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If you are in doubt as to any aspect about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in YesAsia Holdings Limited, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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YesAsia Holdings Limited

喆麗控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2209)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RETIREMENT AND RE-ELECTION OF DIRECTORS APPOINTMENT OF EXECUTIVE DIRECTORS DECLARATION OF FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of YesAsia Holdings Limited to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 23 June 2022, Thursday, at 11:00 a.m. is set out on pages 19 to 23 of this circular. Shareholders are advised to monitor the latest Governmental epidemic control measures, including without limitation, the prohibition of physical general meeting and the restriction of the number of physical attendees at general meeting before physically attending the AGM.

In light of the prevailing epidemic situation, the Company reminds Shareholders that physical attendance at the AGM is not necessary for the purpose of exercising voting rights and Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy. A live webcast of the AGM will be made available to Shareholders on the AGM date.

Whether you are able to attend the AGM or not, you are encouraged to appoint the chairman of the AGM as your proxy by completing the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. 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 (subject to any Government prescribed epidemic control measures where physical attendance may be denied or restricted).

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING IN VIEW OF THE RECENT CORONAVIRUS EPIDEMIC

In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the Shareholders, a series of epidemic precautionary measures will be implemented at the venue of the AGM which include without limitation:

- (i) compulsory body temperature screening/checks;
- (ii) limiting the number of the AGM attendees to avoid over-crowding;
- (iii) mandatory wearing of face mask;
- (iv) maintaining an appropriate social distancing between seats;
- (v) no provision of gifts, food or beverage;
- (vi) complying with the requirements of the Vaccine Pass Direction which is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong); and
- (vii) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law. It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Subject to the development of the COVID-19 pandemic and in compliance with applicable laws and regulations, the Company may implement further precautionary measures at the AGM.

The Company wishes to remind the Shareholders and other participants who will attend the AGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the AGM. The Company also advises the Shareholders to attend and vote at the AGM by way of non-physical presence. The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person. For more details, please refer to the proxy form for the AGM.

CONTENTS

	<i>Page</i>
SPECIAL ARRANGEMENTS FOR THE AGM	i-iv
DEFINITIONS	1-3
LETTER FROM THE BOARD	4-11
APPENDIX I – EXPLANATORY STATEMENT ON REPURCHASE OF SHARES	12-15
APPENDIX II – DETAILS OF DIRECTORS STANDING FOR RE-ELECTION AND PROPOSED TO BE APPOINTED	16-18
NOTICE OF ANNUAL GENERAL MEETING	19-23

SPECIAL ARRANGEMENTS FOR THE AGM

To ensure the safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic, **the Company would strongly encourage Shareholders to exercise their rights to vote at the AGM by appointing the chairman of the AGM as their proxy instead of physically attending the AGM.**

In view of the recent development of the COVID-19 pandemic, the Company will adopt the following special arrangements and precautionary measures at the AGM.

LIMITING ATTENDANCE IN PERSON AT THE AGM VENUE

The Company will limit attendance in person at the AGM venue in accordance with prevailing requirements or guidelines published by the Government and/or regulatory authorities at the time of the AGM. Given the limited capacity of the AGM venue and the requirements for social distancing to ensure attendee safety, only Shareholders and/or their representatives and relevant AGM staff will be admitted to the AGM. Admission to the AGM venue will not be granted in excess of the capacity of the AGM venue. To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into or require any person to leave the AGM venue in order to ensure the safety of the physical attendees.

HEALTH AND SAFETY MEASURES AT THE AGM

The following measures will also be implemented at the AGM:

1. Compulsory body temperature screening/checks will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the AGM venue;
2. Every attendee is required to wear facial mask at any time within the AGM venue;
3. Seating in the AGM venue will be arranged so as to allow for appropriate social distancing;
4. No gifts, food or beverages will be provided at the AGM;
5. Complying with the requirements of the Vaccine Pass Direction which is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong); and
6. Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

SPECIAL ARRANGEMENTS FOR THE AGM

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines of the Government relating to COVID-19 in deciding whether or not to attend the AGM, and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.

PARTICIPATING IN THE ANNUAL GENERAL MEETING ONLINE

The Company would allow Shareholders who cannot physically attend the AGM to participate in the AGM online, where Shareholders will be able to view the live broadcast of the AGM via Zoom using their mobile phones, tablet, or computers and submit questions in written form to the AGM by email in advance.

