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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 Y. T. Realty Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Y. T. REALTY GROUP LIMITED
渝太地產集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 75)

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

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 33rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and via electronic facilities on Thursday, 19 May 2022 at 11:00 a.m. or any adjournment thereof (as the case may be) is set out on pages 11 to 14 of this circular. Special arrangements will be implemented at the AGM, details of which are set out on pages ii and iii of this circular. A proxy form for use in connection with the AGM is enclosed with this circular. All shareholders (other than those who are required to attend the AGM in person, including the chairman of the AGM) wishing to attend and vote at the AGM electronically should follow the instructions set out in the accompanying notification letter or appoint the chairman of the AGM or other persons as their proxies to attend and/or vote at the AGM electronically on their behalf by completing the accompanying proxy form in accordance with the instructions printed thereon and returning it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM electronically or any adjourned meeting (as the case may be) should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purposes only

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SPECIAL ARRANGEMENTS FOR THE AGM

In view of the uncertainty of the development of the Covid-19 pandemic and/or requirements and guidelines for social distancing that may be in force at the time of the AGM (the “Restrictions”), the following special arrangements will be implemented at the AGM.

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

The AGM will be held at 33rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong by means of electronic facilities. The chairman of the AGM, Directors and/or other senior staff members who are Shareholders or proxies will attend the AGM in person, and all other Shareholders are requested to participate in the AGM electronically. For so long as the Restrictions are in place, **NO OTHER SHAREHOLDER, PROXY OR CORPORATE REPRESENTATIVE SHOULD ATTEND THE AGM IN PERSON**. Any person who attempts to do so in breach of the Restrictions will be excluded from, and will not be permitted entry to, the venue of the AGM. Shareholders who attend the AGM electronically will be counted towards the quorum and they will also be able to vote on all the resolutions put to the AGM and communicate at the AGM via electronic means.

Registered Shareholders

Registered Shareholders will be able to attend and vote at the AGM electronically by following the instructions set out in the accompanying notification letter (the “Notification Letter”). The Notification Letter contains details regarding the AGM arrangements, instructions and designated log-in usernames and passwords to attend and vote at the AGM via electronic means. Registered Shareholders will be able to attend the AGM at the start of the AGM until its conclusion. Any authority and instruction to proxy will be revoked if the Shareholder attends and votes electronically at the AGM.

Any corporation which is a registered Shareholder can appoint one or more proxies or corporate representatives to exercise on its behalf all of its powers as a Shareholder. If you appoint a proxy or corporate representative and they wish to attend the AGM electronically, they will need to provide an email address to arrange for the designated log-in username and password to be sent to them by the Company’s Hong Kong branch share registrar and transfer office, Tricor Abacus Limited (the “Registrar”). Please either complete and return the form of proxy in accordance with the instructions printed thereon or contact the Registrar via their hotline set out below no later than 11 a.m. on 17 May 2022 for the necessary arrangements.

Non-registered Shareholders

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the “Intermediary”) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, you will be asked to provide an email address to arrange for the designated log-in username and password to be sent to you by the Registrar.

Any non-registered Shareholder, proxy or corporate representative who has provided an email address to arrange for the designated login details to be sent to them for attending the AGM electronically but has not received such login details by 11:00 a.m. on Wednesday, 18 May 2022 should reach out to the Registrar via their hotline set out below for assistance immediately.

