9 Hoi Shing Road

Tsuen Wan, New Territories

Hong Kong

23 April 2026

To the Shareholders

Dear Sir or Madam

**PROPOSALS
FOR**

- (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS**
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) RE-APPOINTMENT OF AUDITORS
**(4) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding certain resolutions to be proposed at the AGM to seek your approval of those resolutions relating to these matters at the AGM, and to give you notice of the AGM.

LETTER FROM THE BOARD

The resolutions to be proposed at the AGM include the ordinary resolutions relating to (i) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 December 2025; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of Auditors; and (iv) the proposed granting of the General Mandate, the Buy-back Mandate and the Extension Mandate.

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2025

The audited consolidated financial statements of the Company for the year ended 31 December 2025 together with the reports of the Directors and the Auditors, are set out in the 2025 Annual Report. The 2025 Annual Report may then be viewed and downloaded from the websites of the Company (www.jancofreight.com) and the Stock Exchange (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Directors, namely Mr. Chan Kwok Wai, Mr. Lo Wai Wah, Mr. Tai King Fung, Ms. Chik Wai Chun, Mr. Moy Yee Wo Matthew and Mr. Yu Kwok Fai.

In accordance with article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Lo Wai Wah and Mr. Moy Yee Wo Matthew will retire from office and, being eligible, offer themselves for re-election at the AGM.

Furthermore, according to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy on the Board shall or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and be eligible for re-election at such meeting. Accordingly, Mr. Tai King Fung (appointed by the Board on 1 September 2025) will retire from office and, being eligible, offer himself for re-election at the AGM.

The re-election of retiring 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 nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to gender, age, nationality, cultural and educational background, skills and professional experience, with due regard for the benefits of diversity as set out under the diversity policy of the Company.

LETTER FROM THE BOARD

In recommending Mr. Lo Wai Wah to stand for re-election as an Executive Director, Mr. Tai King Fung to stand for re-election as a Non-executive Director, and Mr. Moy Yee Wo Matthew to stand for re-election as an Independent Non-executive Director, the Nomination Committee has considered the objective criteria (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), and their respective contributions to the Board and their commitment to their roles.

The Nomination Committee considered that in view of their diverse and different educational background and experience, the appointment of Mr. Lo Wai Wah, Mr. Tai King Fung and Mr. Moy Yee Wo Matthew as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of each of the Independent Non-executive Directors of the Company ("INEDs"). All the INEDs satisfied the Independence Guidelines as 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.

Biographical details of each of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RESOLUTION (3) RE-APPOINTMENT OF AUDITORS

Auditors of the Company, Beijing Xinghua Caplegend CPA Limited, will hold office until the AGM and will then be subject to re-appointment by an ordinary resolution.

The Board has agreed with Beijing Xinghua Caplegend CPA Limited that the estimated audit fee for the audit services relating to the financial year ending 31 December 2026 shall be in the range of HK\$600,000 to HK\$700,000.

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Beijing Xinghua Caplegend CPA Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

The Board is satisfied that the estimated audit fee is appropriate and reflects the necessary resources required to perform a comprehensive audit. An ordinary resolution will be proposed at the AGM to re-appoint Beijing Xinghua Caplegend CPA Limited as the Auditors and to authorise the Board to fix the Auditors' remuneration.

LETTER FROM THE BOARD

RESOLUTION (4) TO (6) GRANTING OF BUY-BACK MANDATE, GENERAL MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to purchase or buy back issued Shares. The maximum number of Shares that may be purchased or bought back pursuant to the Buy-back Mandate will be such number which represents 10% of the aggregate number of Shares in issue (exclude treasury shares, if any) as at the date of passing of the relevant resolution subject to the GEM Listing Rules.

The Buy-back Mandate will lapse on 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 or any applicable laws to be held; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Company in a general meeting.

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

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue, and deal with further Shares (including any sale and transfer of treasury shares out of treasury) representing up to 20% of the aggregate number of Shares in issue (exclude treasury shares, if any) as at the date of passing of the relevant resolution.

Subject to the passing of the ordinary resolution of the Buy-back Mandate and the General Mandate, an ordinary resolution will also be proposed to grant to the Directors the Extension Mandate to authorise the Directors to issue new Shares in an amount not exceeding the aggregate number of the Shares purchased or bought back pursuant to the Buy-back Mandate.

