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YU TAK INTERNATIONAL HOLDINGS LIMITED
御德國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08048)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Annual General Meeting”) of Yu Tak International Holdings Limited (the “Company”) will be held at 13/F, Building 1A, Shangzhi Science Park, Fenghuang Street, Guangming District, Shenzhen, P.R.C. on Tuesday, 20 June 2023, at 2:00 p.m. (Beijing/Hong Kong time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Director(s)”) and the independent auditors for the year ended 31 December 2022;
2. (a) to re-elect Mr. Chen Yin as an executive Director;
(b) to re-elect Ms. Zhao Xiaxia as an independent non-executive Director; and
(c) to elect Mr. Poon Hon Yin as an independent non-executive Director;
3. to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
4. to re-appoint the auditors of the Company and to authorise the Board to fix their remuneration;
5. by way of special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “GEM Listing Rules”), the exercise by the Directors during the Relevant

Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue or deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this ordinary resolution); or (ii) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company (the “**Bye-Laws**”) in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this ordinary resolution; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing 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 Bye-Laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrant, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of shares as at that date (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 or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all powers of the Company to repurchase its own shares, subject to paragraph (b) below, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company on the GEM of the Stock Exchange or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing 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 Bye-Laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

7. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT** the general mandate granted to the Directors pursuant to the resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot, issue or deal with unissued shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power, be and is hereby extended by the aggregate nominal amount of shares in the share capital of the Company repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the

Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

8. By way of special business, to consider and, if thought fit, pass with or without modification the following as special resolution:

“THAT, AS A SPECIAL RESOLUTION:

- (A) the proposed amendments to the existing Bye-Laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 10 May 2023, be and are hereby approved, such that the existing Bye-Laws of the Company be and are hereby amended by the Proposed Amendments;
- (B) the amended and restated Bye-Laws of the Company (the “**New Bye-Laws**”, a copy of the document marked “A” and initialled by the chairman of the Annual General Meeting of the Company for the purpose of identification), incorporating the Proposed Amendments, be and are hereby approved and adopted as the Bye-Laws of the Company, in substitution for, and to the exclusion of, the existing Bye-Laws with immediate effect after the close of the Annual General Meeting of the Company; and
- (C) any Director, company secretary and/or the registered office provider of the Company be and is hereby authorised to execute and deliver all such documents and do all such acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient, in connection with the Company’s adoption of the New Bye-Laws, including arranging for any necessary filings.”

By Order of the Board
Yu Tak International Holdings Limited
Li Xia
Chairman

Hong Kong, 10 May 2023

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:

35/F Infinitus Plaza
199 Des Voeux Road Central,
Sheung Wan, Hong Kong

Notes:

1. A form of proxy for use at the Annual General Meeting or any adjournment thereof is enclosed.
2. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint another person as his proxy to attend, speak and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to appoint one or more proxy(ies) to attend and, subject to the Bye-Laws of the Company, to vote on his behalf. A proxy need not be a shareholder of the Company but must present in person at the Annual General Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting, if he/she/it so wishes.
4. In relation to the proposed ordinary resolution no. 5 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited. The Directors have no immediate plans to issue any new securities of the Company pursuant to the said general mandate other than shares which may fall to be issued upon the exercise of any options granted under the share option scheme of the Company or any scrip dividend scheme.
5. If two or more persons are joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). 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 the joint holding.
6. The register of members of the Company will be closed from 14 June 2023 to 20 June 2023 (both days inclusive), during which period no transfer of shares in the Company shall be registered. In order to qualify for the proposed Annual General Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 13 June 2023.
7. As at the date of this notice, the Board comprises three executive Directors, namely, Ms. Li Xia, Mr. Chong Yu Ping and Mr. Chen Yin and three independent non-executive Directors, namely, Mr. Lam Tin Faat, Ms. Na Xin and Ms. Zhao Xiaxia.
8. A circular containing, inter alia, details of the proposed general mandate to issue and repurchase shares of the Company and the proposed repurchase mandate and information of the retiring Directors who are proposed to be re-elected at the Annual General Meeting, will be dispatched to the shareholders of the Company.
9. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.

10. If Typhoon Signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.hkjewelry.net and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.