However, in accordance with the Articles, if a Shareholder participates in the AGM online only (i.e. neither the Shareholder nor his/her/its corporate representative nor his/her/its proxy attends the AGM and votes), the Shareholder will not be counted as quorum. Shareholders not physically attending the AGM but wish to vote may exercise their rights to vote by appointing the chairman of the AGM as their proxy, with reference to the vote by proxy arrangement stated in this circular.

Shareholders can submit questions relevant to the business of the AGM by email to ir@yesasiaholdings.com in advance no later than 11:00 a.m. on Tuesday, 21 June 2022 (being not less than forty-eight (48) hours before the AGM). If considered appropriate by the Directors at their absolute discretion, the questions will be answered.

Login details for registered Shareholders

Any registered Shareholders who wishes to join the live broadcast of the AGM must contact the Company to pre-register no later than 11:00 a.m. on Tuesday, 21 June 2022 (being not less than forty-eight (48) hours before the AGM) by email to ir@yesasiaholdings.com by providing personal particulars as follows:

- (1) full name;

SPECIAL ARRANGEMENTS FOR THE AGM

- (2) residential address (in case of natural person)/registered address (in case of body corporate);
- (3) Hong Kong identity card number or passport number (in case of natural person)/company registration number (in case of body corporate);
- (4) contact telephone number;
- (5) number of Shares held; and
- (6) email address.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to pre-register for the live broadcast of the AGM should:

- (1) contact and instruct their banks, brokers, custodians, nominees or Hong Kong Securities Clearing Company Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the AGM; and
- (2) contact the Company to pre-register no later than 11:00 a.m. on Tuesday, 21 June 2022 (being not less than forty-eight (48) hours before the AGM) by email to ir@yesasiaholdings.com by providing personal particulars as follows:
 - (i) full name;
 - (ii) residential address (in case of natural person)/registered address (in case of body corporate);
 - (iii) Hong Kong identity card number or passport number (in case of natural person)/company registration number (in case of body corporate);
 - (iv) contact telephone number;
 - (v) number of Shares held;
 - (vi) email address; and
 - (vii) name of intermediary.

SPECIAL ARRANGEMENTS FOR THE AGM

Details regarding the AGM arrangements including login details to access the live broadcast of the AGM via Zoom will be sent by the Company to the email address of the Shareholders who has pre-registered in the aforementioned manner after the Company has verified the identity of the relevant Shareholders. Any Shareholder who has provided an email address to the Company for this purpose but has not received the login details by email by 11:00 a.m. on Wednesday, 22 June 2022 should reach out to the Company for assistance. Without the login details, Shareholders will not be able to access the live broadcast of the AGM. Shareholders should therefore give clear and specific instructions to the Company in respect of the above required particulars for pre-registration.

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 the live broadcast of the AGM. 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.

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website (<https://www.yesasiaholdings.com>) as and when appropriate.

If Shareholders have any questions relating to the AGM, please contact the Company (Monday to Friday, excluding Saturdays, Sundays and Hong Kong public holidays) as follows:

YesAsia Holdings Limited
Tel: +852 2746 6593
Email: ir@yesasiaholdings.com

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 23 June 2022, Thursday, at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 28 April 2022 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Business Day”	a day on which banks in Hong Kong are open to conduct business generally throughout their normal business hours and the Stock Exchange is open for trading, excluding a Saturday, Sunday, public holidays and days on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 09:00 and 17:00 on weekdays
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the laws of Hong Kong
“Company”	YesAsia Holdings Limited (喆麗控股有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2209)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate

DEFINITIONS

“General Mandate”	a general mandate to the Directors to allot and issue Shares not exceeding 20% of the total number of issued shares of the Company as at the date of approval of the mandate (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares of the Company that may be allotted and issued as a percentage of the total number of issued Shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same)
“Government”	The Government of Hong Kong
“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
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	9 July 2021, on which the Shares are first listed and from which dealings in the Shares are permitted to take place on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	<p>a general mandate to the Directors to repurchase such number of Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of approval of the mandate</p> <p>(subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same)</p>

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company, or, if there is a sub-division, reduction, consolidation, or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary/Subsidiaries”	any entity which falls within the meaning of the term “Subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly
“Takeovers Code”	The Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



YesAsia Holdings Limited

喆麗控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2209)

Executive Directors:

Mr. LAU Kwok Chu (*Chief Executive Officer*)

Ms. CHU Lai King (*Chairperson*)

