THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in JY Grandmark Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

景業名邦
JY GRANDMARK

JY GRANDMARK HOLDINGS LIMITED
景業名邦集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2231)

RE-ELECTION OF RETIRING DIRECTORS; GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this circular shall have meanings as defined in the section headed "Definitions" in this circular.

A notice convening the AGM of the Company to be held at Unit No. 1101, 11th Floor, The Bay Hub, 17 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 28 May 2026 at 2:30 p.m. is set out on pages 20 to 25 of this circular.

A form of proxy for the AGM is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting (no later than 2:30 p.m. on Tuesday, 26 May 2026 (Hong Kong time) or adjournment or postponement thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish. In such event, the form of proxy shall be deemed to be revoked.

30 April 2026

CONTENTS

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

"AGM"	the annual general meeting of the Company to be held at Unit No. 1101, 11th Floor, The Bay Hub, 17 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 28 May 2026 at 2:30 p.m.
"AGM Notice"	the notice convening the AGM set out on pages 20 to 25 of this circular
"Articles"	the amended and restated articles of association of the Company as amended from time to time
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"close associates"	has the meaning ascribed thereto in the Listing Rules
"Company"	JY Grandmark Holdings Limited (景業名邦集團控股有限公司), a company incorporated in the Cayman Islands and whose Shares are listed on the Main Board of the Stock Exchange (stock code: 2231)
"core connected person"	has the meaning ascribed thereto in the Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares) in the manner as set out in resolution no. 5(1) in the AGM Notice
"Latest Practicable Date"	20 April 2026, being the latest practicable date before the printing of this circular for ascertaining certain information contained herein
"Listing Date"	5 December 2019, being the date of the listing of the Shares on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Chan"	Mr. Chan Sze Ming Michael
"Mr. Liu"	Mr. Liu Huaxi, the vice-chairman and an executive Director who will retire from office by rotation and offer himself for re-election at the AGM
"Mr. Shek"	Mr. Shek Lai Him, Abraham, the chairman and a non-executive Director who will retire from office by rotation and offer himself for re-election at the AGM
"Mr. Wu"	Mr. Wu William Wai Leung, an independent non-executive Director who will retire from office by rotation and offer himself for re-election at the AGM
"Ms. Yu"	Ms. Yu Jiafeng, an executive Director who will retire from office by rotation and offer herself for re-election at the AGM
"Ms. Zheng"	Ms. Zheng Catherine Wei Hong, an executive Director who will retire from office by rotation and offer herself for re-election at the AGM
"Nomination Committee"	the nomination committee of the Company

"PRC" or "China"	the People's Republic of China, which for the purposes of this circular excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan region
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in resolution no. 5(2) in the AGM Notice
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of the nominal value of HK$0.01 each in the capital of the Company
"Share Option Scheme"	the share option scheme conditionally approved and adopted by the Company on 13 November 2019
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"%"	per cent

For ease of reference, the names of companies and entities established in China have been included in this circular in English by way of translation if such Chinese entities do not have an English name as part of their legal name, and if there is any inconsistency between the Chinese names of the Chinese entities mentioned in this circular and their English translations, the Chinese version shall prevail.

景業名邦
JY GRANDMARK

JY GRANDMARK HOLDINGS LIMITED
景業名邦集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2231)

Non-executive Director:
Mr. SHEK Lai Him, Abraham *(Chairman)*

Executive Directors:
Mr. LIU Huaxi *(Vice-Chairman)*
Ms. ZHENG Catherine Wei Hong
Ms. YU Jiafeng

Independent non-executive Directors:
Mr. MA Ching Nam
Mr. LEONG Chong
Mr. WU William Wai Leung

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

Principal place of business in Hong Kong:
Unit No. 1101, 11th Floor,
The Bay Hub, 17 Kai Cheung Road,
Kowloon Bay, Kowloon,
Hong Kong

Principal place of business and head office in the PRC:
X1301-C4884,
No. 106 (Self-named Building 1),
Fengze East Road, Nansha District,
Guangzhou City,
Guangdong Province, the PRC

30 April 2026

To the Shareholders,

Dear Sir/Madam,

RE-ELECTION OF RETIRING DIRECTORS; GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed, and if thought fit, to be approved at the forthcoming AGM in relation to (a) the re-election of the retiring Directors; and (b) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate. An AGM Notice is set out on pages 20-25 of this circular.

