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



JOLIMARK HOLDINGS LIMITED

映美控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2028)

**CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless the context otherwise requires, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

The notice convening the EGM to be held at 11:00 a.m. on Friday, 27 December 2024 at Unit 07, 21 Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong is set out on pages 5 to 6 of this circular. A form of proxy for the EGM is also enclosed with this circular. Shareholders who intend to appoint a proxy to attend the EGM shall complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof should they so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

References to time and dates in this circular are to Hong Kong time and dates.

9 December 2024

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DEFINITIONS

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

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Jolimark Holdings Limited (映美控股有限公司), an exempted company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit 07, 21 Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong on Friday, 27 December 2024 at 11:00 a.m.
“Gary Cheng CPA”	Gary Cheng CPA Limited
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 December 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or modified from time to time
“PwC”	PricewaterhouseCoopers
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



JOLIMARK HOLDINGS LIMITED

映美控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2028)

Executive Directors:

Mr. Au Pak Yin (*Chairman*)

Mr. Au Kwok Lun (*Chief Executive Officer*)

Non-Executive Director:

Mr. Ou Guo Liang

Independent Non-Executive Directors:

Ms. Kan Lai Kuen, Alice

Mr. Sun Po Yuen

Mr. Yeung Kwok Keung

Registered Office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal place of business

in Hong Kong:

Unit 07, 21 Floor

K. Wah Centre

191 Java Road

North Point

Hong Kong

9 December 2024

To the Shareholders

Dear Sir or Madam,

**CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM relating to the proposed appointment of Gary Cheng CPA as the new auditor of the Company.

LETTER FROM THE BOARD

CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 2 December 2024.

The Board resolved to propose the appointment of Gary Cheng CPA as the new auditor of the Company to fill the casual vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders.

The Board considers the appointment of Gary Cheng CPA as the new auditor of the Company is in the interest of the Company and its Shareholders as a whole. The Board and the Audit Committee in proposing the appointment of Gary Cheng CPA as the new auditor have considered (i) its experience and technical competence in providing audit work to companies listed on the Stock Exchange; (ii) its independence from the Group and objectivity; (iii) its available resources; (iv) the audit fee proposed by Gary Cheng CPA with regard to the scope of audit services required by the Group and the size of the Group's business operations and assets; and (v) the relevant guidelines issued by the Accounting and Financial Reporting Council.

EGM

The notice convening the EGM is set out on pages 5 to 6 of this circular. An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed appointment of Gary Cheng CPA as the new auditor of the Company. Given that no Shareholder is considered as having a material interest in the resolution to be proposed at the EGM, no Shareholder is required to abstain from voting at the EGM for the relevant resolutions.

A form of proxy for the EGM is also enclosed with this circular. Shareholders who intend to appoint a proxy to attend the EGM shall complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof should they so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all vote of the Shareholders at the EGM will be taken by way of 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 23 December 2024 to Friday, 27 December 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM to be held on Friday, 27 December 2024, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's 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 Friday, 20 December 2024.

RECOMMENDATION

The Board considers the appointment of Gary Cheng CPA as the new auditor of the Company is in the interest of the Company and its Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolution set out in the notice of the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in the compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

Yours faithfully
For and on behalf of the Board
Jolimark Holdings Limited
Au Pak Yin
Chairman

NOTICE OF EGM



JOLIMARK HOLDINGS LIMITED

映美控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2028)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary 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 Friday, 27 December 2024 at 11:00 a.m., to consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Gary Cheng CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to fix their remuneration.

By order of the Board
Jolimark Holdings Limited
Au Pak Yin
Chairman

Hong Kong, 9 December 2024

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 notorially 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.

NOTICE OF EGM

- (3) For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 23 December 2024 to Friday, 27 December 2024 (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 Friday, 20 December 2024.
- (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) If a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoon, or a black rainstorm warning is in force at or after 8:00 a.m. on the date of the EGM, the EGM will be postponed or adjourned to such date, time and place as the Board may decide and announce by issuing further announcement.
- (6) References to time and dates in this notice are to Hong Kong time and dates.
- (7) 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.