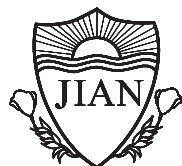


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Jian ePayment Systems Limited, you should at once hand this circular to the purchaser, transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



Jian ePayment Systems Limited

華普智通系統有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8165)

**GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Jian ePayment Systems Limited (the “**Company**”) to be held at 11/F, Hantang Plaza, Overseas Chinese Town, Shenzhen, PRC on 23 June 2020 at 10:00 a.m. is set out on pages 11-14 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. If you are unable to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

* *For identification only*

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF
HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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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LETTER FROM THE BOARD



Jian ePayment Systems Limited

華普智通系統有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8165)

Board of Directors:

Executive Directors:

Mr. Wang Jiang Wei

Mr. Wang Tie Jian

Non-executive Directors:

Mr. Huang Zhang Hui (*Chairman*)

Mr. Hu Hai Yuan

Independent non-executive Directors:

Mr. Luo Ze Min

Dr. Xia Ting Kang

Head Office:

Suite 1501A, 15/F., Tower 1,

China Hong Kong City,

33 Canton Road,

Tsim Sha Tsui, Kowloon,

Hong Kong

Registered Office:

Cricket Square,

Hutchins Drive, P.O. Box 2681,

Grand Cayman, KY1-1111

Cayman Islands

Hong Kong

22 May 2020

To Shareholders of the Company

Dear Sir or Madam,

**GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the annual general meeting (the “AGM”) of the Company to be held on 23 June 2020.

* *For identification only*

LETTER FROM THE BOARD

BACKGROUND

On 17 May 2019, resolutions were passed by the shareholders of the Company granting general unconditional mandates (“**General Mandates**”) to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to:

- (a) allot, issue and deal with ordinary shares of the Company (“**Shares**”) not exceeding 20% of the total number of issued Shares as at 17 May 2019;
- (b) repurchase Shares not exceeding 10% of the total number of the issued Shares as at 17 May 2019; and
- (c) add to the General Mandate for issuing Shares set out in paragraph (a) above the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in paragraph (b) above.

The above General Mandates will lapse at the conclusion of the annual general meeting to be held on 23 June 2020 and the purpose of this circular is to request your support of granting new General Mandates as referred to below.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) the Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing the ordinary resolution (the “**Repurchase Mandate**”).

The Repurchase Mandate, if approved, will continue in force until 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; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.

The Company may only repurchase its Shares on GEM if:

- (i) the Shares proposed to be repurchased by the Company are fully paid up;
- (ii) the Company has previously sent to its shareholders the explanatory statement set out in Appendix I to this circular; and
- (iii) the shareholders of the Company have in general meeting approved the Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

LETTER FROM THE BOARD

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”), in particular Rule 13.08, is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution for approving the Repurchase Mandate.

GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will also be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to issue new Shares up to 20% of the total number of the issued Shares as at the date of the passing of the ordinary resolution (“**New Issue Mandate**”, together with the Repurchase Mandate shall collectively be referred as “**New General Mandates**”).

As at 15 May 2020 (being the latest practicable date for ascertaining certain information prior to the printing of this circular (the “**Latest Practicable Date**”)), there were 2,324,301,136 Shares in issue. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the exercise of the New Issue Mandate in full would result in a maximum of 464,860,227 Shares (representing 20% of the total number of the issued Shares as at the Latest Practicable Date) being issued by the Company during the period from the date of resolution granting the New Issue Mandate until 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; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.

In addition, it is further proposed, by way of another ordinary resolution, that the New Issue Mandate be extended so that the Directors be given a general mandate to issue further number of Shares equal to the total number of Shares repurchased under the Repurchase Mandate. Any issue of new Shares is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares. An application will be made to the Stock Exchange for the listing of and permission to deal in such new Shares if and when new Shares are issued pursuant to the New Issue Mandate.

RE-ELECTION OF DIRECTORS

In accordance with the requirement of the articles of association of the Company, Mr. Huang Zhang Hui (non-executive director) and Dr. Xia Ting Kang (independent non-executive director) will retire from office at the AGM, and being eligible, will offer themselves for re-election.

The Board has received from Dr. Xia an annual confirmation on his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Board is not aware of any circumstance that might influence the independence of Dr. Xia and considers Dr. Xia to be independent. The Board is satisfied that, taking into account, among others, the valuable insights, useful guidance and independent judgment provided to the Board by Dr. Xia, Dr. Xia is of such

LETTER FROM THE BOARD

character, integrity and experience commensurate with office of an independent non-executive Director. Dr. Xia's professional background, knowledge and experience have also contributed to the diversity of the Board. Based on the above mentioned considerations, the Board, on the recommendation of the nomination committee of the Company, would recommend Dr. Xia for re-election at the AGM.

To enable shareholders to make an informed decision on the re-election of the retiring Directors, the details of the retiring Directors, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for the information of shareholders.