The Company had in issue an aggregate of 600,000,000 Shares as at the Latest Practicable Date, and on the basis that there will be no change in the number of issued Shares from the Latest Practicable Date up to the date of the AGM:

- (1) subject to the passing of the proposed resolution of granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue up to a maximum of 120,000,000 Shares (exclude treasury shares, if any), representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution of granting the Buy-back Mandate to the Directors, the Company will be allowed under the Buy-back Mandate to purchase or buy back up to a maximum of 60,000,000 Shares, representing 10% of the Shares in issue (exclude treasury shares, if any) as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plans to purchase or buy back any Shares or to allot and issue any new Shares (include any sale and transfer of treasury shares out of treasury), other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining Shareholders who are entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with Tricor Investor Services Limited, the Company's Branch Share Registrar and Transfer Office in Hong Kong, at "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" not later than 4:30 p.m. on Monday, 22 June 2026.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages N-1 to N-6 of this circular. At the AGM, six ordinary resolutions will be proposed to the Shareholders to consider and approve, among other matters, (i) the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 December 2025; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of the Auditors; and (iv) the proposed granting of the General Mandate, the Buy-back Mandate and the Extension Mandate.

Whether or not you intend to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's Branch Share Registrar and Transfer Office in Hong Kong, at "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" as soon as practicable and in any event not later than 48 hours before the time for holding the AGM (that is, by 10:00 a.m. on Wednesday, 24 June 2026) or any adjournment thereof. 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) should you so wish and, in such event, the proxy form shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company 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. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the AGM will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposals regarding (i) the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 December 2025; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of the Auditors; and (iv) the proposed granting of the General Mandate, the Buy-back Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

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.

GENERAL INFORMATION

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Janco Holdings Limited
駿高控股有限公司
Tai King Fung
Chairman

This appendix serves as an explanatory statement, as required under Rule 13.08 of the GEM Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate to the Directors.

1. GEM LISTING RULES RELATING TO BUY-BACK OF SHARES

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

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 600,000,000 Shares in issue.

Subject to the passing of the proposed resolution set out in item 5 of the notice of the AGM in respect of the granting the Buy-back Mandate and on the basis that no new Shares are issued and no Shares are purchased or bought back for the period from the Latest Practicable Date up to and including the date of the AGM, the Directors would be authorised under the Buy-back Mandate to buy back up to a maximum of 60,000,000 Shares, representing 10% of the total issued share capital of the Company (exclude treasury shares, if any) as at the date of the AGM.

If the Company buys back any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any buy back of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

3. REASONS FOR THE BUY-BACKS

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Such purchase(s) or buy back(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such purchase(s) or buy-back(s) will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

In making any purchase or buy-back of Shares, the Company may only apply funds legally available for such purposes in accordance with the M&A, the applicable laws of the Cayman Islands, the GEM Listing Rules and all other applicable laws, rules and regulations (as the case may be).

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

Subject to the foregoing, any purchase or buy back of the Shares by the Company may only be made out of profits of the Company, out of share premium, or out of the proceeds of a fresh issue of the Shares made for the purpose of the purchase or buy back or, if authorised by the Articles of Association and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. Any amount of premium payable on the purchase or buy back over the par value of the Shares to be purchased or bought back must be out of profits of the Company, out of the Company's share premium account before or at the time the Shares are purchased or bought back or, if authorised by the Articles of Association and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF BUY-BACK IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, if the Buy-back Mandate is exercised in full at any time during the proposed buy-back period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2025, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares traded on the GEM during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.079	0.061
May	0.065	0.065
June	0.150	0.065
July	0.100	0.060
August	0.120	0.061
September	0.073	0.062
October	0.070	0.056
November	0.076	0.047
December	0.065	0.050
2026		
January	0.062	0.049
February	0.070	0.052
March	0.059	0.044
April	0.051	0.044

7. UNDERTAKING

The Directors have undertaken to the Company that, so far as the same may be applicable, they will exercise the power of the Company to make any purchase(s) or buy back(s) pursuant to the Buy-back Mandate in accordance with the GEM Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the M&A.

8. INTENTION TO SELL SHARES

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associate(s), have any present intention to sell any Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders at the AGM.