SPECIAL ARRANGEMENTS FOR THE AGM

Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. The set of login details provided to each Shareholder, proxy and corporate representative is designated for use by the user only. Please keep the login details in safe custody for use at the AGM and do not disclose them to anyone else or allow anyone else to use them. It is the user's own responsibility to ensure that they have a sufficient internet connection and an adequate device for accessing Tricor e-Meeting System. Neither the Company nor its agents assume(s) any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

APPOINTMENT OF PROXY

The Company strongly encourages Shareholders to vote on all the resolutions put to the AGM in advance of the AGM by completing a proxy form appointing the chairman of the AGM or a person of their choice as their proxy to vote at the AGM in accordance with their instructions and returning the completed proxy form(s) to the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). This is to ensure that your vote is counted if you are unable to attend the AGM electronically. If you appoint a proxy, other than the chairman of the AGM, and they wish to attend the AGM electronically, they will need to provide an email address to arrange for the designated log-in username and password to be sent to them by the Registrar. If no email address is provided, your proxy cannot attend and vote at the AGM electronically. Completion and return of the proxy form will not preclude a Shareholder from subsequently attending and voting at the AGM electronically or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Due to constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders should check the latest requirements or guidelines for social distancing at the time of the AGM. Shareholders should also monitor the Company's website at www.ytrealtygroup.com.hk, as well as its Stock Exchange announcements, for the latest information on any restrictions or additional procedures that will be in place at the AGM or any changes to the special arrangements mentioned in this circular.

If you have any queries on the above special arrangements including how you, your proxy or representative may attend and/or vote at the AGM electronically, please contact the Registrar via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened at 33rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 19 May 2022 at 11:00 a.m.
“Audit Committee”	the audit committee of the Company established as a committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares set out as Ordinary Resolution No. 4(A) in the Notice of AGM
“Bye-laws”	the bye-laws of the Company
“Company”	Y. T. Realty Group Limited, a company incorporated in Bermuda with limited liability with Shares listed on the Main Board of the Stock Exchange (Stock Code: 75)
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Company established as a committee of the Board
“Extension Mandate”	a general mandate proposed to be granted to the Directors to extend the number of Shares which may be allotted and issued by the Directors under the Issue Mandate by such number of Shares that are repurchased by the Company under the Buy-back Mandate set out as Ordinary Resolution No. 4(C) in the Notice of AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot and issue Shares set out as Ordinary Resolution No. 4(B) in the Notice of AGM
“Latest Practicable Date”	8 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the rules governing the listing of securities made by the Stock Exchange
“Nomination Committee”	the nomination committee of the Company established as a committee of the Board
“Notice of AGM”	the notice convening the AGM set out on pages 11 to 14 of this circular
“Remuneration Committee”	the remuneration committee of the Company established as a committee of the Board
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“\$”	the Hong Kong dollar
“%”	per cent

LETTER FROM THE BOARD



Y. T. REALTY GROUP LIMITED 渝太地產集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 75)

Executive Director

WONG Hy Sky (former English name: Huang Yun)

(Chairman and Managing Director)

YUEN Wing Shing

Independent Non-executive Director

NG Kwok Fu

LUK Yu King, James

LEUNG Yu Ming, Steven

Registered office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business in Hong Kong

25th Floor, China Resources Building

26 Harbour Road

Wanchai

Hong Kong

13 April 2022

To Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to give you the Notice of AGM and information regarding the following proposals to be put forward for Shareholders' approval in the AGM: (i) the re-election of retiring Directors; and (ii) the grant of the Buy-back Mandate, the Issue Mandate and the Extension Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

Mr. Ng Kwok Fu and Mr. Leung Yu Ming, Steven retire from office by rotation at the AGM in accordance with Bye-law 87. The above retiring Directors, being eligible, offer themselves for re-election.

* *For identification purposes only*

LETTER FROM THE BOARD

Mr. Ng and Mr. Leung have served the Board for more than 9 years. The Nomination Committee, having reviewed and assessed their independence based on the independence criteria set out within Rule 3.13 of the Listing Rules and their annual confirmation of independence, has considered them to be still independent notwithstanding their long service to the Company. The Nomination Committee is also satisfied that Mr. Ng and Mr. Leung possess the required character, integrity and experience to continue to fulfil the role of Independent Non-executive Director.

