

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Yan Tat Group Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**YAN TAT GROUP HOLDINGS LIMITED**

**恩達集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1480)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
FINAL DIVIDEND,  
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (the “AGM”) to be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 2 June 2022 at 10:00 a.m. is set out on pages 34 to 39 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Tuesday, 31 May 2022.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE AGM**

Please see page 1 of this circular for various measures that might be implemented by the Company at the AGM to try to prevent and control the spread of COVID-19 in view of the latest developments (including relevant regulatory restrictions as imposed by the Hong Kong Government) and in addition to the hygiene measures that may be implemented by The Center. Possible precautionary measures include but are not limited to:

- (1) compulsory body temperature check for each attendee;
- (2) mandatory wearing of a surgical face mask throughout the meeting by each attendee;
- (3) no provision of refreshments or beverages; and
- (4) no distribution of corporate gift.

**Any person who does not comply with the precautionary measures or is subject to any mandatory quarantine imposed by the Hong Kong Government on the date of the AGM or has close contact with any person with confirmed case or under quarantine will be denied entry into the meeting venue. The Company strongly recommends Shareholders to exercise their rights to vote at the AGM by appointing the chairman of the AGM as their proxies and to return their forms of proxy by the time specified above, instead of attending the AGM in person.**

Hong Kong, 26 April 2022

# CONTENTS

	<i>Page</i>
<b>PRECAUTIONARY MEASURES FOR THE AGM</b> .....	1
<b>DEFINITIONS</b> .....	2
<b>LETTER FROM THE BOARD</b>	
Introduction .....	5
Proposed Grant of Issue Mandate, Repurchase Mandate and Extension Mandate .....	6
Proposed Re-election of the Retiring Directors .....	7
Proposed Final Dividend .....	7
Proposed Adoption of the New Memorandum and Articles of Association .....	8
AGM .....	8
Responsibility Statement .....	9
Recommendations .....	9
General .....	9
Miscellaneous .....	9
<b>APPENDIX I — Explanatory Statement on the Repurchase Mandate</b> .....	10
<b>APPENDIX II — Particulars of the Retiring Directors Proposed for Re-election at the AGM</b> .....	13
<b>APPENDIX III — Proposed Amendments to the Memorandum of Association and Articles of Association</b> .....	16
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	34

## PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of attendees and to prevent the spreading of COVID-19, the Company might, in view of the latest developments (including relevant regulatory restrictions as imposed by the Hong Kong Government) and in addition to the hygiene measures that may be implemented by The Center, implement the following precautionary measures at the AGM to reduce the chance of infection and exposure for the attendees. Relevant measures include but are not limited to:

1. Compulsory body temperature checks will be conducted for each of the Shareholders, proxies and other attendees at the entrance of the meeting venue. Any person with a body temperature of over 37.5 degrees Celsius or has any flu-like symptoms or is otherwise unwell, or is subject to the mandatory quarantine order imposed by the Hong Kong Government or has close contact with any person with confirmed case or under quarantine will be denied entry into, or be required to leave, the meeting venue.
2. Each attendee must wear a surgical face mask inside the meeting venue throughout the entire meeting and to maintain a safe distance between seats. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
3. The seating distance inside the meeting venue will be widened so as to reduce interaction among attendees. As a result, only a limited number of seats will be provided.
4. No refreshments or beverages will be served.
5. No corporate gift will be distributed.

Attendees are requested to observe and practise good personal hygiene at all times at the meeting venue. The Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the attendees at the AGM.

The Company would like to remind all attending shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights. **In light of the risk posed by the COVID-19 pandemic, the Company strongly recommends Shareholders to exercise their rights to vote at the AGM by appointing the chairman of the AGM as their proxies and to return their forms of proxy as early as possible, instead of attending the AGM in person.**

Due to the ever-evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders are advised to check the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) or the Company's website at [www.yantat.com](http://www.yantat.com) for further announcements and updates on the AGM arrangements that may be issued.

