
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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Yee Hop Holdings Limited

義合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1662)

PROPOSALS FOR

(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS

(2) RE-ELECTION OF RETIRING DIRECTORS

(3) RE-APPOINTMENT OF THE AUDITORS

(4) MANDATES TO ISSUE AND REPURCHASE SHARES

(5) ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

AND

NOTICE OF 2022 ANNUAL GENERAL MEETING

This circular, for which the directors (the “**Directors**”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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.

A notice convening the 2022 annual general meeting (“**2022 AGM**”) of Yee Hop Holdings Limited to be held at Units 1203B, 1204-1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 22 August 2022 at 11:00 a.m. is set out on pages 38 to 44 of this circular. A proxy form for use at the 2022 AGM is enclosed with this circular.

Whether or not you are able to attend the 2022 AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at “Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong” (if the proxy form is returned before 15 August 2022) or at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong” (if the proxy form is returned on or after 15 August 2022) as soon as possible and in any event not less than 48 hours before the time appointed for holding of the 2022 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the 2022 AGM or any adjournment thereof should you so wish.

This circular, together with a proxy form, will remain on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.yee-hop.com.hk.

PRECAUTIONARY MEASURES FOR THE 2022 AGM

Please see page 44 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the 2022 AGM, including:

- compulsory body temperature checks and health declarations
- mandatory wearing of a surgical face mask throughout the 2022 AGM
- no distribution of corporate gift or refreshment will be served

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

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DEFINITIONS

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

“2022 AGM”	the annual general meeting of the Company to be held at Units 1203B, 1204-1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 22 August 2022 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 2022 AGM set out on pages 38 to 44 of this circular, or any adjournment thereof
“2022 AGM Notice”	the notice convening the 2022 AGM set out on pages 38 to 44 of this circular
“2022 Annual Report”	the annual report of the Company for the year ended 31 March 2022 containing, <i>inter alia</i> , the audited financial statements of the Company and its subsidiaries and the Reports of the Directors and Auditors of the Company for the year ended 31 March 2022
“Articles”	the articles of association of the Company, adopted on 25 November 2015, and with effect from the Listing Date as amended from time to time
“Auditors”	the auditors of the Company
“BGI Marine”	Shenzhen BGI Marine Sci & Tech Co. Ltd, a company incorporated in the PRC and a former indirect subsidiary of the Company
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended from time to time
“Close Associate(s)”	has the meaning defined in the Listing Rules
“Company”	Yee Hop Holdings Limited (義合控股有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 1662)
“Connected person(s)”	has the meaning as defined in the Listing Rules
“Controlling Shareholder(s)”	has the same meaning as defined in the Listing Rules
“Core Connected Person(s)”	has the same meaning as defined in the Listing Rules

DEFINITIONS

“Core Shareholder Protection Standards”	the 14 core shareholder protection standards set out in Appendix 3 to the Listing Rules
“Director(s)”	the Director(s) of the Company
“Executive Director(s)”	the Executive Director(s) of the Company
“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
“Independent Non-executive Director(s)”	the Independent Non-executive Director(s) of the Company
“JJ1318”	JJ1318 Holdings Limited, a company incorporated in the BVI, is wholly owned by Mr. Jim and is a Controlling Shareholder
“Latest Practicable Date”	8 July 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	18 December 2015, being the date on which dealings of the Shares of the Company on the main board of the Stock Exchange first commenced
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company, adopted on 25 November 2015 and with effect from the Listing Date, and as amended from time to time
“Mr. Chui”	Mr. CHUI Mo Ming (徐武明), an Executive Director and a Controlling Shareholder
“Mr. Jim”	Mr. JIM Yin Kwan Jackin (詹燕群), an Executive Director and a Controlling Shareholder
“Mr. Xu JunMin”	Mr. XU JunMin (徐軍民), an Executive Director and a Substantial Shareholder
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the current Memorandum and Articles of Association as set out in Appendix III to this circular

DEFINITIONS

“Register of Members”	the register of members of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Board to repurchase the Shares up to an aggregate nominal amount not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing the relevant resolution at the 2022 AGM
“Second Amended and Restated Memorandum and Articles of Association”	the set of the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by way of a special resolution at the 2022 AGM
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Share Issue Mandate”	the general and unconditional mandate proposed to be granted to the Board to (i) allot and issue Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the relevant resolution at the 2022 AGM; and (ii) extend the mandate in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	Per cent

LETTER FROM THE BOARD



Yee Hop Holdings Limited 義合控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1662)