The Nomination Committee has further considered the suitability of Mr. Ng and Mr. Leung for re-appointment as Directors against the criteria described in the nomination policy and the board diversity policy adopted by the Company, and has formed the view that they continue to contribute effectively to the operation of the Board and are committed to their roles. The Nomination Committee has therefore recommended, and the Board has accepted the Nomination Committee's recommendation of, the re-appointment of each of Mr. Ng and Mr. Leung as an Independent Non-executive Director by means of a separate resolution to be voted on by Shareholders in the AGM.

Particulars of Mr. Ng and Mr. Leung are set out in Appendix I to this circular.

3. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the last annual general meeting of the Company, held on 18 May 2021, the Directors were granted a general mandate to allot, issue and otherwise deal with Shares and a general mandate to repurchase Shares. These mandates expire at the conclusion of the AGM. The Directors propose to seek your approval at the AGM for the grant of:

- (a) the Buy-back Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of the relevant resolution;
- (b) the Issue Mandate to issue Shares up to a maximum of 20% of the Shares in issue as at the date of the relevant resolution; and
- (c) the Extension Mandate.

On the basis of 799,557,415 Shares in issue as at the Latest Practicable Date and assuming that no Shares would be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, if the Issue Mandate referred to above is exercised in full, it will result in the Directors being authorised to issue, allot and deal with a maximum of 159,911,483 Shares.

An explanatory statement on the Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 11 to 14 of this circular and a form of proxy for use at the AGM is enclosed. All Shareholders (other than those who are required to attend the AGM in person, including the chairman of the AGM) wishing to attend and vote at the AGM electronically should follow the instructions set out in the accompanying notification letter or appoint the chairman of the AGM or other persons as their proxies to attend and/or vote at the AGM electronically on their behalf by completing and signing the accompanying proxy form in accordance with the instructions printed thereon and returning it to the Company's Hong Kong branch share registrar and transfer office, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM electronically or any adjourned meeting (as the case may be) should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM shall exercise his right under Bye-law 66(a) of the Bye-laws to demand a poll for each of the resolutions set out in the Notice of AGM.

There are no requirements under the Bermuda Companies Act 1981 that a listed company must count the poll votes or announce the result of a count of poll votes at the general meeting save that a poll demanded for the appointment of a chairman or the adjournment of the general meeting shall be taken forthwith. The poll results of the AGM will be published on the Company's website at www.ytrealtygroup.com.hk as soon as possible after the close of the AGM.

5. RECOMMENDATIONS

The Board considers that the resolutions set out in the Notice of AGM are in the interests of the Company and the Shareholders as a whole and recommends that you vote in favour of all such resolutions at the AGM.

Yours faithfully,
For and on behalf of
Y. T. Realty Group Limited
Wong Hy Sky
Chairman and Managing Director

APPENDIX I PARTICULARS OF RETIRING DIRECTORS SUBJECT TO RE-ELECTION

Ng Kwok Fu, aged 50, was appointed an Independent Non-executive Director on 30 September 2004 and is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Ng holds a certificate in accounting from Grant MacEwan Community College of Canada. He has over 20 years of experience in the marketing, trading, purchasing and developing of construction materials as well as in technical control, support and management in building projects. He is an independent non-executive director of The Cross-Harbour (Holdings) Limited (“Cross-Harbour”), and served as an independent non-executive director of Planetree International Development Limited (formerly known as Yugang International Limited, “Planetree”) until 30 April 2019. Cross Harbour and Planetree are public listed companies in Hong Kong.

Save as disclosed above, Mr. Ng does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor does he hold any positions with the Group, nor did he hold directorships in any other public listed companies in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Ng owned 50,000 Shares and was deemed to be interested in the 40,000 Shares held by his wife for the purposes of Part XV of the SFO. The Company has not entered into any service contract with Mr. Ng, who was last re-elected as an Independent Non-executive Director on 18 May 2020 for a term of approximately three years. This notwithstanding, he is subject to retirement by rotation, removal, vacation or termination of the office as a Director, and disqualification to act as a Director in the manner specified in the Bye-laws, applicable laws and the Listing Rules. Mr. Ng received a Director’s fee of \$340,000 for the year ended 31 December 2021, which was determined by the Board as recommended by the Remuneration Committee, based on market practices, time commitment and level of responsibility. Such fee will be reviewed annually by the Board.

