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If you have sold or transferred all your shares in **JIN MI FANG GROUP HOLDINGS LIMITED**, 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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



JIN MI FANG GROUP HOLDINGS LIMITED

今米房集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES
AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF THE AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the AGM to be held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 4 September 2026 at 2:00 p.m. is set out on pages 18 to 23 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 intending to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the convening of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) if you so wish.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its posting and on the Company's website at www.jmfg hl.com.

31 July 2026

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:

“AGM”	the annual general meeting of the Company to be convened and held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 4 September 2026 at 2:00 p.m. or any adjournment thereof (as the case may be)
“Articles” or “Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)” or “close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Cayman Islands Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	JIN MI FANG GROUP HOLDINGS LIMITED, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8300)
“connected person(s)”	has the meaning as ascribed to it under the GEM Listing Rules
“controlling shareholder”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or modified from time to time

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and otherwise deal with additional Shares (including any sale and transfer of treasury shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the ordinary resolution approving the same
“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”	27 July 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares up to 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules

DEFINITIONS

“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended, supplemented or modified from time to time
“treasury Shares”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent



JIN MI FANG GROUP HOLDINGS LIMITED

今米房集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

Executive Directors:

Mr. Zhou Feng (*Chairman*)

Ms. Zhang Miao (*Chief Executive Officer*)

Mr. Han Ning

Independent non-executive Directors:

Mr. Ho Lik Kwan Luke

Mr. Lam Lap Sing

Ms. Lau Wai Hing

Registered office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

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

Flat A, 8/F.
Evernew Commercial Centre
33 Pine Street
Tai Kok Tsui, Kowloon
Hong Kong

31 July 2026

To the Shareholders,

Dear Sirs or Madams,

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES
AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF THE AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM, to enable you to make an informed decision on whether to vote for or against those resolutions and to give you the notice of the AGM.

LETTER FROM THE BOARD

At the AGM, the following resolutions will be proposed for the Shareholders to approve, among other things,

- (i) the proposed granting of the General Mandate to the Directors;
- (ii) the proposed granting of the Repurchase Mandate to the Directors;
- (iii) the proposed re-election of retiring Directors; and
- (iv) the proposed re-appointment of the auditors of the Company.

PROPOSED GRANTING OF THE GENERAL MANDATES TO ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES

At the annual general meeting of the Company held on 5 September 2025, a general and unconditional mandate was granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant a new General Mandate to the Directors. As at the Latest Practicable Date, the Company had 2,643,360,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed General Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed General Mandate in full would result in up to a maximum of 528,672,000 Shares, representing 20% of the number of issued Shares (excluding treasury shares, if any), being issued by the Company during the period from the passing of the ordinary resolution approving the General Mandate and ending 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 or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

In addition, an ordinary resolution will also be proposed to extend the proposed General Mandate by adding to it the number of such Shares repurchased under the proposed Repurchase Mandate.

PROPOSED GRANTING OF THE REPURCHASE MANDATE

At the annual general meeting of the Company held on 5 September 2025, a general and unconditional mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company had 2,643,360,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed Repurchase

LETTER FROM THE BOARD

Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 264,336,000 Shares, representing 10% of the number of issued Shares (excluding treasury Shares, if any), being repurchased by the Company during the period from the passing of the ordinary resolution approving the Repurchase Mandate and ending 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 or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the proposed Repurchase Mandate is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of six Directors, including three executive Directors, namely, Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning and three independent non-executive Directors, namely, Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing.

Pursuant to Article 16.18 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then 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 by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 of the Articles shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. In addition, pursuant to Article 16.2 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at that meeting, and any Director appointed by the Board as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Accordingly, Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning, shall retire from office as Directors by rotation at the AGM. Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning, being eligible, will offer themselves for re-election at the AGM. None of the independent non-executive Directors had served more than nine years as at the Latest Practicable Date.

LETTER FROM THE BOARD

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee of the Board (the “**Nomination Committee**”), having reviewed the composition of the Board, nominated Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning to the Board for it to recommend to Shareholders for re-election at the AGM. Each member of the Nomination Committee abstained from voting at the committee meeting when his/her respective nomination was being considered.

The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the annual report of the Company for the year ended 31 March 2026. The Nomination Committee had also taken into account of the respective contributions of Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning to the Board and their commitment to their roles.

Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning, who are proposed to be re-elected as an executive Director, confirmed to the Company that each of them did not, as at the Latest Practicable Date, hold seven or more directorship in any listed companies. The biographical backgrounds of Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning are more particularly set out in Appendix II to this circular. Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning have been Directors since 23 November 2023, 23 November 2023 and 30 January 2026, respectively.

