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YING HAI GROUP HOLDINGS COMPANY LIMITED
瀛海集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8668)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Ying Hai Group Holdings Company Limited (the "**Company**") pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

The board (the "**Board**") of directors (the "**Directors**") of the Company proposes to make certain amendments (the "**Proposed Amendments**") to the existing amended and restated memorandum and articles of association of the Company (the "**Existing Memorandum and Articles of Association**"), for the purpose of, inter alia, (i) allowing the Company's general meeting to be held in the form of an electronic meeting or a hybrid meeting and providing for voting by electronic means; (ii) bringing the Existing Memorandum and Articles of Association in line with the latest legal and regulatory requirements in relation to electronic dissemination of corporate communications by listed issuers; (iii) modernizing and providing flexibility to the Company in relation to the conduct of general meetings; (iv) allowing the Company to hold repurchased shares in treasury and (v) incorporating other consequential and house keeping amendments; and to adopt the second amended and restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments (the "**New Memorandum and Articles of Association**"). The Board is of the view that the Proposed Amendments are in the interests of the Company and its shareholder (the "**Shareholder(s)**") as a whole.

The Proposed Amendments as well as the adoption of the New Memorandum and Articles of Association are subject to approval by the Shareholders by way of a special resolution at the annual general meeting of the Company (the "**AGM**") to be held on 29 May 2026 or any adjourned meeting and will become effective upon the approval by the Shareholders at the AGM. A circular of the Company containing, among others, the details of the Proposed Amendments as well as the proposed adoption of the New Memorandum and Articles of Association, together with the notice of the AGM and the proxy form, will be despatched to the Shareholders in due course.

By order of the Board
Ying Hai Group Holdings Company Limited
Choi Wai Chan
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 20 March 2026

As at the date of this announcement, the executive Directors are Mr. Choi Wai Chan and Ms. Zou Shuer; and the independent non-executive Directors are Mr. Sou Sio Kei, Mr. Rodrigues Cesar Ernesto and Mr. Hu Chung Ming.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its posting. This announcement will also be published on the Company's website at www.yinghaiholding.com.