Ms. WONG Shuet Ha

Non-Executive Directors:

Mr. LUI Pak Shing Michael

Mr. HUI Yat Yan Henry

Mr. POON Chi Ho

Independent Non-executive Directors:

Mr. CHAN Yu Cheong

Mr. SIN Pak Cheong Philip Charles

Mr. WONG Chee Chung

Registered office:

5/F., KC100

100 Kwai Cheong Road

Kwai Chung

New Territories

Hong Kong

Principal Place of Business in Hong Kong:

5/F., KC100

100 Kwai Cheong Road

Kwai Chung

New Territories

Hong Kong

28 April 2022

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RETIREMENT AND RE-ELECTION OF DIRECTORS
APPOINTMENT OF EXECUTIVE DIRECTOR
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;

LETTER FROM THE BOARD

- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate;
- (d) the retirement and re-election of Directors;
- (e) the proposed appointment of an executive Director; and
- (f) the declaration of final dividend (if any).

2. VARIOUS MANDATES

Resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders on 13 March 2021, which was refreshed, approved and adopted on 19 June 2021, and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

(a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the number of issued Shares of the Company as at the date of passing the relevant resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares of the Company that may be allotted and issued as a percentage of the total number of issued Shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same).

As at the Latest Practicable Date, the number of issued shares of the Company was 395,955,910 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 79,191,182 Shares (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares of the Company that may be allotted and issued as a percentage of the total number of issued Shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same). There is no present intention for any issuance of Shares pursuant to the General Mandate.

LETTER FROM THE BOARD

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares on market through the Stock Exchange or on another recognised stock exchange not exceeding 10% of the number of issued Shares of the Company as at the date of passing the relevant resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 395,955,910 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 39,595,591 Shares (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same). There is no present intention for any repurchase of Shares on market through the Stock Exchange or on another recognised stock exchange pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until 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 or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

3. RETIREMENT AND RE-ELECTION OF DIRECTORS

In accordance with Article 99 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

Name	Position
(a) Ms. CHU Lai King	Executive Director
(b) Ms. WONG Shuet Ha	Executive Director
(c) Mr. POON Chi Ho	Non-executive Director

Ms. WONG Shuet Ha will only hold office until the conclusion of the AGM. Ms. WONG Shuet Ha had notified the Company that she would like to devote more time to her other commitments which require more of their dedication, so she will not offer herself for re-election at the AGM. Ms. WONG Shuet Ha has confirmed that she have no disagreement with the Board and there is no other matter in relation to her retirement that needs to be brought to the attention of the Shareholders. Accordingly, Ms. CHU Lai King and Mr. POON Chi Ho, being eligible, will offer themselves for re-election at the AGM.

Further, if re-elected, Ms. CHU Lai King and Mr. POON Chi Ho, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of Hong Kong and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

Recommendation of the Nomination Committee on re-election of Directors

Recommendation to the Board for the proposed re-election of each of Ms. CHU Lai King as an executive Director and Mr. POON Chi Ho as a non-executive Director was made by the Nomination Committee.

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the re-election of each of Ms. CHU Lai King and Mr. POON Chi Ho. The Nomination Committee is of the view that each of Ms. CHU Lai King and Mr. POON Chi Ho has provided and would continue to provide valuable contribution to the Company and contribute to the diversity of the Board, in particular in view of Ms. CHU Lai King's expertise in logistics and customer service operations and Mr. POON Chi Ho's expertise and experience in finance, accounting and procurement in a global company. Accordingly, the Nomination Committee considers that their re-elections would be in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

4. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Pursuant to Article 98 of the Articles, the Board proposes the appointment of Mr. CHU Kin Hang as an executive Director. The above proposed appointment is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM. The Board has also resolved to appoint Mr. CHU Kin Hang as a member of the Nomination Committee, subject to the approval of the Shareholders with respect of the appointment of Mr. CHU Kin Hang as an executive Director. Details of Mr. CHU Kin Hang who is proposed to be appointed as an executive Director at the AGM are set out in Appendix II to this circular.

Details of Mr. CHU Kin Hang who is proposed to be appointed as an executive Director at the AGM are set out in Appendix II to this circular.