RE-APPOINTMENT OF AUDITORS

Messrs. RSM Hong Kong Certified Public Accountants will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board proposes to re-appoint Messrs. RSM Hong Kong Certified Public Accountants as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company to be held in 2021.

ANNUAL GENERAL MEETING

The following are the details of the AGM:

Date: 23 June 2020

Time: 10:00 a.m.

Venue: 11/F, Hantang Plaza, Overseas Chinese Town, Shenzhen, PRC

The notice convening the AGM is set out on pages 11–14 of this circular. Resolutions nos. 4 to 6 as set out in the notice of AGM related to the New General Mandates will be proposed as ordinary resolutions at the AGM for your consideration and approval. A form of proxy for the AGM is enclosed with this circular. If you are unable to attend at the AGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the AGM will therefore demand for a poll for every resolution put forward at the AGM in accordance with Article 66(a) of the Company's articles of association.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed from 18 June 2020 to 23 June 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 June 2020.

RECOMMENDATION

The Directors consider that the granting of the New General Mandates, the re-election of Directors and the re-appointment of auditors are in the best interests of the Company and the shareholders as a whole and so recommend the shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Huang Zhang Hui
Chairman

* *For identification only*

**Jian ePayment Systems Limited****華普智通系統有限公司***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8165)

EXPLANATORY STATEMENT

The following is the Explanatory Statement required to be sent to shareholders pursuant to Rule 13.08 of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in connection with the proposed Repurchase Mandate which, if approved, would authorise directors of the Company to repurchase ordinary shares of HK\$0.05 each (“**Shares**”) in the Company.

(a) Number of Shares which may be repurchased

As at the Latest Practicable Date, there were 2,324,301,136 Shares in issue. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the exercise of the Repurchase Mandate in full would result in a maximum of 232,430,113 Shares (representing 10% of the total number of issued Shares as at the Latest Practicable Date) being repurchased by the Company during the period from the date of resolution granting the Repurchase Mandate until 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; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

(b) Reasons for proposed repurchase of Shares

The directors of the Company (“**Directors**”) believe that it is in the interests of the Company and its shareholders to have a general authority from shareholders to enable the Directors to purchase Shares on GEM. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and its shareholders.

(c) Source of funds

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its articles of association and the laws of the Cayman Islands, including funds from the Company’s available cashflow or working capital facilities.

* *For identification only*

(d) Effect of exercising the Repurchase Mandate

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2019 annual report of the Company) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

(e) Who may sell Shares in the event the Repurchase Mandate is exercised

The GEM Listing Rules prohibit the Company from knowingly purchasing Shares from a “connected person”, that is, a director, chief executive, substantial shareholder or management shareholder of the Company or any of their associates (as defined in the GEM Listing Rules). A connected person (as defined in the GEM Listing Rules) shall not knowingly sell his Shares to the Company.

No core connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, nor has any connected person undertaken not to do so, in the event that the Company is authorised to make purchases of Shares.

None of the Directors or, 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, to sell any Shares to the Company or its subsidiaries.

(f) Directors’ undertaking

The Directors have undertaken to the Stock Exchange that, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

(g) The Hong Kong Code on Takeovers and Mergers

If, as a result of a repurchase of Shares, a shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of The Hong Kong Code on Takeovers and Mergers and Share Repurchases (the “**Takeovers Code**”). In certain circumstances, a shareholder or a group of shareholders acting in concert could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any person who would be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, if the Company was to exercise the Repurchase Mandate in full.

(h) No purchases of Shares by the Company

The Company has not purchased any Shares in the six months preceding the Latest Practicable Date, whether on GEM or otherwise. Also, the Company will not make any repurchases causing its shareholding fall short of the 25% public float requirements under GEM Listing Rules.

(i) Shares prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the previous twelve months prior to the Latest Practicable Date were as follows:

	Shares	
	Highest HK\$	Lowest HK\$
2019		
March	0.037	0.037
April	0.037	0.037
May	0.037	0.037
June	0.037	0.037
July	0.037	0.037
August	0.037	0.037
September	0.037	0.037
October	0.037	0.037
November	0.037	0.037
December	0.037	0.037
2020		
January	0.037	0.037
February	0.037	0.037
March	0.037	0.037
April	0.037	0.037
May (up to the Latest Practicable Date)	0.037	0.037

Note: Pursuant to Rule 9.04 of the GEM Listing Rules, trading in the shares of the Company has been suspended with effect from 9:00 a.m. on 15 May 2018 and will remain suspended until further notice.

Set out below are the details of the directors proposed to be re-elected at the AGM.

