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JOLIMARK HOLDINGS LIMITED

映美控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2028)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**Meeting**”) of Jolimark Holdings Limited (“**Company**”) will be held at Unit 07, 21 Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong on Wednesday, 28 May 2025 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director**”) and auditors of the Company for the year ended 31 December 2024.
2. To re-elect Mr. Ou Guo Liang as a non-executive Director.
3. To re-elect Ms. Kan Lai Kuen, Alice as an independent non-executive Director.
4. To re-elect Mr. Sun Po Yuen as an independent non-executive Director.
5. To authorise the board of Directors to fix the Directors’ remuneration.
6. To re-appoint Gary Cheng CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.

SPECIAL BUSINESS

7. To consider and if thought fit, pass the following resolutions as ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the power of the Company to allot, issue or otherwise deal with additional

shares of the Company (“**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and/or to resell treasury shares of the Company (subject to compliance with the Listing Rules), and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval given in sub-paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of share of the Company allotted or agreed conditionally or unconditionally to be allotted together with the treasury shares of the Company to be resold (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in sub-paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire shares of the Company; 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,

shall not exceed twenty per cent of the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting of the Company.

“**Rights issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

8. To consider and if though fit, pass the following resolutions as ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (c) below the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to buy back its own Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buybacks, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of Shares which may be bought back by the Company pursuant to the approval in sub-paragraph (a) above the Relevant Period shall not exceed 10 per cent of the total number of issued Shares of the Company (excluding treasury shares) at the date of the passing of this resolution and the approval granted under paragraph (a) of this resolution should be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting of the Company.”
9. To consider and if thought fit, pass the following resolutions as ordinary resolution of the Company:

“**THAT**, conditional upon the passing of the resolutions 7 and 8 above, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to resolution 7 above be and is hereby extended by the addition amount representing the total number of issued Shares bought back by the Company under the authority granted pursuant to resolution 8 above, provided that such amount shall not exceed 10 per cent of the total number of issued Shares of the Company (excluding treasury shares) at the date of the passing of this resolution.”

10. “**THAT**

- (1) the new share option scheme of the Company (the “**2025 Share Option Scheme**”), as defined and summarised in Appendix III to the circular of the Company dated 29 April 2025 (the “**Circular**”) (the rules of which are contained in the document produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved and adopted; and
- (2) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2025 Share Option Scheme, including but without limitation:
 - (i) administering the 2025 Share Option Scheme under which options will be granted (whether with or without any conditions, restrictions or limitations as it may think fit) to Eligible Participants (as defined in the Circular) under the 2025 Share Option Scheme to exercise the options and subscribe for new shares in the capital of the Company (“**Shares**”), including but not limited to determining and granting the options in accordance with the terms of the 2025 Share Option Scheme;

- (ii) modifying, amending and/or altering the rules of the 2025 Share Option Scheme from time to time provided that such modification, amendment and/or alternation is effective in accordance with the provision of the 2025 Share Option Scheme relating to modification, amendment and/or alternation and the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”);
- (iii) granting options under the 2025 Share Option Scheme and allotting and issuing from time to time such number of Shares as may be required pursuant to the exercise of the options granted under the 2025 Share Option Scheme, subject to the applicable laws and regulations;
- (iv) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be allotted and issued pursuant to the options granted under the 2025 Share Option Scheme; and
- (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2025 Share Option Scheme and subject to the applicable laws and regulations.”

On behalf of the Board
Au Pak Yin
Chairman

Hong Kong, 29 April 2025

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on the poll, vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power attorney or authority must be delivered to the Company’s branch share registrar and transfer office, 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.
- (3) The register of members for entitlement to attend and vote at AGM will be closed from Thursday, 22 May 2025 to Wednesday, 28 May 2025 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 21 May 2025.

- (4) Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personal or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for the purpose seniority shall be determined by the order in which name stand in the register of members in respect of the joint holdings.
- (5) Please refer to Appendix I of the Circular dated 29 April 2025 for the detail of retiring Directors subject to re-election at the Meeting.
- (6) An explanatory statement regarding the general mandate of the buyback of Shares sought in the above Resolution 8 is set out in Appendix II of the Circular dated 29 April 2025.
- (7) Please refer to Appendix III of the Circular dated 29 April 2025 for the principal terms of the 2025 Share Option Scheme.
- (8) As at the date of the notice, the Executive Directors are Mr. Au Pak Yin and Mr. Au Kwok Lun; the Non-Executive Director is Mr. Ou Guo Liang; the Independent Non-Executive Directors are Ms. Kan Lai Kuen, Alice, Mr. Sun Po Yuen and Mr. Yeung Kwok Keung.