As at the Latest Practicable Date, no core connected person(s) of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company, or has undertaken to the Company that he/she/it will not to do so, in the event that the granting of the Buy-back Mandate is approved by the Shareholders at the AGM.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to purchase or buy back securities pursuant to the Buy-back Mandate, such increase will 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.

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

Name	Capacity/ Nature of interest	Number of Shares held (L) (Note 1)	Approximate percentage of existing shareholding (Note 3)	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full (Note 4)
Million Venture Holdings Limited (Note 2)	Beneficial owner	170,300,000	28.38%	31.54%
Ms. Tai Choi Wan, Noel (Note 2)	Interest in a controlled corporation (170,300,000 Shares); Interest of spouse (134,214,000 Shares)	304,514,000	50.75%	56.39%
Pacific Crouch Limited (Note 2)	Beneficial owner	131,054,000	21.84%	24.27%
Mr. Cheng Hon Yat (Note 2)	Beneficial owner (3,160,000 Shares); Interest in a controlled corporation (131,054,000 Shares); Interest of spouse (170,300,000 Shares)	304,514,000	50.75%	56.39%

Notes:

- (1) The letter “L” denotes a long position in the shareholder’s interest in the issued share capital of the Company.
- (2) Million Venture Holdings Limited (“**Million Venture**”) is wholly and beneficially owned by Ms. Tai Choi Wan, Noel (“**Ms. Tai**”). Pacific Crouch Limited (“**Pacific Crouch**”) is wholly and beneficially owned by Mr. Cheng Hon Yat (“**Mr. Cheng**”). By virtue of the SFO, Ms. Tai is deemed to be interested in the Shares held by Million Venture and Mr. Cheng is deemed to be interested in the Shares held by Pacific Crouch. Mr. Cheng is the spouse of Ms. Tai. By virtue of the SFO, each of them is deemed to be interested in the same number of Shares in which the other is interested.
- (3) The percentage of shareholding was calculated based on 600,000,000 Shares in issue of the Company as at the Latest Practicable Date.
- (4) The percentage of shareholding is calculated on the basis of 540,000,000 Shares (based on 600,000,000 Shares in issue as at the Latest Practicable Date and assuming the Buy-back Mandate was exercised in full).

On the basis of 600,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or purchase or buy backs of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, an exercise of the Buy-back Mandate in full will result in Million Venture, Ms. Tai, Pacific Crouch and Mr. Cheng becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors do not intend to exercise their power to buy back shares to an extent which would render any Shareholder obliged to make a mandatory offer under Rule 26 of the Takeover Code.

10. SHARE BUY-BACK MADE BY THE COMPANY

The Company did not buy back any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are the biographical details of the retiring Director of the Company, who will retire at the AGM and being eligible, offer themselves for re-election at the AGM.

EXECUTIVE DIRECTOR

Mr. Lo Wai Wah, aged 55, is an Executive Director of the Company and the Logistics Director of the Group. He is responsible for overseeing the logistics business of the Group which includes the daily operations of the warehouses and the overall development of the logistics business.

Starting his career in the quality assurance services field, Mr. Lo switched his career path to the logistics industry in 2000. Prior to joining the Group, he worked for TNT Express Worldwide (HK) Limited, a company engaging in the provision of express and freight delivery services, from May 2000 to August 2005 with his last position as assistant duty operations manager. From August 2005 to December 2005, he worked as a duty manager in DHL Aviation (Hong Kong) Limited, a company engaging in express logistics business. He joined JFXL Limited in September 2006 as a logistics manager and was later transferred to Janco Logistics (HK) Limited in May 2014. He was promoted to the position of the Logistics Director of the Group in April 2016.

Mr. Lo graduated from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) with a Bachelor's Degree of Arts in Business Studies in November 1993. He obtained a Diploma in Integrated Certificate of Shipping, Import and Export Practice from the School of Continuing Education in August 1998 and a Diploma in Initial Training in Dangerous Goods Handling from the Cathay Pacific Airways Training School in Hong Kong in June 2005. He further obtained a Master's Degree of Arts in International Business Management from the City University of Hong Kong in November 2000 and a Master's Degree of Science in Industrial Logistics Systems from The Hong Kong Polytechnic University in December 2005. As at the Latest Practicable Date, Mr. Lo did not have any interests in the Shares or underlying shares of the Company.