Executive Directors:

Mr. JIM Yin Kwan Jackin
Mr. CHUI Mo Ming
Mr. YAN Chi Tat
Mr. LEUNG Hung Kwong Derrick
Mr. XU JunMin

Registered Office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Non-executive Director:

Mr. WANG Jian

*Headquarter, head office and
principal place of business in Hong Kong:*

Independent Non-executive Directors:

Mr. LEE Luk Shiu
Mr. YU Hon Kwan
Mr. WONG Chi Keung Johnny

Units 1104-1106
Nan Fung Commercial Centre
19 Lam Lok Street
Kowloon Bay
Kowloon
Hong Kong

22 July 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) RE-APPOINTMENT OF THE AUDITORS
(4) MANDATES TO ISSUE AND REPURCHASE SHARES
(5) ADOPTION OF THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2022 AGM and to provide you with details of the resolutions to be proposed at the 2022 AGM relating to:

- (a) the adoption of audited consolidated financial statements and the Reports of the Directors and Auditors for the year ended 31 March 2022;

LETTER FROM THE BOARD

- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditors;
- (d) the granting of the Share Issue Mandate to the Directors;
- (e) the granting of the Repurchase Mandate to the Directors; and
- (f) the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association.

A notice convening the 2022 AGM is set out on pages 38 to 44 of this circular.

2. RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2022

The audited consolidated financial statements of the Company for the year ended 31 March 2022 together with the Reports of the Directors and the Auditors, are set out in the 2022 Annual Report. The 2022 Annual Report may be viewed and downloaded from the website of the Company at www.yee-hop.com.hk and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

3. RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Executive Directors (“EDs”) namely Mr. Jim Yin Kwan Jackin (“**Mr. Jim**”), Mr. Chui Mo Ming (“**Mr. Chui**”), Mr. Yan Chi Tat (“**Mr. Yan**”), Mr. Leung Hung Kwong Derrick (“**Mr. Leung**”) and Mr. XU JunMin (“**Mr. Xu**”), one Non-executive Director (“NED”) namely Mr. Wang Jian (“**Mr. Wang**”) and three Independent Non-executive Directors (“INEDs”) namely Mr. Lee Luk Shiu (“**Mr. Lee**”), Mr. Yu Hon Kwan (“**Mr. Yu**”) and Mr. Wong Chi Keung Johnny (“**Mr. Wong**”).

Pursuant to Article 108 of the Articles, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election at the relevant general meeting. Accordingly, Mr. Leung, Mr. Xu, Mr. Yu and Mr. Wong shall retire by rotation at the 2022 AGM, and being eligible, will offer themselves for re-election.

LETTER FROM THE BOARD

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2022 AGM.

The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

In recommending each of Mr. Leung and Mr. Xu to stand for re-election as an EDs, Mr. Yu and Mr. Wong to stand for re-election as INEDs, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Leung has over 25 years of experience in the engineering and construction industry. He graduated from the National Taiwan University with a Bachelor's Degree of Science in Engineering and holds a Master's Degree of Philosophy in Civil & Structural Engineering from the Hong Kong University of Science & Technology. Mr. Leung is a Registered Professional Engineer (Geotechnical, Structural) and a member of the Institution of Structural Engineers and the Hong Kong Institution of Engineers.
- (b) Mr. Xu has over 20 years of experience in aquatic organism genomics research, conservation and utilization of aquatic genetic resources, ecological and industrial cultivation, and aquatic products import and export trade. Mr. Xu holds a Master's Degree in Animal Nutrition from the Shanghai Ocean University* (上海海洋大學) (previously known as “上海水產大學”).
- (c) Mr. Yu has over 30 years of experience in the construction industry. Mr. Yu graduated from the University of Reading with a Bachelor's Degree of Science in Quantity Surveying. He is a Member of the Royal Institution of Chartered Surveyors. Mr. Yu is the General Manager (Community Relations) of Henderson Land Development Company Limited. Mr. Yu was a lecturer (non-clinical) in the Department of Real Estate and Construction of the University of Hong Kong.
- (d) Mr. Wong graduated from the University of London with a Bachelor's Degree of Laws with Honours and holds a Master's Degree of Laws from the University of London. He is a solicitor of the High Court of Hong Kong, a solicitor of the Supreme Court of England & Wales and a barrister and solicitor of the Supreme Court of the Australia Capital Territory, Australia.