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the election of Mr. CHU Kin Hang as an executive Director. The Nomination Committee is of the view that Mr. CHU Kin Hang would provide valuable contribution to the Company and contribute to the diversity of the Board, in particular in view of Mr. CHU Kin Hang's expertise in content design and 22 years' of experience in the Company, as further described in his biography in Appendix II to this circular. Accordingly, the Nomination Committee considers that the election of Mr. CHU Kin Hang would be in the interests of the Company and the Shareholders as a whole. With the recommendation of the Nomination Committee, the Board has proposed that Mr. CHU Kin Hang be appointed as an executive Director at the AGM.

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 19 to 23 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire (subject to any Government prescribed epidemic control measures where physical attendance may of denied or restricted).

6. FINAL DIVIDEND

The Board has recommended the declaration of a final dividend of HK5.0 cents per Share to be paid out of the distributable profits of the Company to the Shareholders whose names appear on the register of members of the Company on 6 July 2022, Wednesday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

The Hong Kong register of members of the Company will be closed from 17 June 2022, Friday, to 23 June 2022, Thursday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on those dates. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 23 June 2022, Thursday. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:30 p.m. on 16 June 2022, Thursday.

The Hong Kong register of members of the Company will be closed from 30 June 2022, Thursday, to 6 July 2022, Wednesday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to the proposed final dividend upon the passing of relevant resolution. No transfer of the Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to the proposed final dividend is 6 July 2022, Wednesday. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:30p.m. on 29 June 2022, Wednesday.

8. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

9. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

10. PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING IN VIEW OF THE RECENT CORONAVIRUS EPIDEMIC

In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the Shareholders, a series of epidemic precautionary measures will be implemented at the venue of the AGM which include without limitation:

- (i) compulsory body temperature screening/checks;
- (ii) limiting the number of the AGM attendees to avoid over-crowding;
- (iii) mandatory wearing of face mask;
- (iv) maintaining an appropriate social distancing between seats;
- (v) no provision of gifts, food or beverage;
- (vi) complying with the requirements of the Vaccine Pass Direction which is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong); and
- (vii) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law. It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Subject to the development of the COVID-19 pandemic and in compliance with applicable laws and regulations, the Company may implement further precautionary measures at the AGM.

The Company wishes to remind the Shareholders and other participants who will attend the AGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the AGM. The Company also advises the Shareholders to attend and vote at the AGM by way of non-physical presence. The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person. For more details, please refer to the proxy form for the AGM.

LETTER FROM THE BOARD

11. TYPHOON AND RAINSTORM ARRANGEMENTS

If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting and/or the Hong Kong Observatory has announced at or before 9:00 a.m. on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

12. RESPONSIBILITY OF THE DIRECTORS

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 or this circular misleading.

Yours faithfully,
On behalf of the Board
CHU Lai King
Chairperson

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued shares of the Company was 395,955,910 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 39,595,591 Shares, representing 10% of the number of issued shares of the Company as at the Latest Practicable Date (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same), during the period from the date of resolution granting the Repurchase Mandate until 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 or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors 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 net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Articles and the Companies Ordinance.

The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance.

On the basis of the combined net tangible assets of the Group as at 31 December 2021, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. Nevertheless, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING

If, as the result of a Share 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. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 395,955,910 to 356,360,319.

As at the Latest Practicable Date, Mr. Lau Kwok Chu held 119,347,980 Shares representing approximately 30.14% of the number of issued shares of the Company. Ms. Chu Lai King held 29,235,550 Shares, representing 7.38% of the number of issued shares of the Company as at the Latest Practicable Date. Mr. Lau Kwok Chu and Ms. Chu Lai King, being the spouse of each other, are presumed to be parties acting in concert for the purpose of the Takeovers Code and their collective shareholding amounts to 148,583,530 Shares, representing 37.53% of the number of issued shares of the Company as at the Latest Practicable Date.

The decrease of issued Shares resulted from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Mr. Lau Kwok Chu to increase to approximately 33.49% (hence making the collective shareholdings of Mr. Lau Kwok Chu and Ms. Chu Lai King be increased to 41.70% of the number of issued shares of the Company). In the event of such increase, Mr. Lau Kwok Chu and Ms. Chu Lai King (if they are not able to rebut the presumption to be acting in concert) may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code as the aggregate percentage shareholding of them would increase by more than 2% of the voting rights of the Company from the lowest percentage shareholding in the previous twelve month period ending on the date of such Share repurchase. Save as above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable date were as follows:–

	Share Price	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2021		
July (from the Listing Date)	4.970	2.470
August	2.780	2.010
September	2.170	1.360
October	1.580	1.330
November	2.020	1.130
December	1.770	1.210
2022		
January	1.610	1.360
February	1.500	1.230
March	1.300	1.050
April (up to the Latest Practicable Date)	1.240	1.060

6. REPURCHASE OF SHARES

The Company had not purchased any shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

Set out below are details of the Directors who are proposed to be re-elected or appointed at the AGM.