## DEFINITIONS

*In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held on Thursday, 2 June 2022 at 10:00 a.m. at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong, notice of which is set out on pages 34 to 39 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“Companies Act”	the Companies Act (as revised) of the Cayman Islands
“Company”	Yan Tat Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Chan Wing Yin, Mrs. Chan Yung and Million Pearl Holdings Ltd.
“Director(s)”	director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing Memorandum of Association and Articles of Association of the Company adopted by a special resolution passed on 18 November 2014 and effective on 8 December 2014
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“Memorandum of Association”	the memorandum of association of the Company, as amended, modified or otherwise supplemented from time to time
“New Memorandum and Articles of Association”	the proposed amended and restated Memorandum of Association and the amended and restated Articles of Association to be considered and approved for adoption by the Shareholders at the AGM
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“Retiring Directors”	the Directors retiring at the AGM and, being eligible, offering themselves for re-election at the AGM in accordance with the Articles of Association
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, modified or otherwise supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

## DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, modified or otherwise supplemented from time to time
“%”	per cent

LETTER FROM THE BOARD



**YAN TAT GROUP HOLDINGS LIMITED**  
**恩達集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1480)**

*Executive Directors:*

Mr. Chan Wing Yin (*Chairman*)  
Mrs. Chan Yung  
Mr. Chan Yan Wing

*Non-executive Director:*

Mr. Chan Yan Kwong

*Independent Non-executive Directors:*

Mr. Chung Yuk Ming  
Mr. Lau Shun Chuen  
Mr. Yau Wing Yiu

*Registered Office:*

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarters and Principal Place  
of Business in Hong Kong:*

Room 809–810  
Kwong Sang Hong Centre  
151–153 Hoi Bun Road  
Kwun Tong, Kowloon  
Hong Kong

26 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
FINAL DIVIDEND,  
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Company will propose at the AGM resolutions to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by

## LETTER FROM THE BOARD

annual general meeting resolution passed on 21 May 2021; (b) re-elect the Retiring Directors; (c) approve the payment of a final dividend for the year ended 31 December 2021; and (d) adopt the New Memorandum and Articles of Association.

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for (a) granting the general mandates to Directors to allot, issue, deal in and repurchase Shares; (b) re-electing the Retiring Directors; (c) approving the payment of a final dividend for the year ended 31 December 2021; (d) adopting the New Memorandum and Articles of Association, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

### **PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

Pursuant to annual general meeting resolutions passed on 21 May 2021, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of the issued Shares of the Company on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 5 to 7 in the notice of the AGM contained on pages 34 to 39 of this circular.



## LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 240,000,000 Shares. On the basis that no further Shares are repurchased or issued prior to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 24,000,000 Shares and under the Issue Mandate to issue a maximum of 48,000,000 Shares, representing 10% and 20% of the issued Shares as at the Latest Practicable Date, respectively.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors are Mr. Chan Wing Yin, Mrs. Chan Yung, and Mr. Chan Yan Wing; the non-executive Director is Mr. Chan Yan Kwong and the independent non-executive Directors are Mr. Chung Yuk Ming, Mr. Lau Shun Chuen and Mr. Yau Wing Yiu.

Mr. Chan Wing Yin was appointed as an executive Director on 8 July 2014. Mr. Chan Yan Kwong was appointed as an executive Director on 8 July 2014 and re-designated as a non-executive Director on 1 November 2017. Mr. Yau Wing Yiu was appointed as an independent non-executive Director on 18 November 2014. Pursuant to Article 108 of the Articles of Association, the above Directors shall retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM.

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### **PROPOSED FINAL DIVIDEND**

As stated in the announcement issued by the Company dated 25 March 2022 relating to the annual results of the Group for the year ended 31 December 2021, the Board recommended that, subject to Shareholders' approval in the AGM, the Company shall declare and distribute a final dividend of HK6.0 cents per Share for the year ended 31 December 2021, which, if approved, is expected to be paid on or about Wednesday, 6 July 2022, to the Shareholders whose names appear on the register of members of the Company on Wednesday, 15 June 2022.

To determine Shareholders' entitlement to the proposed final dividend, the register of members of the Company shall be closed from Monday, 13 June 2022 to Wednesday, 15 June 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order

## **LETTER FROM THE BOARD**

to qualify for the proposed final dividend, all completed transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 pm on Friday, 10 June 2022.

### **PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to adopt the New Memorandum and Articles of Association to, amongst others, (i) bring the constitutional documents of the Company in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and (ii) allow the Company to hold hybrid and virtual meetings of Shareholders. Other minor amendments to the Existing Memorandum and Articles of Association are also proposed to be made to introduce corresponding and house-keeping changes.

Full particulars of the Proposed Amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association (marked-up against the Existing Memorandum and Articles of Association) are set out in Appendix III to this circular. The Chinese translation of the New Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The Company has been advised by its legal advisers that the Proposed Amendments conform with the requirements of the Listing Rules and do not contravene the applicable laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the New Memorandum and Articles of Association for a company listed in Hong Kong. The Board proposes to put forward to the Shareholders for approval at the AGM a special resolution to adopt the New Memorandum and Articles of Association. The proposed adoption of the New Memorandum and Articles of Association is subject to the passing of such special resolution. Prior to the passing of the special resolution at the AGM, the Existing Memorandum and Articles of Association shall remain valid.