Mr. Lo has entered into a service contract (the "**Service Contract**") with the Company for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. With the recommendation of the Remuneration Committee, Mr. Lo is entitled to an annual remuneration of HK\$756,000. He is also entitled to be reimbursed for all the necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties to the Company, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. His remuneration package is determined by the Board in accordance with the Group's policy on Directors' and senior management's remuneration (having considered such factors which include the qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions).

NON-EXECUTIVE DIRECTOR

Mr. Tai King Fung, aged 45, is a Non-executive Director and the Chairman of the Board of the Company.

Mr. Tai is a seasoned corporate executive and interdisciplinary strategy expert with over 20 years of experience in market development across Mainland China and Asia. He served the Group for 16 years until 2021, with his last position as the Executive Director. During his tenure, he oversaw the Group's diverse operations, including air and ocean freight, logistics and warehousing, and E-commerce. In 2020, Mr. Tai successfully assisted the Group in securing an outsourcing contract under the Hong Kong Special Administrative Region ("HKSAR") Government's anti-epidemic initiatives, establishing it as a core business area for the Group at that time.

Mr. Tai holds numerous positions in social and industry organisations, including Chairman of the Silk Road Development Association, Chairman of the International Low Altitude Economy Association, Vice Chairman of the Hong Kong E-commerce Logistics Association, Member of the Logistics Industry Advisory Committee of the Hong Kong Trade Development Council, Advisory Member of the Business School at Gratia Christian College, Executive Committee Member of the Alumni Torch Fund at The Chinese University of Hong Kong, and External Logistics Expert at Guangzhou Industry & Trade Technician College.

Holding a Bachelor's and Master's degree in Business Administration from The Chinese University of Hong Kong in 2003 and from Holmes Institute in 2018, respectively, Mr. Tai is currently a doctoral candidate in the same field. He serves as a Guest Speaker for courses organised by the Education Bureau of the HKSAR Government at The Chinese University of Hong Kong and as a Visiting Professor at Universitas Dirgantara Marsekal Suryadarma in Indonesia.

In 2016, Mr. Tai was honored with the 10th Youth Leader Award. He has been a frequent keynote speaker at prestigious forums, including those organised by the Eurasian Economic Forum, Xinhua News Agency Asia-Pacific Branch, Hong Kong Trade Development Council, and Guangdong Communist Youth League. Mr. Tai has contributed a logistics industry column to newspapers, appeared in interviews with major media outlets, and has authored business books while serving as a chief editor.

Mr. Tai has entered into a letter of appointment with the Company for an initial term of one year and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. With the recommendation of the Remuneration Committee, Mr. Tai is entitled to an annual remuneration of HK\$180,000. He is also entitled to be reimbursed for all the necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties to the Company, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. His remuneration package is determined by the Board in accordance with the Group's policy on Directors' and senior management's remuneration (having considered such factors which include the qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions).

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Moy Yee Wo Matthew, aged 47, is an Independent Non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee of the Company.

Mr. Moy has over 24 years of experience in the finance industry. Mr. Moy graduated with a Bachelor of Business Administration in Accounting Degree and a Master of Business Administration Degree from The Hong Kong University of Science and Technology. He has been a certified public accountant of The Hong Kong Institute of Certified Public Accountants since July 2005.

Mr. Moy is currently the chief financial officer of AiNsemi Technology Limited. From February 2019 to May 2024, Mr. Moy served as the chief financial officer and the company secretary of Apollo Future Mobility Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 860). From August 2012 to January 2019, Mr. Moy served as the chief financial officer, the company secretary and an authorised representative of China Silver Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 815). Mr. Moy has been an independent non-executive director of Chi Ho Development Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8423) since February 2017 and an independent non-executive director of Great Wall Pan Asia Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 583) since March 2025. From June 2017 to November 2023, Mr. Moy served as an independent non-executive director of Reach New Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8471). From September 2024 to March 2025, Mr. Moy served as an independent non-executive director of Elife Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 223). In addition, he has served as an independent director of Click Holdings Limited, a company listed on NASDAQ in the United States (stock code: CLIK) since September 2024.