1. CHU lai king (“Ms. Chu”)

Aged 51, an executive Director, chair of the Board and Vice President of Operations of the Company. Ms. Chu has over 20 years of experience in E-commerce, logistics and operations. She co-founded the Group with Mr. Lau Kwok Chu in December 1997. She has been a Director since 26 April 2005. Ms. Chu also serves as director of a number of the subsidiaries of the Company. Prior to founding the Group, she served as a programmer analyst with Municipal Resource Consultants in California from May 1993 to July 1998. Ms. Chu obtained her bachelor’s degree of science, majoring in business administration in computer application and option systems and a master’s degree in business administration from the California State University in California, the United States in December 1992 and August 1997 respectively. Ms. Chu is the spouse of Mr. Lau Kwok Chu, an executive Director, the Chief Executive Officer of the Company and one of the Controlling Shareholders of the Company, and sister of Mr. Chu Kin Hang, a senior management of the Company.

Ms. Chu has entered into a service contract with the Company pursuant to which she is entitled to the annual remuneration of approximately HK\$1,014,000.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, Ms. Chu was deemed to be interested in 152,883,530 Shares, which includes 29,235,550 Shares directly held by Ms. Chu, Ms. Chu’s Share options carrying rights to subscribe for 600,000 Shares and Ms. Chu’s spouse interest of 123,047,980 Shares (being the sum of the personal interest and number of Shares held under equity derivatives of Mr. Lau Kwok Chu).

2. POON Chi Ho (“Mr. Poon”)

Aged 54, a non-executive Director. He has been a Director since 25 June 2009. He joined the PCCW Group as a management trainee in August 1989 and has been serving as the director of group finance of HKT Limited management and accounting and procurement since November 2014. Mr. Poon also holds a number of positions within the PCCW Group, including as director in a number of subsidiaries in both the PCCW Group and the HKT Group. Mr. Poon obtained his bachelor’s degree in business studies from the Hong Kong Polytechnic University in Hong Kong in November 1989. He also obtained his associate membership with the Hong Kong Society of Accountants since December 1995.

Mr. Poon has entered into a service contract with the Company pursuant to which he is entitled to the annual remuneration of approximately HK\$200,000.

3. CHU Kin Hang (“Mr. Chu”)

Aged 47, the Vice President of Content of the Company. He joined the Group in May 1998, serving as the Company’s Design Manager until March 2003. He was re-designated as the Company’s Design and Production Director from April 2003 to March 2015. Mr. Chu has been serving as the Vice President of Content of the Company since April 2015. Mr. Chu obtained his bachelor of engineering majoring in electronics engineering from the Chinese University of Hong Kong in Hong Kong in December 1998.

Subject to the approval of the Shareholders on Mr. Chu’s appointment as an executive Director by way of ordinary resolution at the AGM, the Company will enter into a service contract with Mr. Chu, commencing from the date of approval by the Shareholders at the AGM. The appointment of Mr. Chu will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles and the Listing Rules. Mr. Chu will be entitled to a directors’ fee to be determined by the remuneration committee of the Company with reference to Mr. Chu’s duties and responsibility in the Company and the market benchmark.

Mr. Chu is the brother-in-law of Mr. Lau Kwok Chu, executive Director, chief executive officer of the Company and one of the Controlling Shareholders of the Company, and brother of Ms. Chu Lai King, chairperson of the Company, executive Director and one of the Controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Chu held 4,742,120 Shares.

DIRECTORS’ EMOLUMENTS

The amounts of emoluments received for the year ended 31 December 2021 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees (US\$’000)	Salaries and allowances (US\$’000)	Discretionary bonuses (US\$’000)	Equity-settled share based payment (US\$’000)	Retirement benefit scheme contributions (US\$’000)	Total remuneration (US\$’000)
Ms. CHU lai king	-	129	-	-	2	131
Mr. POON Chi Ho	14	-	-	-	-	14

The emoluments to be received in 2022 by the above Directors to be re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the Directors’ qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

OTHER INFORMATION

If re-elected or elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of Hong Kong and the Listing Rules. Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any other position in the Company and its subsidiaries, any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