RE-ELECTION OF DIRECTORS

Reference is made to the announcements of the Company dated 5 June 2025 and 30 June 2025 respectively in relation to the appointment of Mr. Shek as a non-executive Director and Ms. Yu as an executive Director. Pursuant to the Article 83(3) of the Articles, Mr. Shek and Ms. Yu, who were appointed pursuant to Article 83(3) of the Articles, shall hold office until the AGM (being the first annual general meeting of the Company after their respective appointment) and are subject to re-election by Shareholders at the AGM.

In accordance with Articles 84(1) and 84(2) of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years, and all retiring Directors shall be eligible for re-election. Any Director appointed pursuant to Article 83(3) of the Articles and therefore required to retire shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Liu (an executive Director), Ms. Zheng (an executive Director) and Mr. Wu (an independent non-executive Director) shall retire from office by rotation at the conclusion of the AGM.

The Nomination Committee, having reviewed the structure and composition of the Board and the confirmation of independence provided by Mr. Wu pursuant to Rule 3.13 of the Listing Rules, nominated Mr. Wu to the Board for it to recommend to the Shareholders for re-election as an independent non-executive Director at the AGM. The nomination was made in accordance with the nomination policy of the Company and the objective criteria, with due regard for the benefits of diversity, as set out under the board diversity policy of the Company (including without limitation, gender, age, cultural and education background, professional experience, skills and knowledge). The Nomination Committee had also taken into account the working profile and extensive experience of Mr. Wu as set out in Appendix I to this circular, contributions of Mr. Wu to the Board and his commitment to his roles and it was satisfied with his independence having regard to the independence criteria as set in Rule 3.13 of the Listing Rules. The Nomination Committee considers that Mr. Wu will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board accepted the Nomination Committee's nomination and recommended Mr. Wu to stand for re-election as an independent non-executive Director by the Shareholders at the AGM. The Board is satisfied that Mr. Wu has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Mr. Wu to be independent.

The Nomination Committee has taken into account the nomination policy and board diversity policy adopted by the Company in making the recommendation to the Board for the re-election of each of Mr. Shek, Mr. Liu, Ms. Zheng and Ms. Yu. The Nomination Committee is of the view that they have provided and would continue to provide valuable contribution and devote sufficient time to the Company and contribute to the diversity of the Board. Accordingly, the Nomination Committee considers that their re-election would be in the interests of the Company and the Shareholders as a whole.

If re-elected at the AGM, each of Mr. Shek, Mr. Liu, Ms. Zheng, Ms. Yu and Mr. Wu will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of the Cayman Islands and the Listing Rules. The particulars of these Directors which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

Given the extensive knowledge and experience of each of Mr. Shek, Mr. Liu, Ms. Zheng, Ms. Yu and Mr. Wu, the Nomination Committee and the Board believe that their re-election as Directors are in the corporate interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect Mr. Shek, Mr. Liu, Ms. Zheng, Ms. Yu and Mr. Wu as Directors.

GRANTING OF THE ISSUE MANDATE, THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

By ordinary resolutions of the Shareholders passed at annual general meeting of the Company on 5 June 2025, the Directors were granted (a) a general unconditional mandate to exercise all powers for and on its behalf to allot, issue and deal with a total number of Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution; (b) a general unconditional mandate to repurchase Shares with an aggregate amount not exceeding 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

Each such mandate will expire at the conclusion of the AGM. In this regard, at the AGM, the following resolutions, amongst others, will be proposed:

(a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot and issue and otherwise deal with the additional Shares (including any sale or transfer of treasury shares) up to an amount not exceeding 20% of the number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of the resolution at the AGM, subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of additional Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same (details of which are set out as ordinary resolution no. 5(1) in the AGM Notice);

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares up to an amount not exceeding 10% of the number of the issued shares (excluding treasury shares, if any) of the Company as at the date of passing the resolution at the AGM, subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same (details of which are set out as ordinary resolution no. 5(2) in the AGM Notice); and

(c) to grant the Extension Mandate to the Directors to add to the Issue Mandate by an additional number representing such number of Shares repurchased by the Company under the Repurchase Mandate (if granted to the Directors at the AGM) (details of which are set out as ordinary resolution no. 5(3) in the AGM Notice).