### **AGM**

A notice of the AGM is set out on pages 34 to 39 of this circular.

The form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Tuesday, 31 May 2022. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 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 misleading.

### RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (b) the re-election of the Retiring Directors; (c) the approval of the payment of a final dividend for the year ended 31 December 2021; and (d) the adoption of the New Memorandum and Articles of Association, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board  
**Yan Tat Group Holdings Limited**  
**Chan Wing Yin**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

### **LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

### **SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 240,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 24,000,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the earliest of conclusion of the next annual general meeting of the Company or the date by which the next general meeting is required by the Companies Act or the Articles of Association be held, which is expected to be convened on or before 30 June 2023.

### **FUNDING OF REPURCHASE**

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's Memorandum of Association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

### **REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

**EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholder.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

**UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If, as a result of a shares repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the Controlling Shareholders owned 180,000,000 Shares, representing 75% of the issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the interest of Controlling Shareholders in the Company will be increased to approximately 83.33%. In the opinion of the Directors, such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would contravene the requirement under Rule 8.08 of the Listing Rules that at least 25% of the Shares must be held by the public. The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in hands of public falling below the prescribed minimum

percentage of 25%. Accordingly, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

### SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since 1 January 2021 up to, and including, the Latest Practicable Date.

### SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 1 April 2021 and up to the Latest Practicable Date were as follows:

Month	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
April	2.05	1.81
May	1.96	1.74
June	1.81	1.63
July	1.79	1.54
August	1.67	1.32
September	1.55	1.30
October	1.47	1.36
November	1.71	1.30
December	1.76	1.35
<b>2022</b>		
January	1.34	1.26
February	1.36	1.29
March	1.30	1.04
April (up to the Latest Practicable Date)	1.26	1.18

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

### EXECUTIVE DIRECTOR

**Mr. Chan Wing Yin (陳榮賢)**, aged 72, is our chairman, executive Director and chief executive officer. He is the founder of the Group and has participated in the management of the Group since January 1992. Mr. Chan is the director of all our subsidiaries. Mr. Chan is responsible for the corporate strategic planning and overall business development of the Group. Mr. Chan is the spouse of Mrs. Chan Yung, the father of Mr. Chan Yan Kwong (the non-executive Director) and Mr. Chan Yan Wing (the executive Director).

Before incorporation of Yan Tat (HK) Industrial Limited (“**YT Industrial**”) in 1992, Mr. Chan was a sole proprietorship conducting business under the name of Yan Tat (HK) Industrial Co. from September 1989, which was primarily engaged in the manufacturing of PCBs and which enabled Mr. Chan to acquire relevant industry knowledge and accumulate relevant experience. Mr. Chan has more than 31 years of experience in the PCB production and sales.

Mr. Chan currently serves as vice chairman of the Fujian Chamber of Commerce in Shenzhen (深圳市福建商會), the vice chairman of The Employers’ Federation of Shenzhen (深圳市企業投資者聯合會) since September 2004 and currently as the honorary president of the highest ranking members (最高級別會員榮譽會長) since 2010. Mr. Chan is also currently the vice chairman of China Printed Circuit Association (中國印製電路行業協會) (CPCA) since March 2010. Mr. Chan was recognised as “Pioneer Worker” by CPCA in 2012.

Mr. Chan attended his secondary school education in Fujian province, the PRC from 1962 to 1964.

### NON-EXECUTIVE DIRECTOR

**Mr. Chan Yan Kwong (陳恩光)**, aged 43, is our non-executive Director. Mr. Chan is the son of Mr. Chan Wing Yin and Mrs. Chan Yung, and the brother of Mr. Chan Yan Wing. Mr. Chan is one of the directors of seven of our subsidiaries.

Mr. Chan joined our Group in April 2011 and appointed as executive Director for the period from July 2014 to October 2017. He was primarily responsible for overseeing factory expansion, information technology, human resources and building management of the Group. Since November 2017, he has been re-designated as a non-executive Director. Prior to joining our Group, Mr. Chan worked at Benoy Limited (a private architectural firm) from June 2006 to March 2011 with his last position as a senior graphic designer where he was responsible for coordinating project construction and installation and architectural design. After his re-designation as non-executive Director, he continues to advise the Board on operational strategies of the Group and the furtherance of its business portfolio. He also continues to develop in the area of project construction and architectural design.



