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英記茶莊
YING KEE TEA HOUSE

YING KEE TEA HOUSE GROUP LIMITED
英記茶莊集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8241)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Annual General Meeting**") of Ying Kee Tea House Group Limited (the "**Company**") will be held at 8/F., Wah Shing Centre, 5 Fung Yip Street, Siu Sai Wan, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the report of the directors and the independent auditor's report for the year ended 31 March 2025.

2. (A) To re-elect Mr. Lee Wai Ho as an independent non-executive director of the Company.

2. (B) To re-elect Dr. Ip Wai Hung as an independent non-executive director of the Company.

3. To authorise the board of directors of the Company (the "**Directors**") to fix the remuneration of the Directors.

4. To re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the Directors to fix the remuneration of the auditor.

5. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the shareholders of the Company:

(A) "**THAT**:

(a) subject to paragraph (c) of this Resolution and pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Companies Ordinance**"), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the "**Share(s)**") and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares in the Company) which could or might require the exercise of such powers be generally and unconditionally approved;

(b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

i. a Rights Issue (as defined below);

ii. any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of Shares or rights to acquire Shares;

iii. any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; and

iv. an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any of the securities which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the aggregate number of Shares (excluding treasury shares) in issue at the date of passing this Resolution;

(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, the Companies Ordinance or any applicable laws; and

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 an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions 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 of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company); and

(e) any reference to an allotment, issue, grant or offer of, or dealing with, shares of the Company shall include a sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**GEM Listing Rules**") and all applicable laws and regulations."

(B) "**THAT**:

(a) subject to paragraph (b) of this Resolution, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange on which the securities of the Company may be listed as amended from time to time;

(b) the aggregate number of Shares which may be bought back on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Takeovers Code pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury shares) at the date of passing of this Resolution;

(c) 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, the Companies Ordinance or any applicable laws; and

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."

(C) "**THAT** subject to the passing of the resolutions set out in items 5(A) and 5(B) in the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5(A) of the Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to items 5(B), provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (excluding any treasury shares) at the date of passing of this Resolution."

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

"**THAT**:

(a) subject to the Companies Ordinance, the GEM Listing Rules and the terms and conditions of the share option scheme adopted by the shareholders of the Company on 14 March 2018 (the "**Share Option Scheme**"), a mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period all the powers of the Company to grant options to subscribe for Shares and/or to make or grant offers of options under the Share Option Scheme that would or might require Shares to be allotted and/or options to be granted under the Share Option Scheme provided that the total number of Shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted upon the exercise of all options granted or to be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue immediately following the completion of the Share Offer (as defined in the prospectus of the Company dated 23 March 2018) or any refreshment thereafter, subject to adjustment in the case of subdivision or consolidation of Shares;

(b) the approval in paragraph (a) of this ordinary resolution shall authorise the Directors during the Relevant Period to grant options and/or make offers of options under the Share Option Scheme which would or might require Shares to be allotted and/or options to be granted under the Share Option Scheme after the end of the Relevant Period; and

(c) 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, the Companies Ordinance or any applicable laws; and

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."

By order of the Board
Ying Kee Tea House Group Limited
Chan Kwong Yuen
Chairman

Hong Kong, 22 July 2025

Registered Office:
8/F., Wah Shing Centre
5 Fung Yip Street
Siu Sai Wan
Hong Kong

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the Stock Exchange website at www.hkexnews.hk and the Company's website at www.yingkeetea.com in accordance with the GEM Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

3. A form of proxy for use at the Annual General Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Wednesday, 20 August 2025) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.

4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should he so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.

6. For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 18 August 2025 to Friday, 22 August 2025, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 August 2025.

7. If typhoon signal no. 8 or above or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is hoisted or remains hoisted at 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 Stock Exchange website at www.hkexnews.hk and the Company's website at www.yingkeetea.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

8. The translation into Chinese language of the Notice is for reference only. If case of inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Chan Kwong Yuen, Mr. Chan Kun Yuen and Mr. Chan Shu Yuen as executive Directors of the Company; Dr. Ip Wai Hung, Ms. Hon Yin Wah and Mr. Lee Wai Ho as independent non-executive Directors.

This notice, for which the Directors of the Company 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 Stock Exchange website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at www.yingkeetea.com.