As at the Latest Practicable Date, 1,646,173,000 Shares were issued. On the assumption that there will not be any change to the number of issued Shares between the Latest Practicable Date and the AGM, the number of Shares that may fall to be issued under the Issue Mandate will be up to 329,234,600 Shares (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of additional Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same), representing 20% of the issued Shares as at the Latest Practicable Date. On the assumption that there will not be any change to the number of issued Shares between the Latest Practicable Date and the AGM, the number of Shares that may fall to be repurchased under the Repurchase Mandate will be up to 164,617,300 Shares (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same), representing 10% of the issued Shares as at the Latest Practicable Date.

The Issue Mandate, the Repurchase Mandate and the Extension Mandate, if approved at the AGM, will continue in force until (a) the conclusion of the next annual general meeting of the Company held after the AGM; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or other applicable laws; or (c) when revoked or varied by an ordinary resolution passed in a general meeting of the Company prior to the next annual general meeting of the Company, whichever occurs first.

The Directors have no current plans to issue any new Shares or repurchase Shares pursuant to the relevant mandates, other than such Shares which may fall to be allotted and issued upon the exercise of any share options granted under the Share Option Scheme.

An explanatory statement containing the information as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM will be held at Unit No. 1101, 11th Floor, The Bay Hub, 17 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 28 May 2026 at 2:30 p.m., at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider the re-election of Directors and the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate. The AGM Notice is set out on pages 20 to 25 of this circular.

Record date of AGM and closure of register of members for determining the eligibility of the Shareholders to attend and vote at the AGM

The Hong Kong register of members of the Company will be closed from Tuesday, 26 May 2026 to Thursday, 28 May 2026 (both days inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM, during such period no transfer of Shares will be registered. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is Thursday, 28 May 2026. In order to qualify to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026.

TYPHOON OR BLACK RAINSTORM WARNING OR EXTREME CONDITION ARRANGEMENTS

If tropical cyclone signal No. 8 or above, or a black rainstorm warning signal or "extreme conditions" as defined under Chapter 1 of the Rules of the Exchange of the Stock Exchange is in effect at 7:30 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on its website (www.jygrandmark.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

VOTING PROCEDURES

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be published by the Company on websites of the Company and the Stock Exchange after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

PROXY

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Company and the Stock Exchange. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (no later than 2:30 p.m. on Tuesday, 26 May 2026 (Hong Kong time) or any adjournment or postponement 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 or postponement thereof should you so wish. In such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board believes that (a) the re-election of the Directors, and (b) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are all in the corporate interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the ordinary resolutions as set out in the AGM Notice.

RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

MISCELLANEOUS

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

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

Yours faithfully,
By Order of the Board
JY Grandmark Holdings Limited
SHEK Lai Him, Abraham
Chairman

The details of the Directors who are proposed to be re-elected at the AGM, required to be disclosed pursuant to Rule 13.74 of the Listing Rules, are as follows:

Mr. SHEK Lai Him, Abraham (石禮謙), (alias: Abraham Razack), aged 80, was appointed as the chairman of the Company and a non-executive Director on 6 June 2025. He obtained a bachelor degree of arts and a diploma in education in the University of Sydney in May 1969 and March 1970 respectively. Mr. Shek also obtained a Juris Doctor Degree in City University of Hong Kong in June 2022. He became the honorary fellow of Lingnan University, The Hong Kong University of Science and Technology, The University of Hong Kong and The Education University of Hong Kong in November 2008, June 2014, September 2016 and March 2018 respectively. Mr. Shek was appointed as a Justice of the Peace in 1995 and was awarded the Silver Bauhinia Star and the Gold Bauhinia Star by the government of the Hong Kong Special Administrative Region (the "**HKSAR**") in 2007 and 2013, respectively. Mr. Shek served as a member of the Legislative Council of the HKSAR representing the Real Estate and Construction Functional Constituency for the period between October 2000 and December 2021. From January 2017 up until 31 December 2022, Mr. Shek was a member of the Advisory Committee on Corruption of the Independent Commission Against Corruption. Mr. Shek is currently an honorary member of Court of The Hong Kong University of Science and Technology, a member of the Court of City University of Hong Kong, as well as the Court of Hong Kong Metropolitan University.