The Board accepted the Nomination Committee’s nominations and recommended Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning as Directors is in the best interest of the Company and Shareholders as a whole. Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Further information about the Board’s composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors’ attendance record at Board and Board committee meetings held by Directors are disclosed in the section headed “Corporate Governance Report” of the annual report of the Company for the year ended 31 March 2026.

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

LETTER FROM THE BOARD

PROPOSED RE-APPOINTMENT OF THE AUDITORS

HLB Hodgson Impey Cheng Limited will retire as the auditors of the Company at the AGM and, being eligible, an ordinary resolution will be proposed to re-appoint them as auditors of the Company and to authorise the Board to fix their remuneration as auditors of the Company.

After discussing with HLB Hodgson Impey Cheng Limited, and taking into account the current audit fee, and the complexity of the Company's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and the auditors' resources required to perform the audit, which are expected to be similar to those in the 2026 reporting year, the estimated audit fee for the upcoming reporting period is expected to be in the range of HK\$600,000 to HK\$700,000. This estimate is based on the audit work performed for the financial year ended 31 March 2026 and assumes no material variation in the audit scope for the year ending 31 March 2027 and no material change to the Group's structure, business models or operations during the financial year. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

NOTICE OF THE AGM

A notice convening the AGM to be held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 4 September 2026 at 2:00 p.m. is set out on pages 18 to 23 of this circular.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 1 September 2026 to Friday, 4 September 2026, both days inclusive, during which period no transfer of the Shares will be registered. Shareholders are reminded to ensure that all completed Share transfer forms accompanied by the relevant Share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 31 August 2026. The record date for attending and voting at the annual general meeting is Friday, 4 September 2026.

PROXY ARRANGEMENT

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in

LETTER FROM THE BOARD

any event not later than 48 hours before the convening of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) if you so wish.

VOTING BY POLL

Pursuant to Article 13.6 of the Articles and Rule 17.47(4) of the GEM 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. Therefore, all resolutions as set out in the notice convening the AGM to be proposed shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rules 17.47(5) and 17.47(5A) of the GEM Listing Rules.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the proposed General Mandate and the proposed Repurchase Mandate to the Directors, the re-election of retiring Directors and the re-appointment of the auditors of the Company are in the interests of the Company, the Group and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM, respectively.

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.

MISCELLANEOUS

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

Yours faithfully,

By order of the Board

JIN MI FANG GROUP HOLDINGS LIMITED

Zhou Feng

Chairman and Executive Director

This appendix serves as an explanatory statement as required under Rule 13.08 of the GEM Listing Rules, to provide the requisite information to the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase 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 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 repurchase 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.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 2,643,360,000. Subject to the passing of the proposed ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 264,336,000 Shares, representing 10% of the number of issued Shares (excluding treasury Shares, if any), being repurchased by the Company during the period from the passing of the ordinary resolution approving the Repurchase Mandate and ending at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases 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.

REASONS FOR SHARES REPURCHASE

The Directors have no present intention to repurchase any Shares but believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares may be beneficial to the Shareholders who retain their investment in the Company as the percentage of their interests in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time. This may, depending on market conditions and funding arrangements at the time, result in an increase in the net asset value and/or earnings per Share. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which are funds legally available for such purposes in accordance with the applicable laws and regulations of the Cayman Islands and the Memorandum and the Articles. The Company will not purchase the Shares on GEM 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.

Any repurchases by the Company may only be made out of profits of the Company, share premium or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorised by the Articles and subject to the Cayman Islands Companies Act and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorised by the Articles and subject to Cayman Islands Companies Act and/or other applicable laws, rules and regulations, out of capital.

MATERIAL ADVERSE IMPACT

The exercise of the proposed Repurchase Mandate in full may have a material adverse impact on the working capital or the gearing position of the Company (as compared with the financial position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2026 contained in the annual report of the Company for the year ended 31 March 2026). The Directors do not propose to exercise the Repurchase Mandate to such extent that would have a material adverse impact on the working capital or gearing position of the Company.

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

DIRECTORS' CONFIRMATION

The Directors will, so far as the same may be applicable, exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Cayman Islands Companies Act and the Articles.

INTENTION TO SELL SHARES

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) 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 not to sell any of the Shares held by him/her/it to the Company, in the event that the Company is authorised to make purchases of the Shares.

TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in 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 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 enquiries by the Directors, Mr. Zhou Feng controlled the exercise of approximately 71.1% of the voting rights in the Company's general meeting, through approximately 15.09% Shares held by him and approximately 56.01% Shares held by Sky Shield Investment Limited (wholly-owned by Mr. Zhou Feng). Assuming that (i) no further Shares are issued, allotted or repurchased by the Company between the Latest Practicable Date and the date of the AGM; and (ii) the Directors fully exercise the proposed Repurchase Mandate, his percentage of voting rights in the Company's general meeting would increase to approximately 79.0% of the Company's issued share capital. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public falling below the prescribed minimum percentage of 25% required by the GEM Listing Rules.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required under the GEM Listing Rules.

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 preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
July	0.130	0.062
August	0.170	0.105
September	0.122	0.051
October	0.167	0.088
November	0.148	0.054
December	0.073	0.053
2026		
January	0.090	0.049
February	0.069	0.044
March	0.047	0.031
April	0.035	0.020
May	0.053	0.020
June	0.036	0.026
July (up to the Latest Practicable Date)	0.028	0.021

Source: The Stock Exchange

SHARES REPURCHASED BY THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Shares (whether on GEM or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

GENERAL

Neither the explanatory statement in this appendix nor the proposed Repurchase Mandate has any unusual features.

The following sets out the particulars of the retiring Directors proposed to be re-elected at the AGM.

Mr. Zhou Feng (“**Mr. Zhou**”), aged 56, has been the chairman of the Board, an executive Director, the chairman of each of the Nomination Committee and investment committee of the Board (the “**Investment Committee**”) and a member of the remuneration committee of the Board (the “**Remuneration Committee**”), since 23 November 2023. Mr. Zhou is responsible for formulating the overall business strategy and planning; overseeing the Group’s performance generally, leading and representing the Group in negotiation with potential business partners. He is one of the controlling shareholders of the Company.

Mr. Zhou has extensive experience in management, marketing and corporate planning. Before joining the Group, he had served in a number of companies, including Fujian Wanghe Food Co., Ltd.* (福建旺禾食品有限公司) as the deputy chairman of the board of directors and Beijing Jinmifang Technology Co., Ltd.* (北京今米房科技有限公司) as the chairman of the board of directors. He completed his studies in architectural engineering (建築工程) at the Anhui Institute of Architecture and Industry* (安徽建築工業學院) (currently known as Anhui Jianzhu University (安徽建築大學)) in the People’s Republic of China (the “**PRC**”) in July 1990.

The existing term of appointment of Mr. Zhou was for an initial fixed term of three years commencing from 23 November 2023, which is renewable automatically for successive terms of three years upon expiry unless and until terminated by either party by giving a one-month written notice or Mr. Zhou has not been re-elected as a Director at a general meeting of the Company. Mr. Zhou is subject to retirement by rotation and re-election at the AGM in accordance with the Articles and the GEM Listing Rules. The current annual Director’s fee payable to Mr. Zhou is HK\$360,000 and shall be reviewed by the Remuneration Committee annually. The remuneration package of Mr. Zhou is determined by reference to his duty, qualification and experience and the prevailing market rate.

Save for being the sole director and sole shareholder of Sky Shield Investment Limited, a substantial Shareholder and the controlling Shareholder, and the spouse of Ms. Zhang Miao, Mr. Zhou is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Zhou was interested and deemed to be interested in 1,879,540,000 Shares, representing approximately 71.1% of the issued Shares, within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Zhou as an executive Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Ms. Zhang Miao (“Ms. Zhang”), aged 63, has been an executive Director since 23 November 2023. She is also a director of certain subsidiaries, namely Centric Cloud Investment Limited, Fulton Asia Investment Limited and 今米房(江蘇南京)酒業有限公司. Ms. Zhang is responsible for overseeing the day-to-day business operation in the People’s Republic of China operated by the Group.

Ms. Zhang has extensive experience in corporate management, operation and risk management. From October 2009 to January 2013, she served as the sole director and general manager of Xuzhou Yaobang Commerce and Trading Co., Ltd.* (徐州耀邦商貿有限公司), a company principally engaged in the wholesale and sales of pre-packaged food.

Ms. Zhang is the spouse of Mr. Zhou, the controlling shareholder of the Company and an executive Director. She is deemed to be interested in all the 1,879,540,000 Shares in which Mr. Zhou is interested or deemed to be interested under Part XV of the SFO.

The existing term of appointment of Ms. Zhang was for an initial fixed term of three years commencing from 23 November 2023, which is renewable automatically for successive terms of three years upon expiry unless and until terminated by either party by giving a one-month written notice or Ms. Zhang has not been re-elected as a Director at a general meeting of the Company. Ms. Zhang is subject to retirement by rotation and re-election at the AGM in accordance with the Articles and the GEM Listing Rules. The current annual Director’s fee payable to Ms. Zhang is HK\$360,000 and shall be reviewed by the remuneration committee of the Board annually. The remuneration package of Ms. Zhang is determined by reference to her duty, qualification and experience and the prevailing market rate.

