
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 the action to be taken, you should consult your 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 Farnova Group Holdings Limited (“Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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F A R N O V A

FARNOVA GROUP HOLDINGS LIMITED

法諾集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 08153)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of the Company (the “SGM”) to be held at 11:00 a.m. on Monday, 7 November 2022 at Conference Room, Room 815-818, 8/F, China Insurance Group Building, No. 141 Des Voeux Road Central, Central, Hong Kong is set out on pages 7 to 9 of this circular. Whether or not you intend to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page and the Company’s website at www.irasia.com/listco/hk/farnova, for at least 7 days from the date of its posting.

PRECAUTIONARY MEASURES FOR THE SGM

Please refer to page 1 of this circular for the measures to be implemented at the SGM by the Company against the pandemic to protect the attendees from the risk of infection of the Novel Coronavirus (“COVID-19”), including:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments and drinks
- appropriate distancing and spacing in line with the guidance from the Hong Kong government will be maintained and as such, the Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding
- compliance with the “LeaveHomeSafe” mobile app requirements and the Vaccine Pass Direction

Any person who does not comply with the precautionary measures may be denied entry into the SGM venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the meeting as your proxy to vote on the relevant resolutions at the SGM as an alternative to attending the SGM in person.

13 October 2022

CHARACTERISTICS OF GEM

Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 requires otherwise, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Business Day(s)”	a day on which banks are open for business in Hong Kong (excluding Saturdays and Sundays)
“Change of Company Name”	the proposed change of the English name of the Company from “Farnova Group Holdings Limited” to “Jiading International Group Holdings Limited”, and the secondary name of the Company in Chinese from “法諾集團控股有限公司” to “嘉鼎國際集團控股有限公司”, subject to the approval of the Shareholders at the SGM
“Company”	Farnova Group Holdings Limited, a company incorporated under the laws of Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 8153)
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 October 2022, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Abacus Limited of 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong

DEFINITIONS

“SGM”	the special general meeting of the Company convened to be held at 11:00 a.m. on Monday, 7 November 2022 at Conference Room, Room 815-818, 8/F, China Insurance Group Building, No. 141 Des Voeux Road Central, Central, Hong Kong or any adjournment thereof, for the purpose of considering and, if thought fit, approving the Change of Company Name
“Share(s)”	ordinary shares of HK\$0.004 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



F A R N O V A

FARNOVA GROUP HOLDINGS LIMITED

法諾集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 08153)

Executive Directors:

Mr. Mou Zhongwei (*Chairman*)
Ms. Liu Ching Man
Mr. Li Guangying

Non-executive Directors:

Ms. Wang Dongmei
Mr. Ye Wenxue

Independent Non-executive Directors:

Mr. Luo Ji
Mr. Lui Chi Kin
Ms. Cai Ying

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Room 1104A, 11/F,
Kai Tak Commercial Building,
317–319 Des Voeux Road Central,
Sheung Wan, Hong Kong

13 October 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 13 October 2022 in relation to the Change of Company Name.

The purpose of this circular is to provide the Shareholders, among other things, further details of the Change of Company Name and the notice of SGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 13 October 2022 that it proposed to change the English name of the Company from “Farnova Group Holdings Limited” to “Jiading International Group Holdings Limited”, and the secondary name of the Company in Chinese from “法諾集團控股有限公司” to “嘉鼎國際集團控股有限公司”.

Conditions for the Change of Company Name

The proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (a) the passing of a special resolution by the Shareholders at the SGM to approve, among others, the Change of Company Name; and
- (b) the Registrar of Companies in Bermuda having approved the Change of Company Name.

The relevant filing with the Registrar of Companies in Bermuda will be made after the passing of the special resolution regarding the Change of Company Name at the SGM. Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the proposed Change of Company Name will provide the Company with a new corporate image and identity which will benefit the Company’s future business development. Therefore, the Board considers that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders or daily business operation of the Company and its financial position. All existing share certificates in issue bearing existing name of the Company will, after the Change of Company Name, continue to be evidence of legal title and valid for all purposes (including for the purposes of trading, settlement, registration and delivery). Accordingly, there will not be any arrangement for the exchange of the share certificates of the Company under its existing name for new share certificates under the new name of the Company. Once the Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the Company will change the English and Chinese stock short names of the Company for trading in the securities on GEM after the Change of Company Name becomes effective. Subject to the Change of Company Name becoming effective, the Company will also adopt a new logo and a new website address.

SGM

The SGM will be convened and held at 11:00 a.m. on Monday, 7 November 2022 at Conference Room, Room 815-818, 8/F, China Insurance Group Building, No. 141 Des Voeux Road Central, Central, Hong Kong, for the purpose of considering, and, if thought fit, approving, the Change of Company Name. In compliance with the GEM Listing Rules, the resolutions will be voted on by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions in relation to the Change of Company Name and the to be proposed at the SGM.

The notice convening the SGM is set out on pages 7 to 9 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong as soon as possible but in an event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Change of Company Name is in the interests of the Company and the Shareholders as a whole, and accordingly, the Directors recommend the Shareholders to vote in favour of the resolution approving the Change of Company Name at the SGM.

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 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

By Order of the Board of

Farnova Group Holdings Limited

Mou Zhongwei

Chairman

NOTICE OF SGM



F A R N O V A

FARNOVA GROUP HOLDINGS LIMITED

法諾集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 08153)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“**SGM**”) of Farnova Group Holdings Limited (“**Company**”) will be held at 11:00 a.m. on Monday, 7 November 2022 at Conference Room, Room 815-818, 8/F, China Insurance Group Building, No. 141 Des Voeux Road Central, Central, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution of the Company as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Farnova Group Holdings Limited” to “Jiading International Group Holdings Limited”, and the secondary name of the Company in Chinese from “法諾集團控股有限公司” to “嘉鼎國際集團控股有限公司”, with effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively, and the directors of the Company be and are hereby authorised to do all such acts, and execute all such documents as their absolute discretion, deem fit in order to effect such change of name.”

By Order of the Board
Farnova Group Holdings Limited
Mou Zhongwei
Chairman

Hong Kong, 13 October 2022

NOTICE OF SGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Room 1104A, 11/F,
Kai Tak Commercial Building,
317–319 Des Voeux Road Central,
Sheung Wan, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the SGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM, and in such event, such form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the SGM, 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 this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
5. A form of proxy for use at the SGM is attached herewith.
6. Any voting at the SGM shall be taken by poll.
7. The form of proxy shall be signed by the shareholder of the Company or his/her attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
8. The register of members of the Company will be closed from Wednesday, 2 November to Monday, 7 November 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all share transfers accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 1 November 2022 for such purpose.

NOTICE OF SGM

As of the date of this notice, the executive Directors are Mr. Mou Zhongwei, Ms. Liu Ching Man and Mr. Li Guangying; the non-executive Directors are Ms. Wang Dongmei and Mr. Ye Wenxue; and the independent non-executive Directors are Mr. Luo Ji, Mr. Lui Chi Kin and Ms. Cai Ying.

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 GEM website <http://www.hkgem.com> for at least 7 days from the date of its publication. This notice will also be published on the Company’s website at www.irasia.com/listco/hk/farnova.