Mr. Shek is an independent non-executive director of Alliance International Education Leasing Holdings Limited (stock code: 1563), Chuang's China Investments Limited (stock code: 298), Chuang's Consortium International Limited (stock code: 367), Cosmopolitan International Holdings Limited (stock code: 120), CSI Properties Limited (stock code: 497), CTF Services Limited (stock code: 659), Everbright Grand China Assets Limited (stock code: 3699), Far East Consortium International Limited (stock code: 35), Hao Tian International Construction Investment Group Limited (stock code: 1341), ITC Properties Group Limited (stock code: 199), Lai Fung Holdings Limited (stock code: 1125), Paliburg Holdings Limited (stock code: 617) and Shin Hwa World Limited (stock code: 582), and the chairman and an executive director of Goldin Financial Holdings Limited (in liquidation and was delisted on 31 October 2023, stock code: 530), all of which are companies listed on the Stock Exchange. He is also an independent non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust (stock code: 2778)) and Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust (stock code: 1881)), both trusts are listed on the Stock Exchange.

Mr. Shek was an independent non-executive director of Lifestyle International Holdings Limited (stock code: 1212) (privatised on 20 December 2022), Country Garden Holdings Company Limited (stock code: 2007) (resigned on 15 March 2024), and China Resources Building Materials Technology Holdings Limited (stock code: 1313) (resigned on 24 October 2025), both are listed companies in Hong Kong.

Mr. Shek has entered into a letter of appointment with the Company for an initial term of three years with effect from 6 June 2025, which is automatically renewable for such further period commencing from the expiry date of the initial term or subsequent renewal term(s) thereof (as the case may be) to and including the date of the third annual general meeting of the Company (or if such meeting adjourned, the adjourned meeting) following such expiry date, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles and the Listing Rules. Pursuant to the letter of appointment, Mr. Shek is currently entitled to a director's fee of HK$960,000 per annum, as recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions, and is subject to review from time to time. For the year ended 31 December 2025, Mr. Shek received a total director's fee of HK$490,000.

Mr. LIU Huaxi (劉華錫), aged 51, was appointed as a Director on 24 May 2019 and was redesignated as an executive Director and the vice-chairman of the Company on 13 November 2019. Mr. Liu joined the Group in May 2019. He is primarily responsible for managing investment centre, urban renewal work of the Group, and the subsidiaries of the Company in Hong Kong. He is a member of the Remuneration Committee and Nomination Committee.

Before joining the Group, Mr. Liu had been working in Agile Group Holdings Limited (3383.HK) ("**Agile Group**") since 1995. He was responsible for project operation and development, hotel business, property management, human resources and administration management, capital market operation and management of Agile Foundation* (雅居樂公益基金會) in Guangdong Province ("**Agile Foundation**"). He left as the vice president of Agile Group Holdings Limited, and chairman of Agile Foundation in 2014. From August 2014 to April 2019, he worked in Zhongshan Yuelai Investment Holding Co., Ltd* (中山市悅來投資控股有限公司) (previously known as Zhongshan Yuelai Real Estate Investment Group Co., Ltd.*) as the vice chairman and executive president. He was responsible for the overall management of the company. C&L International Holdings Pty Ltd, a company in which Mr. Liu held 30% shareholding, completed the real estate project of Royal Como – 663-667 Chapel Street, South Yarra, Melbourne in Australia in 2018. He has over 30 years of experience in real estate development industry and senior management.