Mr. Chan obtained a higher diploma in graphic design in Hong Kong Technical Colleges (currently known as Hong Kong Institute of Vocational Education) in Hong Kong in September 1999. Mr. Chan then graduated from London College of Printing (currently known as London College of Communication) in the United Kingdom in May 2002 and received a bachelor's degree of arts in Graphic and Media Design and was awarded a professional development award in Print Production (Print Packaging and Buying) in August 2002. He also obtained a master's degree in Interactive Digital Media at The University of Sussex in the United Kingdom in November 2004. Mr. Chan has been a member of the Youth Committee of Hong Kong Printed Circuit Association since January 2013.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Yau Wing Yiu (邱榮耀)**, aged 54, was appointed as our independent non-executive Director on 18 November 2014. Mr. Yau has over 26 years of experience in finance and accounting. Mr. Yau has been working as financial controller and company secretary of companies listed in Hong Kong. Mr. Yau had also been working in international accounting firms.

Mr. Yau graduated from the Hong Kong Polytechnic University with a bachelor's degree of arts in Accountancy. Mr. Yau is an associate of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

Save as disclosed above, each of the above Directors has not held any directorship in any other public listed companies in the last three years.

As at the Latest Practicable Date, save as disclosed above, each of Mr. Chan Wing Yin, Mr. Chan Yan Kwong and Mr. Yau Wing Yiu does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, each of the above Directors does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Each of Mr. Chan Wing Yin, Mr. Chan Yan Kwong and Mr. Yau Wing Yiu has entered into service agreements or letters of appointment with the Company for a term of three years commencing on 18 November 2014, 1 November 2017 and 18 November 2014, respectively, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Articles of Association. The emoluments of each of Mr. Chan Wing Yin, Mr. Chan Yan Kwong and Mr. Yau Wing Yiu as set out in the service agreements or letters of appointment in the coming financial year are HK\$2,045,150, HK\$204,000 and HK\$204,000 per annum, respectively, and they, except for Mr. Yau Wing Yiu, are entitled to such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31 December 2021, each of Mr. Chan Wing Yin, Mr. Chan Yan Kwong and Mr. Yau Wing Yiu received a total emolument of HK\$2,559,000, HK\$565,000 and HK\$204,000 (including pension scheme contributions) for being a Director, respectively.



Save as disclosed above, there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to any of the requirements of the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

*The following are the Proposed Amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Memorandum and Articles of Association.*

## THE MEMORANDUM OF ASSOCIATION

### General amendments

- (i) Replacing all references to the word “Companies Law” with “Companies Act” wherever they respectively appear in the Memorandum of Association.

### Specific amendments

Clause No.	Proposed Amendments (showing changes to the existing Memorandum of Association)
------------	--

Cover page

AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES  
OF  
ASSOCIATION  
OF

YAN TAT GROUP HOLDINGS LIMITED  
恩達集團控股有限公司

(as adopted by a Special Resolution passed on ~~18 November 2014~~ **2 June 2022**  
and  
effective on ~~8 December 2014~~ **2 June 2022**)

~~Appleby~~  
~~2206-19 Jardine House~~  
~~1 Connaught Place, Central~~  
~~Hong Kong~~

## Table of Contents

MEMORANDUM OF ASSOCIATION .....	3	<b>1</b>
ARTICLES OF ASSOCIATION .....	7	<b>5</b>
SHARES, WARRANTS AND MODIFICATION OF RIGHTS .....	<del>11</del>	<b>10</b>
REGISTER OF SHAREHOLDERS AND SHARE CERTIFICATES .....	<del>15</del>	<b>14</b>
LIEN .....	<del>17</del>	<b>16</b>
CALLS ON SHARES .....	17	
TRANSFER OF SHARES .....	19	
TRANSMISSION OF SHARES .....	<del>21</del>	<b>20</b>
FORFEITURE OF SHARES .....	21	
GENERAL MEETINGS .....	23	
PROCEEDINGS AT GENERAL MEETINGS .....	24	
VOTES OF SHAREHOLDERS .....	<del>27</del>	<b>30</b>
APPOINTMENT OF PROXY AND CORPORATE REPRESENTATIVE .....	<del>28</del>	<b>31</b>
REGISTERED OFFICE .....	<del>30</del>	<b>34</b>
BOARD OF DIRECTORS .....	<del>30</del>	<b>34</b>
APPOINTMENT AND ROTATION OF DIRECTORS .....	<del>36</del>	<b>40</b>
BORROWING POWERS .....	<del>37</del>	<b>42</b>
MANAGING DIRECTORS, ETC .....	<del>38</del>	<b>43</b>
MANAGEMENT .....	<del>38</del>	<b>43</b>
MANAGERS .....	<del>39</del>	<b>44</b>
CHAIRMAN AND OTHER OFFICERS .....	<del>39</del>	<b>44</b>
PROCEEDINGS OF THE DIRECTORS .....	<del>39</del>	<b>45</b>
MINUTES AND CORPORATE RECORDS .....	<del>41</del>	<b>47</b>
SECRETARY .....	<del>42</del>	<b>47</b>
GENERAL MANAGEMENT AND USE OF THE SEAL .....	<del>42</del>	<b>48</b>
AUTHENTICATION OF DOCUMENTS .....	<del>44</del>	<b>49</b>
CAPITALISATION OF RESERVES .....	<del>44</del>	<b>50</b>
DIVIDENDS AND RESERVES .....	<del>45</del>	<b>51</b>
RECORD DATE .....	<del>51</del>	<b>57</b>
ANNUAL RETURNS .....	<del>51</del>	<b>58</b>
<b><u>ACCOUNTS</u></b> .....		<b>58</b>
AUDITORS .....	<del>52</del>	<b>59</b>
NOTICES .....	<del>53</del>	<b>60</b>
INFORMATION .....	<del>56</del>	<b>63</b>
WINDING UP .....	<del>56</del>	<b>63</b>
INDEMNITY .....	<del>56</del>	<b>64</b>
UNTRACEABLE SHAREHOLDERS .....	<del>57</del>	<b>64</b>
DESTRUCTION OF DOCUMENTS .....	<del>58</del>	<b>65</b>
SUBSCRIPTION RIGHT RESERVE .....	<del>58</del>	<b>66</b>
STOCK .....	<del>60</del>	<b>68</b>