Mr. Moy has entered into a letter of appointment with the Company for an initial term of one year and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. With the recommendation of the Remuneration Committee, Mr. Moy is entitled to an annual remuneration of HK\$144,000. He is also entitled to be reimbursed for all the necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties to the Company, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. His remuneration package is determined by the Board in accordance with the Group's policy on Directors' and senior management's remuneration (having considered such factors which include the qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions).

As at the Latest Practicable Date and save as disclosed above, each of the above Directors:

- (i) did not have any interests in any Shares within the meaning of Part XV of the SFO;
- (ii) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (iii) did not hold any other positions with the Company and other members of the Group;
- (iv) did not hold any directorships in any listed public companies in the last three years; and
- (v) had not been involved in any of the matters mentioned under the Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there is no other information regarding each of the above Directors' re-election at the AGM that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**” or the “**AGM**”) of Janco Holdings Limited (駿高控股有限公司) (the “**Company**”) will be held at Unit 3011, 30/F., Cable TV Tower, No. 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 26 June 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Auditors of the Company for the year ended 31 December 2025.
2. To re-elect, each as a separate resolution, if thought fit, the following ordinary resolutions:
 - (a) To re-elect Mr. Lo Wai Wah as an Executive Director;
 - (b) To re-elect Mr. Tai King Fung as a Non-executive Director;
 - (c) To re-elect Mr. Moy Yee Wo Matthew as an Independent Non-executive Director; and
 - (d) To authorise the Board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To consider the re-appointment of Beijing Xinghua Caplegend CPA Limited as the Auditors of the Company for the year ending 31 December 2026 and to authorise the Board to fix the remuneration of the Auditors.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company.

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and all other applicable laws, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) include any sale or transfer of treasury shares out of treasury (which shall have the meaning ascribed to it under the GEM Listing Rules) in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities, and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) above) to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate number of the Shares or securities of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend schemes or similar arrangements providing for allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company and other relevant regulations in force from time to time;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, bonds or debentures of the Company or any securities which are convertible into Shares;
- (v) a specific authority granted by the shareholders of the Company,

shall not in aggregate exceed 20% of the aggregate number of Shares in issue (exclude treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of 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 or any applicable laws to be held; and
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, 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 the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses 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, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase or buy back the shares in the Company of all classes and securities which carry a right to subscribe or purchase the shares issued by the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares or securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Cayman Companies Act (2020 Revision) (as amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or bought back or agreed to be purchased or bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue (exclude treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 or any other applicable laws to be held; and
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to exercise all powers of the Company to allot, issue and deal with the unissued shares in the Company (include any sale or transfer of treasury shares out of treasury) pursuant to resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of shares in the Company which may be allotted, issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of issued shares in the Company purchased or bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above, provided that such number of shares in the Company shall not exceed 10% of the total number of the issued shares in the Company (exclude treasury shares, if any) at the date of passing of this resolution.”

Yours faithfully
By order of the Board
Janco Holdings Limited
駿高控股有限公司
Tai King Fung
Chairman

Hong Kong, 23 April 2026

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

*Headquarters and principal place
of business in Hong Kong:*
Unit 3011, 30/F.
Cable TV Tower
No. 9 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with Tricor Investor Services Limited the Company's Branch Share Registrar and Transfer Office in Hong Kong (the "**Branch Share Registrar**"), at "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof).
4. The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Branch Share Registrar at the above address by no later than 4:30 p.m. on Monday, 22 June 2026.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolutions numbered 4 and 6 above, approval is being sought from the Shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares (include the sale and transfer of treasury shares out of treasury) in accordance with all applicable laws and the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon exercise of the subscription rights attached to options granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to resolution numbered 5 above, approval is being sought from Shareholders for the granting to the Directors of a general mandate to purchase or buy back Shares in accordance with all applicable laws and the GEM Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to purchase or buy back Shares in circumstances which they deem appropriate for the benefit of the Shareholders.
8. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on each of the proposed resolutions set out in this notice of the AGM will be decided by way of a poll.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting, subject to the consent of the Meeting will be adjourned. The Company will post an announcement on the website of the Company at www.jancofreight.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify members of the Company of the date, time and place of the adjourned Meeting.