Mr. Liu graduated from Hohai University (河海大學) in the PRC in July 1995 majoring in Industrial Enterprise Management. He was named "Person of the Year" (年度影響力風雲人物) for 2015-2016 Zhongshan Zhuhai Jiangmen Real Estate Overall Rating (中珠江樓市總評榜) by Sohu and www.focus.cn in 2016.

Mr. Liu has entered into a service contract with the Company for an initial term of three years with effect from 13 November 2019, which is automatically renewable for such further period commencing from the expiry date of the initial term or subsequent renewal term(s) thereof (as the case may be) to and including the date of the third annual general meeting of the Company (or if such meeting adjourned, the adjourned meeting) following such expiry date, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Pursuant to the service contract, Mr. Liu is entitled to a director's fee of HK$60,000 per annum, as recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions, and is subject to review from time to time.. For the year ended 31 December 2025, Mr. Liu received HK$60,000 as director's fee and RMB562,000 as salary under his employment contract with the Group (approximately RMB617,000 in total).

Ms. ZHENG Catherine Wei Hong (alias 鄭紅) (previously known as Zheng Weihong, 鄭衛紅), aged 58, was appointed as a Director on 2 November 2018 and was redesignated as an executive Director of the Company on 13 November 2019. Ms. Zheng joined the Group in March 2014 and is now the president of the Group. She is primarily responsible for managing marketing centre of the Group, and the operating property management and hotel operations business of the subsidiaries of the Company.

Before joining the Group, Ms. Zheng worked in Agile Property Land Co., Ltd.* (雅居樂地產置業有限公司) as the assistant to president from 2001 to 2010, and in Guangzhou Panyu Agile Real Estate Development Co., Ltd.* (廣州番禺雅居樂房地產開發有限公司) as the general manager from 2010 to 2014. She was responsible for formulating medium-term to long-term development plan and regular operation plans based on the overall development plan of the company, managing the real estate projects, supervising the accomplishment of the operation targets and plans of the company and participating in marketing activities. Ms. Zheng has over 24 years of experience in the real estate development industry and senior management.

Ms. Zheng obtained a Master of Business Administration with Distinction in May 2001 from the University of Western Sydney in Australia. Ms. Zheng was awarded "Outstanding Female Entrepreneur of Guangdong Province" (廣東省優秀女企業家) by Guangdong Female Entrepreneur Association* (廣東省女企業家協會) in May 2013 and she has been the vice president of the Council Committee of Guangzhou Female Entrepreneur Association* (廣州市女企業家協會) since January 2012. She has been the vice president of the Council Committee of Guangzhou Panyu Nancun General Chamber* (廣州市番禺區南村總商會) from 2016 to 2024.

Ms. Zheng has entered into a service contract with the Company for an initial term of three years with effect from 13 November 2019, which is automatically renewable for such further period commencing from the expiry date of the initial term or subsequent renewal term(s) thereof (as the case may be) to and including the date of the third annual general meeting of the Company (or if such meeting adjourned, the adjourned meeting) following such expiry date, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Pursuant to the service contract, Ms. Zheng is entitled to a director's fee of HK$60,000 per annum, as recommended by the Remuneration Committee and approved by the Board with reference to her duties and responsibilities with the Company and the prevailing market conditions, and is subject to review from time to time. For the year ended 31 December 2025, Ms. Zheng received HK$60,000 as director's fee and RMB478,560 as salary under her employment contract with the Group (approximately RMB533,544 in total).

Ms. Yu Jiafeng (余嘉鳳), aged 52, was appointed as an executive director on 30 June 2025. Ms. Yu joined the Group in September 2022 and is the general manager of finance centre of the Group. She is primarily responsible for overseeing the capital management and financial management of the Group, including profit forecast and analysis and taxation management. She is a member of the Nomination Committee.

Before joining the Group, Ms. Yu initially worked at the Zhongshan branch of the Bank of China from 1994 to 2001, where she served as the office director of the Sanxiang sub-branch before her departure. Subsequently, from 2001 to 2022, she held various positions successively in Agile Group, including the head of the capital management department and the head of the finance centre of the real estate group, and was the head of finance for the South China region before her departure.