**Proposed Amendments**  
**Clause No. (showing changes to the existing Memorandum of Association)**

Heading THE ~~COMPANIES LAW~~ **COMPANIES ACT** (AS REVISED)  
 EXEMPTED COMPANY LIMITED BY SHARES

AMENDED AND RESTATED  
 MEMORANDUM OF ASSOCIATION OF

YAN TAT GROUP HOLDINGS LIMITED

恩達集團控股有限公司

(the “Company”)

(Adopted by a Special Resolution passed on ~~18 November 2014~~ **2 June 2022**  
 and  
 effective on ~~8 December 2014~~ **2 June 2022**)

2. The registered office will be situate at the offices of ~~Appleby Trust (Cayman) Ltd.~~ **Ocorian Trust (Cayman) Limited**, ~~Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands~~ **Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands** or at such other place in the Cayman Islands as the Directors may from time to time decide.

## THE ARTICLES OF ASSOCIATION

### General amendments

- (i) Replacing all references to the word “Companies Law” with “Companies Act” wherever they respectively appear in the Articles of Association.

**Specific amendments**

<b>Article No.</b>	<b>Proposed Amendments (showing changes to the existing Article of Association)</b>
Heading	<p>THE <del>COMPANIES LAW</del> <b>COMPANIES ACT</b> (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司</p> <p>(adopted by a Special Resolution passed on <del>18 November 2014</del> <b>2 June 2022</b> and effective on <del>8 December 2014</del> <b>2 June 2022</b>)</p>
1(b).	<p>Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p>“address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles;</p> <p>“appointor” means in relation to an alternate Director, the Director who appointed the alternate to act as his alternate;</p> <p>“Articles” means these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force;</p> <p>“Auditors” means the persons appointed by the Company from time to time to perform the duties of auditors of the Company;</p> <p>“Board” means the board of Directors of the Company as constituted from time to time or as the context may require the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;</p> <p>“Call” shall include any instalment of a call;</p> <p>“Chairman” means, except where the context otherwise requires, the Chairman presiding at any meeting of Shareholders or of the Board;</p>

**Article No. Proposed Amendments  
(showing changes to the existing Article of Association)**

“Clearing House” means a clearing house recognized by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;

“Close Associates” shall have the same meaning as defined in the Listing Rules;

“~~Companies Law~~ **Companies Act**” means the ~~Companies Law~~ **Companies Act** (as revised) of the Cayman Islands as amended from time to time and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;

“Companies Ordinance” means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time;

“Company” means the above named company;

“Debenture” and “Debenture Holder” means and includes respectively “debenture stock” and “debenture stockholder”;

“Director” means such person or persons as shall be appointed to the Board from time to time;

“Dividend” means dividends, distributions in specie or in kind, capital distributions and capitalisation issues;

**“Electronic Communication” means a communication sent, transmitted, conveyed or received by wired or wireless means, by radio, by optical means, by Electronic Means or by other electronic or magnetic means in any from through any medium, in each case, as may be selected by the Company;**