Save as disclosed above, Ms. Zhang is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, save as disclosed above, Ms. Zhang does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Ms. Zhang as an executive Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Han Ning (“Mr. Han”), aged 44, has been an executive Director since 30 January 2026. He is responsible for supervising the overall administration and operations in the People’s Republic of China of our Group. He has extensive experience in the research and education industry in relation to ideological and political education, law and psychology. He is currently a senior lecturer at Nanjing Transportation Technician College (Nanjing Transportation Vocational School)* (南京交通技師學院(南京交通中等專業學校)), a state-owned public vocational college in Jiangsu Province of the People’s Republic of China (the “PRC”), primarily responsible for courses in relation to ideological and political education

and law. Mr. Han obtained a master's degree in business administration from Dalian Maritime University (大連海事大學) in December 2011 in the PRC. He is also a level two psychological counselor in the PRC.

The existing term of appointment of Mr. Han was for an initial fixed term of three years commencing from 30 January 2026, which is renewable automatically for successive terms of three years upon expiry unless and until terminated by either party by giving a one-month written notice or Mr. Han has not been re-elected as a Director at a general meeting of the Company. Mr. Han is subject to retirement by rotation and re-election at the AGM in accordance with the Articles and the GEM Listing Rules. The current annual Director's fee payable to Mr. Han is HK\$120,000 and shall be reviewed by the remuneration committee of the Board annually. The remuneration package of Mr. Han is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Han is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Han does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Han as an executive Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

NOTICE OF THE AGM



JIN MI FANG GROUP HOLDINGS LIMITED

今米房集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of JIN MI FANG GROUP HOLDINGS LIMITED (the “**Company**”) will be held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 4 September 2026 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditors for the year ended 31 March 2026.
2. (A) To re-elect Mr. Zhou Feng as an executive Director;
(B) To re-elect Ms. Zhang Miao as an executive Director;
(C) To re-elect Mr. Han Ning as an executive Director; and
(D) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the shareholders of the Company (the “**Shareholders**”):
 - (A) “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and deal with additional shares of the Company (the “**Shares**”) (including any sale or transfer of treasury shares

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(which shall have the meaning ascribed to it under the GEM Listing Rules) out of treasury) and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which 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 on behalf of the Company during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) 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 total number of Shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; (iii) the exercise of any options granted under any option scheme adopted by the Company or similar arrangement for the time being adopted for the granting or issuance of Shares, or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) from time to time, shall not exceed 20% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and are hereby revoked; and

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(e) 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 following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the Shareholders (excluding for such purpose any Shareholder who is a resident in a place where it would or might be unlawful or impracticable to offer Shares in compliance with any legal or regulatory requirements or special formalities in such place under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.

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.”

(B) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase its own Shares on GEM of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose under the Code on Share Buy-backs approved by the Securities and Futures

NOTICE OF THE AGM

Commission of Hong Kong, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;

- (b) the total number of Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing of this resolution, and the said approval under paragraph (a) above shall be limited accordingly;
- (c) 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;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (e) 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 following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

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- (C) “**THAT** conditional upon the passing of resolutions (A) and (B) above, the general mandate granted to the Directors pursuant to resolution (A) above be and is hereby extended by the addition to it of an amount representing the total number of Shares repurchased by the Company pursuant to the repurchase mandate under resolution (B) above, provided that such amount shall not exceed 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing of this resolution.”

By order of the Board
JIN MI FANG GROUP HOLDINGS LIMITED
Zhou Feng
Chairman and Executive Director

Hong Kong, 31 July 2026

Notes:

1. Resolution 4(C) will be proposed to the Shareholders for approval provided that ordinary resolutions 4(A) and 4(B) are passed by the Shareholders.
2. A Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf. 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.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, a form of proxy must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited 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 convening of the AGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.
5. Please refer to Appendix I to the circular of the Company dated 31 July 2026 for explanatory statement for the repurchase mandate.
6. Please refer to Appendix II to the circular of the Company dated 31 July 2026 for the details of the retiring Directors subject to re-election at the AGM.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. 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 AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at www.jmfghl.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 re-scheduled AGM.
9. No distribution of souvenir and no refreshment will be served by the Company at the AGM this year.

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As at the date of this notice, the executive Directors are Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning and the independent non-executive Directors are Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing.

This notice, 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 notice 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 notice misleading.

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