Save as disclosed above, there are no other matters concerning Mr. Ng that need to be brought to the attention of Shareholders, nor is there any information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS SUBJECT TO RE-ELECTION

Leung Yu Ming, Steven, aged 62, was appointed an Independent Non-executive Director on 1 October 2007 and is a member of the Audit Committee and the Nomination Committee, as well as a member and chairman of the Remuneration Committee. Mr. Leung received his bachelor of social science degree from The Chinese University of Hong Kong and master's degree in accountancy from Charles Sturt University of Australia. He is a fellow of the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong. He is also a certified practising accountant in Australia and a practising certified public accountant in Hong Kong. Mr. Leung commenced public practice in auditing and taxation in 1990 and is currently a senior partner in a CPA firm. He has over 30 years of experience in assurance, financial management and corporate finance, having previously worked as assistant vice president in the International Finance and Corporate Finance Department of Nomura International (Hong Kong) Limited. He is an independent non-executive director of Cross Harbour, C C Land Holdings Limited and Suga International Holdings Limited, all being public listed companies in Hong Kong, and served as an independent non-executive director of Planetree until 30 April 2019.

Save as disclosed above, Mr. Leung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor does he hold any positions with the Group, nor did he hold directorships in any other public listed companies in Hong Kong or overseas in the last three years. As at the Latest Practicable date, Mr. Leung did not have any interests in the Shares within the meaning of Part XV of the SFO. The Company has not entered into any service contract with Mr. Leung, who was last re-elected as an Independent Non-executive Director on 18 May 2020 for a term of approximately three years. This notwithstanding, he is subject to retirement by rotation, removal, vacation or termination of the office as a Director, and disqualification to act as a Director in the manner specified in the Bye-laws, applicable laws and the Listing Rules. Mr. Leung received a Director's fee of \$340,000 for the year ended 31 December 2021, which was determined by the Board as recommended by the Remuneration Committee, based on market practices, time commitment and level of responsibility. Such fee will be reviewed annually by the Board.

Save as disclosed above, there are no other matters concerning Mr. Leung that need to be brought to the attention of Shareholders, nor is there any information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This explanatory statement is made pursuant to Rule 10.06(1)(b) of the Listing Rules.

EXERCISE OF THE BUY-BACK MANDATE

Subject to passing of the resolution granting the Directors the Buy-back Mandate at the AGM, the Directors may repurchase on the Stock Exchange securities of the Company up to a maximum of 10% of the share capital of the Company in issue as at the date of passing the said resolution. Exercise in full of the Buy-back Mandate, on the basis of 799,557,415 existing Shares in issue as at the Latest Practicable Date, and on the basis that no further Shares would be issued and/or repurchased by the Company prior to the date of the resolution approving the Buy-back Mandate, could accordingly result in up to 79,955,741 Shares being repurchased by the Company during the period from the date of the resolution granting the Buy-back Mandate until the earlier of the conclusion of the first annual general meeting of the Company following the passing of the said resolution or the revocation or variation of the then existing buy-back mandate by Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing its Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda.

Under Bermuda law, purchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

IMPACT ON WORKING CAPITAL OR GEARING POSITION

As compared with the position as disclosed in the Company's most recent published audited accounts for the year ended 31 December 2021, and taking into account the current working capital position of the Company, the Directors consider that no material adverse effect on the working capital and gearing position of the Company may result in the event that the Buy-back Mandate is exercised in full in the period before the Buy-back Mandate expires. The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (within the meaning ascribed under the Listing Rules) has any present intention, in the event that the Buy-back Mandate is approved by Shareholders at the AGM, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate only in accordance with the Listing Rules and all applicable laws.