The Nomination Committee considered that in view of their diverse and different educational background and professional knowledge and experience in the engineering and construction industry, aquatic products industry and in law, the appointments of Mr. Leung and Mr. Xu as EDs, Mr. Yu and Mr. Wong as INEDs will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

LETTER FROM THE BOARD

The Nomination Committee has also assessed the independence of all INEDs. All the INEDs of the Company satisfy the Independence Guidelines as set out in Rule 3.13 of the Listing Rules and has each provided to the Company any annual written confirmation of his independence.

Biographical details of the Directors proposed to be re-elected at the 2022 AGM are set out in Appendix II to this circular.

4. RESOLUTION (3) RE-APPOINTMENT OF THE AUDITORS

SHINEWING (HK) CPA Limited, will retire as the Auditors at the 2022 AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee of the Board, proposed to re-appoint SHINEWING (HK) CPA Limited as the Auditors and to hold office until the conclusion of the next annual general meeting of the Company.

5. RESOLUTION (4) TO (6) REPURCHASE MANDATE AND SHARE ISSUE MANDATE

Pursuant to the resolutions passed by the Shareholders at the 2021 general annual meeting held on 3 September 2021, the Board was granted the general and unconditional mandates to issue, allot and repurchase Shares. Such general mandates will lapse upon the conclusion of the 2022 AGM. In order to ensure flexibility for the Board to issue, allot and repurchase Shares, ordinary resolutions will be proposed to seek for Shareholders' approval at the 2022 AGM to renew the Repurchase Mandate and to grant the Share Issue Mandate. Details of such ordinary resolutions are set out in ordinary resolutions numbered 5, 6 and 7 in the notice of the 2022 AGM. The Repurchase Mandate and the Share Issue Mandate, if approved at the 2022 AGM, will continue in force until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws to be held; or (iii) the revocation or variation of the authority given to the Directors by ordinary resolution by the Shareholders in a general meeting, whichever occurs first.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

6. RESOLUTION (7) PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 15 July 2022 in relation to the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association.

The Stock Exchange has recently announced various amendments to the Listing Rules to implement the proposals under the “Consultation Conclusion Paper on Listing Regime for Overseas Issuers” published on 19 November 2021. The amendments to the Listing Rules have already taken effect from 1 January 2022 and include the introduction of the Core Shareholder Protection Standards that will apply to all listed issuers to provide the same level of protection to all investors.

To conform with the Core Shareholder Protection Standards, the Board proposes that the Company adopts the Second Amended and Restated Memorandum and Articles of Association incorporating the Proposed Amendments in substitution for, and to the exclusion of, the current Memorandum and Articles. Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and are not inconsistent with the Cayman Islands laws. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange.

The Proposed Amendments are prepared in the English language and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese translation of the Proposed Amendments, the English version shall prevail. The proposed adoption of the Second Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the 2022 AGM.

7. THE 2022 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the 2022 AGM is set out on pages 38 to 44 of this circular. At the 2022 AGM, seven ordinary resolutions and a special resolution will be proposed to approve, *inter alia*, (i) adoption of the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2022; (ii) the granting of the Repurchase Mandate and the Share Issue Mandate; (iii) the re-election of Mr. Leung and Mr. Xu as an EDs, Mr. Yu and Mr. Wong as INEDs; (iv) the re-appointment of the Auditors; and (v) the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

Enclosed with this circular is a proxy form for use at the 2022 AGM. Whether or not you intend to attend the 2022 AGM or any adjournment thereof, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at “Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong” (if the proxy form is returned before 15 August 2022) or at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong” (if the proxy form is returned on or after 15 August 2022) as soon as possible and in any event not less than 48 hours before the time fixed for holding the 2022 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2022 AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the 2022 AGM, his proxy form will be deemed to have been revoked.

Pursuant to Article 72 of the Articles, a resolution put to vote at any general meeting of the Company shall be decided by poll, save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2022 AGM will be voted by way of a poll by the Shareholders. Results of the poll voting will be published on the website of the Company at www.yee-hop.com.hk and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the 2022 AGM.

8. VOTING BY POLL AT THE 2022 ANNUAL GENERAL MEETING

In accordance with Rule 13.39(4) of the Listing Rules and the Articles, all resolutions set out in the 2022 AGM Notice will be vote on by poll at the 2022 AGM except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

9. CLOSURE OF REGISTER OF MEMBERS

In order to establish the identity of Shareholders who are entitled to attend and vote at the 2022 AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong at “Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong” (if the transfer forms and the relevant shares certificates are lodged before 15 August 2022) or at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong” (if the transfer forms and the relevant shares certificates are lodged on or after 15 August 2022) no later than 4:30 p.m. on Monday, 15 August 2022. The Register of Members of our Company will be closed from Tuesday, 16 August 2022 to Monday, 22 August 2022, both days inclusive, during which period no transfer of Shares will be registered.