YesAsia Holdings Limited

喆麗控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2209)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “**Meeting**”) will be held at 11:00 a.m on 23 June 2022, Thursday at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“**Directors**”) and the independent auditors of the Company (“**Auditors**”) for the year ended 31 December 2021.
2. To declare a final dividend of HK5.0 cents per ordinary share of the Company for the year ended 31 December 2021 to be paid out of the distributable profits to the shareholders of the Company whose names appear on the register of members of the Company on 6 July 2022.
3. To re-appoint Messrs. RSM Hong Kong as the Auditors and authorise the board of Directors to fix their remuneration.
4. To re-elect the retiring Directors who offer themselves for re-election.
5. To elect Mr. Chu Kin Hang as an executive Director.
6. To authorise the board of Directors to fix the Directors’ remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

7. **“THAT**
 - (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“**Shares**”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or

NOTICE OF ANNUAL GENERAL MEETING

options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the number of issued shares of the Company as at the date of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares of the Company that may be allotted and issued as a percentage of the total number of issued Shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same); and

- (b) 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 or the articles of association of the Company to be held; or
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares on market through The Stock Exchange of Hong Kong Limited or on another recognised stock exchange and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
 - (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares on market through The Stock Exchange of Hong Kong Limited or on another recognised stock exchange at such price as the Directors may at their discretion determine;
 - (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent of the number of issued Shares as at the date of passing this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same); 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 law or the articles of association of the Company to be held; or
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
9. “**THAT**, conditional upon the resolutions nos. 7 and 8 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 8 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 7 above.”

By order of the Board
Chu Lai King
Chairperson

Hong Kong, 28 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the Meeting is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company.
2. A form of proxy for the Meeting is enclosed with the Company's circular dated 28 April 2022. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
3. The Hong Kong register of members of the Company will be closed from 17 June 2022, Friday, to 23 June 2022, Thursday, (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the Meeting. No transfers of Shares may be registered during the said period. The record date for determining the entitlements of the shareholders of the Company to attend and vote at the Meeting is 23 June 2022, Thursday. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 16 June 2022, Thursday.
4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.
5. The Hong Kong register of members of the Company will be closed from 30 June 2022, Thursday, to 6 July 2022, Wednesday, (both dates inclusive), for the purposes of determining the shareholders of the Company who qualify for the final dividend mentioned above. No transfers of Shares may be registered during the said period. The record date for determining the entitlements of the shareholders of the Company to the proposed final dividend is 6 July 2022, Wednesday. In order to qualify for the aforesaid final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30p.m. on 29 June 2022, Wednesday.
6. With regard to resolutions no. 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 7 above.
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting and/or the Hong Kong Observatory has announced at or before 9:00 a.m. on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. The Company will publish an announcement to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

NOTICE OF ANNUAL GENERAL MEETING

8. In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the Shareholders, a series of epidemic precautionary measures will be implemented at the venue of the AGM which include without limitation:
- (i) compulsory body temperature screening/checks;
 - (ii) limiting the number of the AGM attendees to avoid over-crowding;
 - (iii) mandatory wearing of face mask;
 - (iv) maintaining an appropriate social distancing between seats;
 - (v) no provision of gifts, food or beverage;
 - (vi) complying with the requirements of the Vaccine Pass Direction which is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong); and
 - (vii) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law. It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Subject to the development of the COVID-19 pandemic and in compliance with applicable laws and regulations, the Company may implement further precautionary measures at the AGM.

The Company wishes to remind the Shareholders and other participants who will attend the AGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the AGM. The Company also advises the Shareholders to attend and vote at the AGM by way of non-physical presence. The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person. For more details, please refer to the proxy form for the AGM.

9. The "SPECIAL ARRANGEMENTS FOR THE AGM" set out in the Company's circular to its shareholders dated 28 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, shareholders of the Company who cannot physically attend the Meeting may participate in the Meeting online, to view the live broadcast via Zoom and submit questions in written form to the Meeting by email in advance.

As at the date of this notice, the board of Directors comprises Mr. LAU Kwok Chu, Ms. CHU Lai King, and Ms. WONG Shuet Ha as executive Directors, Mr. HUI Yat Yan Henry, Mr. LUI Pak Shing Michael, and Mr. POON Chi Ho as non-executive Directors, and Mr. CHAN Yu Cheong, Mr. SIN Pak Cheong Philip Charles, and Mr. WONG Chee Chung as independent non-executive Directors.