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 of voting rights for the purpose of the Takeover Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning ascribed under the Takeover Code), depending on the level of increase of its or their interest, could obtain or consolidate control of the Company following any Share repurchases by the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

The Directors were not aware of any consequences which would arise under the Takeover Code as a result of the exercise of the Buy-back Mandate as at the Latest Practicable Date.

The Company has not repurchased any Shares, whether on the Stock Exchange or otherwise, during the previous 6 months from the Latest Practicable Date.

No core connected person (within the meaning ascribed under the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by Shareholders at the AGM.

The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous 12 months are as follows:

	Highest	Lowest
	\$	\$
2021		
April	1.89	1.65
May	1.78	1.70
June	1.72	1.49
July	1.49	1.11
August	1.42	1.08
September	1.80	1.45
October	1.77	1.67
November	1.84	1.65
December	1.65	1.62
2022		
January	1.65	1.50
February	1.62	1.45
March	1.47	1.45
April (up to and including the Latest Practicable Date)	1.45	1.45

NOTICE OF ANNUAL GENERAL MEETING



Y. T. REALTY GROUP LIMITED 渝太地產集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 75)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Y. T. Realty Group Limited (the “Company”) will be held at 33rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and via electronic facilities on Thursday, 19 May 2022 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2021.
2. To re-elect retiring directors and to fix the directors’ remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix the auditors’ remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in issue, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares to be repurchased by the Company pursuant to the approval of paragraph (a) of this resolution shall not exceed ten per cent (10%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose 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 law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

- (B) **“THAT:**
 - (a) subject to paragraph (c) of this resolution, 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 additional shares in the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares in the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares in the Company) which would or might require shares in the Company to be allotted after the expiry of the Relevant Period (as hereinafter defined);
 - (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Pro-Rata Issue (as hereinafter defined); or (ii) the exercise of rights of subscription, conversion or exchange under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares in the Company; or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the bye-laws of the Company, shall not exceed twenty per cent (20%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares) and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose 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 law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Pro-Rata Issue” means an offer of shares or issue of options, warrants or other securities (including bonus issues or offers) giving the rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company 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).”

(C) **“THAT:**

conditional upon the passing of resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution numbered 4(B) set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the total number of the shares repurchased by the Company under the authority granted pursuant to resolution numbered 4(A) set out in the notice convening this meeting, provided that such extended number of shares shall not exceed ten per cent (10%) of the total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of sub-division and consolidation of shares).”

By order of the board
Y. T. Realty Group Limited
Tong Wui Tung
Company Secretary

Hong Kong, 13 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The “Special Arrangements for the AGM” set out in the Company’s circular to its shareholders dated 13 April 2022 (the “Circular”) shall form part of this notice. As set out in the section headed “Special Arrangements for the AGM” of the Circular, members (other than those who are required to attend the AGM in person, including the chairman of the AGM) are requested to attend and vote at the AGM electronically by following the instructions set out in the notification letter sent by the Company’s Hong Kong branch share registrar and transfer office, Tricor Abacus Limited (the “Registrar”). **The Company strongly encourages members to vote on all the resolutions put to the AGM in advance of the AGM by completing a proxy form appointing the chairman of the AGM or a person of their choice as their proxy to vote at the AGM in accordance with their instructions and returning the completed proxy form(s) to the Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong** as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). This is to ensure that your vote is counted if you are unable to attend the AGM electronically. **Completion and return of the proxy form will not preclude a member from subsequently attending and voting at the AGM electronically or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.**
2. For determining members’ rights to attend and vote at the AGM, the deadline for share registration will be Friday, 13 May 2022. Members should therefore ensure that all transfer documents and accompanying share certificates are lodged for registration with the Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m., Friday, 13 May 2022.