Ms. Yu graduated from Sun Yat-sen School* (孫文學院) of Sun Yat-sen University in July 1994, majoring in Chinese Secretary, Department of Chinese Literature, and further graduated from University of Electronic Science and Technology of China in June 2013 through online education, majoring in Financial Management.

Ms. Yu has entered into a service contract with the Company for an initial term of three years commencing from 30 June 2025 to the date of the third annual general meeting of the Company (or if such meeting is adjourned, the adjourned meeting) following 30 June 2025, which is automatically renewable for such further period commencing from the expiry date of the initial term or subsequent renewal term(s) thereof (as the case may be) to and including the date of the third annual general meeting of the Company (or if such meeting adjourned, the adjourned meeting) following such expiry date, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Pursuant to the service contract, Ms. Yu is entitled to a director's fee of HK$60,000 per annum, as recommended by the Remuneration Committee and approved by the Board with reference to her duties and responsibilities with the Company and the prevailing market conditions, and is subject to review from time to time. For the year ended 31 December 2025, Ms. Yu received HK$30,000 as director's fee and RMB361,000 as salary under her employment contract with the Group (approximately RMB389,000 in total).

Mr. WU William Wai Leung (胡偉亮), aged 59, was appointed as an independent non-executive Director on 13 November 2019. Mr. Wu is the chairman of the Audit Committee, and member of the Remuneration Committee and Nomination Committee.

Before joining the Group, Mr. Wu worked as (i) analyst and then associate in the corporate finance department of Marleau, Lemire Securities Inc., Canada from 1993 to 1995, (ii) business analyst of Salomon Brothers Hong Kong Limited from 1995 to 1996, (iii) assistant manager in the corporate finance division of Schroders Asia Limited from 1996 to 1998, (iv) manager and then senior manager from 1998 to 1999 in the equity capital markets department of BNP Equities Hong Kong Limited, (v) director of E2-Capital Limited and E2-Capital (HK) Limited from 1999 to 2001, and then head of equity capital markets and joint head of corporate finance of SBI E2-Capital Limited (joint venture between Softbank Investment and E2-Capital Group) from 2001 to 2002, (vi) employee of

Sunwah Kingsway Capital Holdings Limited (188.HK) (previously known as SW Kingsway Capital Holdings Limited) from 2002 to 2011, with the titles of executive director and chief executive officer from 2006 to 2010 and strategy consultant from 2010 to 2011, (vii) chief executive officer of RHB Hong Kong Limited from 2011 to 2017 and (viii) executive director and chief executive officer of Minerva Group Holding Limited (397. HK) (previously known as known as Power Financial Group Limited) from 2017 to 2019 and (ix) managing director of investment banking at Glory Sun Securities Limited (previously known as China Goldjoy Securities Limited) (an indirect subsidiary of China Goldjoy Group Limited (1282. HK)) from 2019 to 2022. Currently, he is an independent non-executive director of Asia Allied Infrastructure Holdings Limited (711. HK) since 2015 and True Partner Capital Holdings Limited (8657. HK) since 2026. He is also an independent director of DSS, Inc. (DSS-NYSE-Amer) (previously known as Document Security Systems, Inc.) since 2019, Alset Inc. (NASDAQ: AEI) (previously known as Alset EHome International Inc. and HF Enterprises Inc. (NASDAQ: HFEN)) since 2020 and HWH International Inc. (NASDAQ: HWH) (previously known as Alset Capital Acquisition Corp. Unit (NASDAQ: ACAXU)) since 2022. He is also the director of Hong Kong-ASEAN Economic Cooperation Foundation Limited, and Monte Jade Science and Technology Association of Hong Kong Limited. Mr. Wu has over 30 years of experience in financial industry and senior management.

Mr. Wu graduated from Simon Fraser University, Vancouver, BC, Canada with a degree of Bachelor in Business Administration in October 1990, and a degree of Master in Business Administration in June 1993. He became the chartered financial analyst designated by The Institute of Chartered Financial Analysts in September 1996.

Mr. Wu has been a member of Guangxi Zhuang Autonomous Region Committee of the Chinese People's Political Consultative Conference from 2013 to 2022. He is also the life chairman of HK Guangxi Chamber of Commerce Limited.