**“Electronic Facilities” means without limitation, website addresses, webinars, webcast video or any form of conference call systems (telephone, video, web or otherwise);**

**“Electronic Means” means sending or otherwise making available to the intended recipients of an Electronic Communication;**

“Head Office” means such office of the Company as the Board may from time to time determine to be the principal office of the Company;

**Article No. Proposed Amendments  
(showing changes to the existing Article of Association)**

“HK Stock Exchange” means The Stock Exchange of Hong Kong Limited;

“HK\$” or “Hong Kong dollars” means Hong Kong dollars, the lawful currency for the time being of Hong Kong;

“Holding Company” has the meaning ascribed to it by Section 13 of the Companies Ordinance;

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China;

**“Hybrid Meeting” means a general meeting held and conducted by (i) physical attendance by Shareholders, the Chairman, the Directors and/or proxies at the Principal Meeting Place and where applicable, one or more meeting locations and (ii) virtual attendance and participation by Shareholders, the Chairman, the Directors and/or proxies by means of Electronic Facilities;**

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);

**“Meeting Location” shall have the same meaning as defined in Article 67(b);**

“Month” means a calendar month;

“Newspapers” means at least one English language daily newspaper and at least one Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory;

“Ordinary Resolution” means a resolution as described in Article 1(d) of these Articles;

“Paid” means, as it relates to a Share, paid or credited as paid;

**“Physical Meeting” means a general meeting held and conducted by physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;**

**“Principal Meeting Place” shall have the same meaning as defined in Article 65;**

**Proposed Amendments****Article No. (showing changes to the existing Article of Association)**

“Register” means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;

“Registered Office” means the registered office of the Company for the time being as required by the ~~Companies Law~~ **Companies Act**;

“Registration Office” means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;

“Relevant Period” means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);

“Relevant Territory” means Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory;

“Seal” means the common seal of the Company and any one or more facsimile seals from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands;

“Secretary” means the person for the time being performing the duties of that office of the Company and includes any assistant, deputy, acting or temporary secretary;

“Securities Seal” shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face of the words “Securities Seal”;

“Share” means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied;

“Shareholder” means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;



**Article No. Proposed Amendments  
(showing changes to the existing Article of Association)**

“Special Resolution” means a resolution as described in Article 1(c) of these Articles;

“Subsidiary” has the meaning ascribed to it by Section 15 of the Companies Ordinance;

“Transfer Office” means the place where the principal register of Shareholders is located for the time being; **and**

**“Virtual Meeting” means a general meeting held and conducted by virtual attendance and participation by Shareholders, the Chairman, the Directors and/or proxies by means of Electronic Facilities.**

In these Articles, unless there be something in the subject or context inconsistent herewith:

- (i) words denoting the singular number shall include the plural number and vice versa;
- (ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;
- (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the ~~Companies Law~~ **Companies Act** (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and
- (iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

**Proposed Amendments****Article No. (showing changes to the existing Article of Association)**

- 5(a). If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the ~~Companies Law~~ **Companies Act**, be varied or abrogated either with the consent in writing of the holders of not less than 3/4 ~~in nominal value of~~ **the voting rights of** the issued Shares **Shareholders** of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.
62. At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and ~~not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next~~ **the Company shall hold its annual general meeting within six months after the end of relevant financial year.** The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
- 62A. Unless otherwise determined by the Board, the financial year end of the Company shall be 31 December in each year.**

**Proposed Amendments****Article No. (showing changes to the existing Article of Association)**

63. All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meeting (including an annual general meeting, any adjourned meeting or postponed meeting) may be held by way of a Physical Meeting in any part of the world and at one or more locations as provided in Article 67(b) or by way of a Hybrid Meeting or by way of a Virtual Meeting, as may be determined by the Board in its absolute discretion. Without prejudice to the provisions in Articles 67(b) to 67(g), a Physical Meeting of the Shareholders or any class thereof may also be held by means of such telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
64. The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis in the share capital of the Company and the foregoing Shareholders shall be able to add resolutions to the meeting agenda. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

**Proposed Amendments****Article No. (showing changes to the existing Article of Association)**

65. An annual general meeting or an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.

**The notice shall specify (a) the time of the meeting, (b) if the general meeting is to be Physical Meeting or Hybrid Meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article, the principle place of the meeting (the Principal Meeting Place), (c) if the general meeting is to be Hybrid Meeting or Virtual Meeting, the notice shall include a statement to that effect and with details of the Electronic Facilities for attendance and participation by Electronic Means at the meeting (which Electronic Facilities may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting, and (d) the resolutions to be considered at the meeting.**