10. RESPONSIBILITY OF DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information relating to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement in this circular incorrect or misleading.

LETTER FROM THE BOARD

11. RECOMMENDATION

At the 2022 AGM, seven ordinary resolutions and a special resolution will be proposed to approve, among other matters, adoption of the audited consolidated financial statements and reports of Directors and Auditors, the granting of the Share Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors, the re-appointment of Auditors.

The Directors believe that the proposed adoption of the audited consolidated financial statements and reports of Directors and Auditors, granting of the Share Issue Mandate and the Repurchase Mandate, the re-election of Directors, the re-appointment of the Auditors and the adoption of the Second Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Share Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate 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 exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2022 AGM.

12. GENERAL INFORMATION

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

13. LANGUAGE

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

Yours faithfully,
For and on behalf of the Board of
Yee Hop Holdings Limited
JIM Yin Kwan Jackin
Chairman

This Appendix serves as an explanatory statement, as required to be sent to all Shareholders under the Listing Rules, to provide the relevant information in connection with the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

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.

2. EXERCISE OF THE REPURCHASE MANDATE

The Directors believe that the flexibility afforded by the mandate granted to them if the Repurchase Mandate is approved would be beneficial to the Company.

It is proposed that up to 10% of the issued and outstanding Shares as at the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, 500,000,000 Shares were in issue and outstanding. Subject to the passing of the ordinary resolution set out in item 5 of the notice for the 2022 AGM and on the basis that no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the 2022 AGM, the Board would be authorised to repurchase up to 50,000,000 Shares during the period up to the earlier of: (i) the conclusion of the next annual general meeting held; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders at a general meeting of the Company.

3. REASONS FOR REPURCHASES

Repurchases of Shares will only be made if the Board is of the view that such a repurchase will benefit the Company and its Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

4. FUNDING AND EFFECT OF REPURCHASES

Any exercise of the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital. Any repurchases will be made out of funds of the Company that are legally permitted to be utilised in this connection in accordance with the Company's Memorandum and Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 March 2022 (being the date of its latest published audited financial statements) in the event that the Repurchase Mandate is to be exercised in full 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 impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. STATUS OF REPURCHASED SECURITIES

The Listing Rules provide that the listing of all repurchased securities is automatically cancelled and that the certificates for those securities must be cancelled and destroyed. The aggregate of the authorised share capital shall remain unchanged.

6. INTENTION TO SELL SHARES BY DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their respective Close Associates (as defined in the Listing Rules) of the Directors, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No Core Connected Person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make purchases of Shares.

7. DIRECTORS' UNDERTAKING

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

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

9. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a repurchase of Shares by the Company, 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. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Approximate% of the issued share capital before a possible exercise of the Repurchase Mandate" while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the 2022 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2022 AGM) is shown under the column "Approximate% of the issued share capital should the Repurchase Mandate be exercised in full":

Name of shareholder	Number of Shares Held	Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate	Approximate % of the issued share capital should the Repurchase Mandate be exercised in full
Mr. Chui	126,750,000	25.35%	28.16%
Mr. Jim	201,250,000	40.25%	44.72%
JJ1318	201,250,000	40.25%	44.72%
Mr. Xu JunMin	27,000,000	5.4%	6.00%

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will result in Mr. Jim and JJ1318 becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code and the public holding of Shares would be reduced below 25% of the issued capital of the Company.

However, the Directors do not intend to exercise the power to Repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code and that the public holding of Shares would be reduced below 25% of the issued capital of the Company.

10. MARKET PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	PER SHARE	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	2.10	1.83
August	2.14	1.71
September	2.06	1.74
October	2.08	1.74
November	1.95	1.47
December	1.64	1.09
2022		
January	1.21	1.01
February	1.20	1.05
March	1.39	0.99
April	1.54	1.24
May	1.42	1.18
June	1.36	1.17
July (up to Latest Practicable Date)	1.26	1.20

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2022 AGM

Biographical details of the Directors proposed to be re-elected at the 2022 AGM are set out as follows:

(1) MR. LEUNG HUNG KWONG DERRICK

Mr. Leung Hung Kwong Derrick (梁雄光), aged 53, an Executive Director. Mr. Leung joined the Group in August 2008. He is also a Director of Yee Hop Engineering Company Limited.