Mr. Huang Zhang Hui (“Mr. Huang”)

Mr. Huang, aged 50, is a non-executive director of the Company. Mr. Huang is also the chairman of the Company and a member of each of the audit committee, remuneration committee and nomination committee of the Company. Mr. Huang is currently the general manager and executive partner of 深圳眾鼎專利商標代理事務所. Mr. Huang has over 20 years of experience in the field of intellectual property and management of legal affair of enterprises. In the past, Mr. Huang has served as the general manager and intellectual property founder of the intellectual property and legal office (知識產權及法務處) under BYD Company Limited. Mr. Huang holds a bachelor degree in chemistry from Nankai University and a master degree in law from Peking University.

Mr. Huang has not entered into any service contract with the Company and has no fixed term of service. The appointment of Mr. Huang is subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Huang is entitled to a director’s fee of RMB120,000 per month and discretionary allowances and benefits in kind as determined by the Board from time to time with reference to his qualification, duties and responsibilities with the Company, the Company’s performance and prevailing market conditions.

As at the Latest Practicable Date, Mr. Huang had 20,316,027 options for subscription of the Shares, being interests in the securities of the Company within the meaning of Part XV of the SFO.

Dr. Xia Ting Kang (“Dr. Xia”)

Dr. Xia, aged 64, is an independent non-executive director of the Company. Dr. Xia is also a member of each of the audit committee, remuneration committee and nomination committee of the Company. Dr. Xia holds a bachelor of science degree in physics from Peking University, a doctor of philosophy degree in physics from The Ohio State University and a juris doctor degree from Columbia University School of Law. Dr. Xia is currently a senior partner in the Atlanta office of an international law firm, Locke Lord LLP and a registered U.S. patent attorney, specializing in international practice and intellectual property practice. Dr. Xia advises clients in all phases of intellectual property law, including the US. and foreign patent, trademark and copyright prosecution, clearance, infringements, validity opinions, and licensing. Prior to his legal career, he was a physicist and had made outstanding achievements in various domains in physics. Dr. Xia also advises clients of international corporate law. Dr. Xia is currently a non-executive director of Hybrid Kinetic Group Limited, a limited company incorporated in Bermuda with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 1188).

Dr. Xia has not entered into any service contract with the Company, and has no fixed term of service. His appointment would be subject to retirement by rotation and re-election at the annual general meeting of the Company. Dr. Xia is entitled to a director’s fee of

RMB120,000 per month and discretionary allowances and benefits in kind as determined by the Board from time to time with reference to his qualification, duties and responsibilities with the Company, the Company's performance and prevailing market conditions.

As at the Latest Practicable Date, Dr. Xia did not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

OTHER INFORMATION

Each of Mr. Huang and Dr. Xia is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed, each of Mr. Huang and Dr. Xia did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date.

Other than those disclosed above in relation to re-election of each of Mr. Huang and Dr. Xia, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Jian ePayment Systems Limited

華普智通系統有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8165)

NOTICE IS HEREBY GIVEN that the annual general meeting of the members of Jian ePayment Systems Limited (the “**Company**”) will be held at 11/F, Hantang Plaza, Overseas Chinese Town, Shenzhen, PRC on 23 June 2020 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2019.
2. (i) To authorize the board of directors to fix all the directors’ remuneration.
(ii) (a) To re-elect Mr. Huang Zhang Hui as a non-executive director.
(b) To re-elect Dr. Xia Ting Kang as an independent non-executive director.
3. To re-appoint auditors of the Company and to authorize the board of directors to fix their remuneration.
4. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (A) subject to paragraph (C) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (otherwise than by way of rights issue or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time) additional shares in the share capital of the Company and to make or grant any offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

* *For identification only*

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorization given to the directors and shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant any offers, agreements and options which would or might require the exercise of such powers either during or after the end of the Relevant Period (as hereinafter defined);
- (C) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 20% of the total number of the issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (D) 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;
 - (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; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“rights issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted 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.”

5. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined in resolution 4(D) set out in the Notice of this Meeting) of all the powers of the Company to repurchase the issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which shares in the capital of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this

NOTICE OF ANNUAL GENERAL MEETING

purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and

(B) the total number of shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (A) of this resolution during the Relevant Period (as defined in resolution 4(D) set out in the Notice of this Meeting) shall not exceed 10% of the total number of the issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly.”

6. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions Nos. 4 and 5 (as set out in the Notice of this, Meeting), the unconditional general mandate granted to the directors of the Company and for the time being in force to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution No. 4 (as set out in the Notice of this Meeting) be and is hereby extended by the addition to the total number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such unconditional general mandate of an amount representing the total number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5 (as set out in the Notice of this Meeting), provided that such extended amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution.”

By Order of the Board of
Jian ePayment Systems Limited
Huang Zhang Hui
Chairman

Hong Kong, 22 May 2020

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy and (if require by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be delivered to the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited, 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 or

NOTICE OF ANNUAL GENERAL MEETING

adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

3. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed from 18 June 2020 to 23 June 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 June 2020.