

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second Annual General Meeting of JGY Holdings Limited (NSX:JGY) (the **Company**) will be held at the following date, time and place:

Date: 19 September 2019 (Thursday)
Time: 11:00AM
Place: Room 1108 Block 16
Wanda Commercial Square
Jianye District, Nanjing City
Jiangsu Province
People's Republic of China

to transact the following business:

ORDINARY BUSINESS

- (A) To receive and adopt the directors' report, statement by directors and audited financial statements of the Company for the financial year ended 31 March 2019 (collectively, the **2019 Annual Report**).

Explanatory Note:

Note 1 of the attached Explanatory Notes sets out information and instruction on how to obtain your copy of the 2019 Annual Report.

- (B) To consider and, if thought fit, to pass with or without modification the following proposed resolutions:-

As ordinary resolutions

1. Resolution 1

THAT for the purpose of Article 20.1(a) of the Articles of Association, the payment of directors' fees of a notional amount of A\$12,000 (Australian Dollars Three Thousand Only) for the financial year ended 31 March 2019 be and is hereby approved.

2. Resolution 2

THAT HE Ping who retires under Article 19.2 of the Articles of Association and, being eligible under Article 19.3, is seeking re-election under Article 19.3be and is hereby re-elected as a director of the Company.

3. Resolution 3

THAT J.K. Tan & Co., Chartered Accountants be and is hereby re-appointed as auditors of the Company AND THAT directors of the Company be and are hereby authorised to fix their remuneration.

OTHER BUSINESS

- (C) To deal with any other business that may legally be brought forward in accordance with the Company's Constitution and the Act.

EXPLANATORY NOTES

Explanatory notes for the proposed resolutions appear on the following pages.

By Order of the Board



WANG Caifu

Director

19 August 2019

VOTING EXCLUSION

The Company will disregard any votes cast in favour of Resolution 1, by the Chairman, any director of the Company and their associates. However, the Company will not disregard a vote if it is cast by an above-mentioned person:

- (a) who votes in accordance with the directions on the proxy form, or
- (b) if it is cast by that person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

1. The 2019 Annual Report was lodged with the NSX on 17 July 2019, and it can be downloaded from the NSX announcements page at the following URL: <https://www.nsx.com.au/ftp/news/021737118.PDF>, or if you wish to obtain a printed copy of the 2019 Annual Report, please inform the Company by e-mail (E-Mail: voting@jgy.qidao100.com).

2. Resolution 1

Article 20.1(a) of the Articles of Association requires that directors' fees be determined by the Company in general meeting. If this resolution is approved, the directors propose that the amount of directors' fees approved by shareholders be paid to each director as follows:

| Name of director | Proposed amount payable |
|-------------------------|--------------------------------|
| WANG Caifu | A\$1,000 |
| HE Ping | A\$1,000 |
| SHANG Zonggen | A\$10,000 |
| | <u>A\$12,000</u> |

3. Resolution 2

Article 19.2 of the Articles of Association provides, inter alia, that one-third of the directors for the time being, or if their number is not a multiple of three, then the whole number nearest one-third, must retire from office at each annual general meeting. As both HE Ping and SHANG Zonggen became directors on the same day, they have agreed between themselves that HE Ping shall retire in accordance with Article 19.2.

HE Ping who retires at the 2019 annual general meeting and, being eligible, offers herself for re-election as a director under Article 19.3

4. Resolution 3

J.K. Tan & Co., Chartered Accountants was appointed auditor of the Company by directors within three its incorporation as required by Article 35.1(b) of the Articles of Association, which further requires that:

- (i) an auditor appointed by directors on its incorporation hold office only until conclusion of the first annual general meeting; and

- (ii) the Company at every annual general meeting appoint an auditor to hold office until the conclusion of the next annual general meeting.

J.K. Tan & Co., Chartered Accountants has expressed their willingness to be re-appointed auditors of the Company.

RIGHT TO APPOINT PROXIES

A shareholder is entitled to attend the meeting either in person or by proxy. The Articles of Association requires that:

- (1) the instrument appointing a proxy (**Proxy Form**) must be in writing and signed by the appointor or the appointor's attorney duly authorised in writing, or, if the appointor is a body corporate, by its corporate representative or at least two of its officers, and
- (2) the Proxy Form must be received by the Company at least forty-eight hours before the meeting by delivery to the Company's office, by facsimile received at the Company's office or at any other place, fax number or electronic address specified for the purpose in the notice of meeting.

Lodgement of proxy form

A proxy form is attached to this Notice of Meeting.

This proxy form (and any Power of Attorney under which it is signed) must be received by the Company at an address given below by **11:00am (Western Australian time / Beijing time) on Tuesday 17 September 2019**, being not later than 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged:



By e-mail

E-mail a clear scanned copy of the duly completed and signed proxy form to: voting@jgy.qiadao100.com.



By mail

Post by postage pre-paid mail to:

In China

Room 1108 Block 16
Wanda Commercial Square
Jianye District, Nanjing City
Jiangsu Province, China

OR

In Australia

c/- Themis Corporate
Level 1 Office F
1139 Hay Street
West Perth WA 6005



By hand

Deliver by hand to:

In China

Room 1108 Block 16
Wanda Commercial Square
Jianye District, Nanjing City
Jiangsu Province, China

OR

In Australia

c/- Themis Corporate
Level 1 Office F
1139 Hay Street
West Perth WA 6005

JGY HOLDINGS LIMITED
(Incorporated in Cayman Islands)
 Company Registration Number | ARBN 622 384 776

PROXY FORM

I/We* _____
 (Name)

of _____
 (Address)

being a member / members* of JGY Holdings Limited (the **Company**), hereby appoint:

| Name | Address | Proportion of Shareholding to be represented by proxy (%) |
|------|---------|---|
| | | |
| | | |

and/or failing him/her*

| | | |
|--|--|--|
| | | |
|--|--|--|

or failing him/her*, the Chairman of the Meeting as my/our* proxy/proxies* to attend and to vote for me/us* on my/our* behalf and, if necessary, to demand a poll, at the first annual general meeting of the Company to be held at **Room 1108 Block 16, Wanda Commercial Square, Jianye District, Nanjing City, Jiangsu Province, People's Republic of China on 19 September 2019**, and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for or against the ordinary resolutions to be proposed at the EGM as indicated with an "X" in the spaces provided hereunder. If no specific instructions as to voting are given, the proxy/proxies* will vote or abstain from voting at his/her/their* discretion, as he/she/they* will on any other matter arising at the EGM.

| Ordinary Resolution | For | Against |
|---|-----|---------|
| THAT for the purpose of Article 20.1(a) of the Articles of Association, the payment of directors' fees of a notional amount of A\$12,000 (Australian Dollars Three Thousand Only) for the financial year ended 31 March 2019 be and is hereby approved. | | |
| THAT HE Ping who is seeking re-election under Article 19.3 of the Articles of Association be and is hereby re-elected as a director of the Company. | | |
| THAT J.K. Tan & Co., Chartered Accountants be and is hereby re-appointed as auditors of the Company AND THAT directors of the Company be and are hereby authorised to fix their remuneration. | | |

Date: _____ 2019

| | |
|------------------------------------|--|
| Total number of Shares held | |
|------------------------------------|--|

 Signature(s) of Member(s) or Common Seal

* delete where necessary

Notes to the Proxy Form

1. Please insert the total number of shares held by you. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints two proxies, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A proxy need not be a member of the Company.
4. Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be for or against the proposed resolutions as set out in the notice of annual general meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the annual general meeting.