Mr. Leung has been the Technical Director of Yee Hop Engineering Company Limited for its registration as a Registered General Building Contractor and Registered Specialist Contractor in the foundation works category with the Buildings Department since 2008 and 2011 respectively. He has over 25 years of experience in the engineering and construction industry. Mr. Leung is responsible for formulating the corporate business strategies. Mr. Leung graduated from the National Taiwan University with a Bachelor's Degree of Science in Engineering. He holds a Master's Degree of Philosophy in Civil & Structural Engineering from the Hong Kong University of Science & Technology. He is currently a Registered Professional Engineer (Geotechnical, Structural). He is a member of the Institution of Structural Engineers and the Hong Kong Institution of Engineers.

Mr. Leung is an Independent Non-executive Director of Chi Ho Development Holdings Ltd (stock code: 8423), the shares of which are listed on the GEM of the Stock Exchange. The principal business of Chi Ho Development Holdings Ltd is the provision of renovation, maintenance and fitting-out works.

As at the Latest Practicable Date, Mr. Leung does not have any interests in the Shares of Company within the meaning of Part XV of the SFO.

Mr. Leung has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date, and has renewed for a further three years, and shall continue thereafter until it is terminated by Mr. Leung by giving to the Company not less than three months' notice in writing at any time after such initial fixed term or by the Company giving to Mr. Leung not less than three months' prior notice in writing at any time after the date of agreement. Mr. Leung is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles.

For the year ended 31 March 2022, the total amount of emoluments payable to Mr. Leung was approximately HK\$1,429,000 per annum. The remuneration of Mr. Leung was determined with reference to his experience, level of responsibilities and general market conditions.

Save as disclosed above, there is no other information relating to Mr. Leung that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Leung's proposed re-election.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2022 AGM

(2) MR. XU JUNMIN

Mr. Xu JunMin (徐軍民), aged 50, an Executive Director. Mr. Xu joined the Group on 25 October 2019. He is also a director and legal representative of the BGI Marine, a former indirect partly-owned subsidiary of the Company. Mr. Xu joined the BGI Marine since February 2015.

Mr. Xu JunMin has over 20 years of experience in aquatic organism genomics research, conservation and utilization of aquatic genetic resources, ecological and industrial cultivation, and aquatic products import and export trade. Mr. Xu JunMin holds a Master's degree in Animal Nutrition from the Shanghai Ocean University (上海海洋大學). He is currently the Vice Chairman of the China Nutrition and Health Food Association (中國營養保健食品協會), Member of the State Food Industry Standardization Commission (全國食品工業標準化技術委員會) and Member of the Yangtze Rare Fish Standardization Commission of the Fishery Industry in Jiangsu (江蘇省漁業產業長江珍稀魚類標準技術委員會) and recognised as High-level Professional in Shenzhen.

Apart from his directorship at the Company, Mr. Xu has not hold any directorship in any other listed companies in the last three years. Save as disclosed in this circular, Mr. Xu does not have any relationship with any Director, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Xu have interests in 27,000,000 Shares of Company, representing approximately 5.4% of the issued share capital of the Company. Saved as disclosed above, he does not have any interests in the Shares of Company within the meaning of Part XV of the SFO.

Pursuant to an appointment letter made between the Company and Mr. Xu, Mr. Xu has been appointed as an Executive Director of the Company commencing from 25 October 2019. Mr. Xu is not appointed for a specific term but his appointment shall be terminable by either party by giving the other party not less than three months' prior notice in writing and is subject to re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election in accordance with the Articles. Mr. Xu shall not be entitled to any remuneration from the Company for serving as an Executive Director. However, he is entitled to an annual remuneration of RMB792,000 (excluding statutory benefits and discretionary bonus) under an employment contract dated 28 August 2019 with BGI Marine for his service as chairman.

For the year ended 31 March 2022, the total amount of emoluments payable to Mr. Xu was approximately HK\$579,000. The remuneration of Mr. Xu was determined with reference to his experience, level of responsibility and general market conditions.

Save as disclosed above, there is no other information relating to Mr. Xu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Xu's proposed re-election.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2022 AGM

(3) MR. YU HON KWAN

Mr. Yu Hon Kwan (alias : Randy) (余漢坤), aged 59, an Independent Non-executive Director, Chairman of both the Nomination Committee and the Remuneration Committee and a member of the Audit Committee of the Company.