Mr. Wu has entered into a service contract with the Company for an initial term of three years with effect from 5 December 2025, which shall be automatically renewed for such further period commencing from the expiry date of the initial term or subsequent renewal term(s) thereof (as the case may be) to and including the date of the third annual general meeting of the Company (or if such meeting is adjourned, the adjourned meeting) following such expiry date, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Pursuant to the service contract, Mr. Wu is currently entitled to a director's fee of HK$240,000 per annum, as recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions, and is subject to review from time to time. For the year ended 31 December 2025, Mr. Wu received a total director's fee of HK$150,000.

Save as disclosed above, as at the Latest Practicable Date, each of the above Directors (i) did not hold any other positions with the Company or any other members of the Group; (ii) had not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and did not have other major appointments or professional qualifications; (iii) had no interest in the Shares within the meaning of Part XV the SFO; and (iv) did not have any relationships with any other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, as at the Latest Practicable Date, there was no other information relating to each of the above Directors that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and the Board was not aware of any other matter in relation to their proposed re-election that needs to be brought to the attention of the Shareholders.

* *For identification purpose only*

This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide you with the information necessary for your consideration of the proposed Repurchase Mandate to be granted to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the 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 Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares is 1,646,173,000.

Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 164,617,300 Shares (representing not more than 10% of the number of issued Shares as at the date of passing the resolution to approve the Repurchase Mandate), subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

REASONS FOR REPURCHASES

The Directors believe that it is in the corporate interests of the Company and the Shareholders that they should have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the applicable laws and regulations of the Cayman Islands, any repurchase by the Company may be made out of the profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles and subject to the applicable laws and regulations of the Cayman Islands, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles and subject to the provisions of the applicable laws and regulations of the Cayman Islands, out of capital.

On the basis of the current financial position of the Company as disclosed in its annual report for the year ended 31 December 2025 and taking into account the Company's current working capital position, the Directors consider that, if the Repurchase Mandate is exercised in full, it may have a material adverse effect on the Company's working capital and/or gearing position as compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited financial statements of the Company have been made up). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, currently intends to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

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

Following settlement of any repurchase of Shares, the Company may cancel the repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchase, which may change due to evolving circumstances.

The Directors confirm that neither the explanatory statement in this Appendix II nor the proposed Repurchase Mandate has any unusual features.

TAKEOVERS CODE

If as a result of a repurchase of the Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of increase of the Shareholder 's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with the Takeovers Code.

As at the Latest Practicable Date, Sze Ming Limited directly held 1,175,942,000 Shares, representing approximately 71.43% of the total number of Shares in issue of the Company. Sze Ming Limited is wholly-owned by The Phoenix Trust. Mr. Chan is the settlor of The Phoenix Trust. IQ EQ (BVI) Limited is the trustee of The Phoenix Trust. Accordingly, Mr. Chan is deemed to be interested in 1,175,942,000 Shares held by Sze Ming Limited, representing approximately 71.43% of the total number of Shares in issue of the Company, pursuant to the SFO.

In the event that the Directors exercise in full the Repurchase Mandate, on the basis that there were 1,646,173,000 Shares in issue as at the Latest Practicable Date and assuming there is no other change in the total number of Shares in issue of the Company and the number of Shares held by Sze Ming Limited, the interest of each of Mr. Chan and IQ EQ (BVI) Limited in the shareholding of the Company would be increased to approximately 79.43% of the reduced total number of Shares of the Company and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent which would trigger the obligations under the Takeovers Code or result in less than 25% of the Shares being held by the public.

To the best knowledge and belief of the Directors, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

SHARE PRICES

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

Month	Highest	Lowest
	HK$	*HK$*
2025		
April	0.325	0.320
May	0.320	0.164
June	0.201	0.157
July	1.300	0.179
August	0.350	0.175
September	0.540	0.162
October	0.189	0.170
November	0.220	0.150
December	0.180	0.074
2026		
January	0.100	0.061
February	0.105	0.054
March	0.058	0.037
April (up to the Latest Practicable Date)	0.039	0.037

REPURCHASE OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

JY GRANDMARK HOLDINGS LIMITED
景業名邦集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2231)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of JY Grandmark Holdings Limited (the "**Company**") will be held at Unit No. 1101, 11th Floor, The Bay Hub, 17 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 28 May 2026 at 2:30 p.m. (the "**AGM**") for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2025.