- Article No.      Proposed Amendments  
(showing changes to the existing Article of Association)
- 67(b).**      The Board may, at its absolute discretion, arrange for person entitled to attend a general meeting to do so by simultaneous attendance and participation by means of Electronic Facilities at such Meeting Location(s) as may be determined by the Board. Any Shareholder or any proxy attending and participating at such Meeting Location(s) or any Shareholder participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities is deemed to be present at and shall be counted in the quorum of the meeting.
- 67(c).**      General meetings are subject to the followings:
- (i) where a Shareholder is attending at a Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
  - (ii) Shareholders present in person (in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy at a Meeting Location and/or Shareholders participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the Company is satisfied that adequate Electronic Facilities are available throughout the meeting to ensure that Shareholders at all Meeting Locations and Shareholders participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities are able to participate in the business for which the meeting has been convened;
  - (iii) where Shareholders attend a meeting by being present at one of the Meeting Locations and/or where Shareholders participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities, a failure (for any reason) of the Electronic Facilities or Electronic Communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of a Hybrid Meeting or Virtual Meeting, the inability of one or more Shareholders or proxies to access, or continue to access, the Electronic Facilities shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

**Proposed Amendments**

Article No. (showing changes to the existing Article of Association)

(iv) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a Hybrid Meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place.

67(d). The Board and, at any general meeting, the Chairman of the Company may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or any Meeting Location(s) and/or participation and/or voting in a Hybrid Meeting or Virtual Meeting by means of Electronic (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Shareholder who, pursuant to such arrangements, is not permitted to attend, in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations (if provided); and the entitlement of any Shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

Article No.      Proposed Amendments  
(showing changes to the existing Article of Association)

**67(e).**            **If it appears to the Chairman of the Company that:**

- (i) the Electronic Facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 67(b) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or**
- (ii) in the case of a Hybrid Meeting or Virtual Meeting, Electronic Facilities being made available by the Company are or have become inadequate; or**
- (iii) it is not possible to ascertain the views of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or**
- (iv) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;**

**then, without prejudice to any other power which the Chairman of the Company may have under these Articles or at common law, the Chairman may, without the consent of those present at the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.**

Article No.      Proposed Amendments  
(showing changes to the existing Article of Association)

- 67(f).      If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of Electronic Facilities specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or the Electronic Facilities and/or form of the meeting (including, without limitation, a Physical Meeting or a Hybrid Meeting or a Virtual Meeting), without approval of the Shareholders. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation where a typhoon, “extreme conditions” caused by a super typhoon or black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:
- (i) when either (1) a meeting is postponed, or (2) there is a change in the place and/or Electronic Facilities and/or form of the meeting, the Company shall (a) endeavor to post a notice of such postponement or change on the Company’s website or the website of the HK Stock Exchange as soon as reasonably practicable (provided that failure to post such a notice shall not affect the effectiveness of the postponement or change of such meeting);
- (ii) subject to and without prejudice to Article 67, unless already specified in the original notice of the meeting or included in the notice posted on the Company’s website or the website of the HK Stock Exchange above, the Board shall fix the date, time, place (if applicable) and Electronic Facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the Shareholders reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and



- Proposed Amendments**  
**Article No. (showing changes to the existing Article of Association)**
- (iii) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Shareholders.
- 67(g).** All persons seeking to attend and participate in a Hybrid Meeting or Virtual Meeting shall be responsible for maintaining adequate facilities to enable themselves to do so. Subject to Article 67(d), any inability of a person or persons to attend or participate in a general meeting by way of Electronic Facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
71. The Subject to Article 67(b), the Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to ~~place as the meeting shall determine~~ and/or from one form to another (e.g. a Physical Meeting to/from a Hybrid Meeting to/from a Virtual Meeting). Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 72(c). any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights, on a one vote per share basis, of all the Shareholders having the right to vote at the meeting; or
- 83A.** Shareholders must have the right to: (a) speak at general meeting of the Company; and (b) vote at a general meeting except where a shareholder is required, by the rules of the HK Stock Exchange, to abstain from voting to approve the matter under consideration.