2. To pass the following resolutions, each as a separate resolution:

   (1) To re-elect Mr. Shek Lai Him, Abraham as a non-executive director of the Company.

   (2) To re-elect Mr. Liu Huaxi as an executive director of the Company.

   (3) To re-elect Ms. Zheng Catherine Wei Hong as an executive director of the Company.

   (4) To re-elect Ms. Yu Jiafeng as an executive director of the Company.

   (5) To re-elect Mr. Wu William Wai Leung as an independent non-executive director of the Company.

3. To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the directors of the Company (the "**Directors**").

4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.

5. To consider, and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

(1) "**THAT**:

(a) subject to paragraph (c) below and pursuant to the Rules ("**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares, which shall have the meaning ascribed to it by the Listing Rules) or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option, warrant or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iii) the exercise of any options granted under any share option scheme(s) or similar arrangement(s) for the time being adopted by the Company; or (iv) the exercise of any rights under the bonds, warrants and debentures convertible into shares of the Company; or (v) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company, shall not exceed the aggregate of:

(aa) 20% of the aggregate number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution,

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any share of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company on the date of the passing of this resolution),

subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of additional shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company (excluding treasury shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

i. the conclusion of the next annual general meeting of the Company;

ii. the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the articles of association of the Company to be held; or

iii. the date of revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of such shares of the

Company 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 expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

(2) "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase its own fully paid up issued shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and, if permitted under the Listing Rules, to determine whether such shares of the Company repurchased shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with the laws of the Cayman Islands and rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the aggregate number of shares of the Company which may be repurchased or agreed to be repurchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a percentage of the total number of issued shares of the Company (excluding treasury shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

i. the conclusion of the next annual general meeting of the Company;

ii. the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the articles of association of the Company to be held; or

iii. the date of revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(3) "**THAT**:

conditional upon the passing of ordinary resolutions Nos. 5(1) and 5(2) as set out in the notice convening this meeting, the general unconditional mandate granted to the Directors pursuant to ordinary resolution No. 5(1) as set out in the notice convening this meeting be extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority to repurchase shares granted pursuant to ordinary resolution No. 5(2) as set out in the notice convening this meeting."

Yours faithfully,
By Order of the Board
JY Grandmark Holdings Limited
SHEK Lai Him, Abraham
Chairman

Hong Kong, 30 April 2026

Notes:

1. Ordinary resolution numbered 5(3) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 5(1) and 5(2) are passed by the shareholders of the Company.

2. For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the AGM, the Hong Kong register of members of the Company will be closed from Tuesday, 26 May 2026 to Thursday, 28 May 2026, both days inclusive. During such period, no transfer of the Company's shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 22 May 2026.

3. Any shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his or her proxy to attend and vote on behalf of him or her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.

4. Where there are joint registered shareholders of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint shareholders be present at any meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.

5. In order to be effective, the form of proxy in prescribed form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (no later than 2:30 p.m. on Tuesday, 26 May 2026 (Hong Kong time) or adjournment or postponement thereof.

6. In accordance with Articles 83(3), 84(1) and 84(2) of the Articles, Mr. Shek Lai Him, Abraham, Mr. Liu Huaxi, Ms. Zheng Catherine Wei Hong, Ms. Yu Jiafeng and Mr. Wu William Wai Leung will retire as Directors and being eligible, offer themselves for re-election at the AGM. Particulars of the said retiring Directors are set out in Appendix I to the circular to the shareholders dated 30 April 2026.

7. If tropical cyclone signal No. 8 or above, or a black rainstorm warning signal or "extreme conditions" as defined under Chapter 1 of the Rules of the Exchange of the Stock Exchange is in effect at 7:30 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on its website (www.jygrandmark.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.