- | <b>Article No.</b> | <b>Proposed Amendments<br/>(showing changes to the existing Article of Association)</b>   |
|--------------------|---|
| 85.                | <p>Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of 2 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 Shareholder of the Company, <b><u>and that every Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer.</u></b> On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.</p> |
| 92(b).             | <p>Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders <b><u>or at any meeting of the creditors of the Company</u></b> provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including <b><u>the right to speak and vote and</u></b> the right to vote individually on a show of hands.</p>  |

- Proposed Amendments**
- Article No. (showing changes to the existing Article of Association)**
114. The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director, **but without prejudice to any claim for damages under any contract**) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any person so elected shall hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.
- 176(a). ~~The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.~~ **At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Shareholders shall by Ordinary Resolution appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Shareholder but no Director, officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor. The Board may fill any casual vacancy in the office of, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by a majority of the Shareholders in the annual general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.**

# NOTICE OF ANNUAL GENERAL MEETING



## YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1480)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Yan Tat Group Holdings Limited (the “**Company**”) will be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 2 June 2022 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements together with the report of the directors (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2021.
2. To declare and pay to the shareholders of the Company a final dividend of HK6.0 cents per share of the Company for the year ended 31 December 2021.
3.
  - (a) To re-elect Mr. Chan Wing Yin as an executive Director of the Company;
  - (b) To re-elect Mr. Chan Yan Kwong as a non-executive Director of the Company;
  - (c) To re-elect Mr. Yau Wing Yiu as an independent non-executive Director of the Company; and
  - (d) To authorise the board of Directors to fix their remuneration.
4. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of Directors to fix their remuneration.

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

5. “**THAT:**
  - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**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

## NOTICE OF ANNUAL GENERAL MEETING

allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the company to be issued 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 or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of the issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (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 the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where

## NOTICE OF ANNUAL GENERAL MEETING

appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases 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 applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of the issued Shares of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; 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; or
  - (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 of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

7. **“THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the total number of the issued shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of the issued shares of the Company repurchased by the Company

## NOTICE OF ANNUAL GENERAL MEETING

under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of the issued shares of the Company at the date of the passing of this resolution.”

### SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

8. **“THAT:**

- (a) the proposed amendments of the memorandum of association and articles of association of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 26 April 2022, be and are hereby approved;
- (b) the amended and restated memorandum of association and articles of association of the Company (incorporating the Proposed Amendments) (the **“Amended and Restated Memorandum and Articles of Association”**), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board  
**Yan Tat Group Holdings Limited**  
**Chan Wing Yin**  
*Chairman*

Hong Kong, 26 April 2022

*As at the date of this notice, the executive Directors of the Company are Mr. Chan Wing Yin, Mrs. Chan Yung, and Mr. Chan Yan Wing; the non-executive Director is Mr. Chan Yan Kwong; the independent non-executive Directors are Mr. Chung Yuk Ming, Mr. Lau Shun Chuen and Mr. Yau Wing Yiu.*



## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 10:00 a.m. (Hong Kong Time) on Tuesday, 31 May 2022.
3. The register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 27 May 2022.
4. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to ordinary resolutions set out in paragraphs 3 and 5 to 7 of this notice, a circular giving details of the re-electing of Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
6. With regard to the special resolution set out in paragraph 8 of this notice, a circular giving details of the Proposed Amendments will be despatched to Shareholders. Full particulars of the Proposed Amendments brought about by the adoption of the Amended and Restated Memorandum and Articles of Association are set out in Appendix III to the circular.
7. Given the ever-evolving COVID-19 pandemic, in order to facilitate the prevention of spread of COVID-19 and safeguard the health and safety of the shareholders, the Company strongly recommends shareholders to exercise their rights to vote at the above meeting by appointing the chairman of meeting as their proxies and to return their forms of proxy as early as possible, instead of attending the meeting in person.
8. Due to the ever-evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the above meeting arrangements at short notice. Shareholders are advised to check the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) or the Company's website at [www.yantat.com](http://www.yantat.com) for further announcements and updates on the above meeting arrangements that may be issued.



## NOTICE OF ANNUAL GENERAL MEETING

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of the circular of the Company dated 26 April 2022 for various measures that might be implemented by the Company at the annual general meeting to try to prevent and control the spread of the COVID-19 in view of the latest developments (including relevant regulatory restrictions as imposed by the Hong Kong Government) and in addition to the hygiene measures that may be implemented by The Center. Possible precautionary measures include but are not limited to:

- (1) compulsory body temperature check for each attendee;
- (2) mandatory wearing of a surgical face mask throughout the meeting by each attendee;
- (3) no provision of refreshments or beverages; and
- (4) no distribution of corporate gift.

**Any person who does not comply with the precautionary measures or is subject to any mandatory quarantine imposed by the Hong Kong Government on the date of the annual general meeting or has close contact with any person with confirmed case or under quarantine will be denied entry into the meeting venue. The Company strongly recommends shareholders to exercise their rights to vote at the annual general meeting by appointing the chairman of the annual general meeting as their proxies and to return their forms of proxy by the time specified in note 2 above, instead of attending the annual general meeting in person.**