Mr. Yu has over 30 years of experience in the construction industry. Mr. Yu graduated from the University of Reading with a Bachelor's Degree of Science in Quantity Surveying. He is a Member of the Royal Institution of Chartered Surveyors. Mr. Yu is the General Manager (Community Relations) of Henderson Land Development Company Limited. Mr. Yu was a lecturer (non-clinical) in the Department of Real Estate and Construction of the University of Hong Kong.

Mr. Yu is a Justice of the Peace of Hong Kong and a New Territories Justices of the Peace. He has dedicated a significant proportion of his time in community service. Mr. Yu is currently the Chairman of the Islands District Council, a member of the Development Bureau's Lantau Conservation Fund Advisory Committee, a member of the Agriculture, Fisheries and Conservation Department's Country and Marine Parks Board, and a member of the Independent Police Complaints Council of Hong Kong SAR. He was awarded a Medal of Honour in July 2015 in recognition of his long and dedicated public and community service.

Mr. Yu is a Director of the Business Environment Council from April 2016 (formerly also a Director of the same Board from June 2011 to February 2015). He was also a Director of the Hong Kong Green Building Council from January 2014 to February 2015.

Apart from his directorship at the Company, Mr. Yu has not held any directorship in any other listed companies in the last three years. Save as disclosed in this circular, Mr. Yu does not have any relationship with any Director, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Yu does not have any interests in the Shares of Company within the meaning of Part XV of the SFO.

Mr. Yu has entered into a service agreement with the Company for an initial fixed term of one year commencing from the Listing Date. The term of the service agreement has been extended for three years to 14 December 2019, and shall be automatically renewed for such further period after expiry of the renewal term. Mr. Yu is subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles.

For the year ended 31 March 2022, the total amount of emoluments payable to Mr. Yu was approximately HK\$240,000 per annum. The remuneration of Mr. Yu was determined with reference to his experience, level of responsibilities and general market conditions.

Save as disclosed above, there is no other information relating to Mr. Yu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Yu's proposed re-election.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2022 AGM

(4) MR. WONG CHI KEUNG JOHNNY

Mr. Wong Chi Keung Johnny (王志強), aged 63, an Independent Non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company.

Mr. Wong graduated from the University of London with a Bachelor's Degree of Laws with Honours and holds a Master's Degree of Laws from the University of London. He is a solicitor of the High Court of Hong Kong, a solicitor of the Supreme Court of England & Wales and a barrister and solicitor of the Supreme Court of the Australia Capital Territory, Australia. He is currently a partner of Messrs. Lo, Wong & Tsui, Solicitors, handling general and commercial litigations, conveyancing works, land acquisition and land exchange, real estate development and financing.

Mr. Wong has served as a member of the Provisional Regional Council from 1997 to 1999, a member of the Tai Po District Council from 1999 to 2003, a member of the Liquor Licensing Board from January 2000 to January 2004, and a member of the Appeal Tribunal Panel under the Buildings Ordinance from December 2000 to December 2004. He obtained a HKSAR Medal of Honour in October 2002. Mr. Wong was also an appointed member of the Yuen Long District Council from January 2008 to December 2011. He was an Independent Non-executive Director of SkyOcean International Holdings Limited (formerly known as Allied Overseas Limited), a company listed on the Stock Exchange (stock code: 593) for the period from June 1993 to August 1997.

Save as disclosed in this circular, Mr. Wong has not held any directorship in any other listed companies in the last three years. Save as disclosed in this circular, Mr. Wong does not have any relationship with any Director, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Wong does not have any interests in the Shares of Company within the meaning of Part XV of the SFO.

Mr. Wong has entered into a service agreement with the Company for an initial fixed term of one year commencing from the Listing Date. The term of the service agreement has been extended for three years to 14 December 2019, and shall be automatically renewed for such further period after expiry of the renewal term. Mr. Wong is subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles.

For the year ended 31 March 2022, the total amount of emoluments payable to Mr. Wong was approximately HK\$240,000 per annum. The remuneration of Mr. Wong was determined with reference to his experience, level of responsibilities and general market conditions.

Save as disclosed above, there is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Wong's proposed re-election.

APPENDIX III CHANGES INTRODUCED BY THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The following are the changes to the current Memorandum and Articles of Association introduced by the Second Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the Second Amended and Restated Memorandum and Articles of Association.

All capitalised terms in the proposed amendments contained in this Appendix are terms defined in the current Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the current Memorandum and Articles of Association.

Clause	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Memorandum of Association)	Remarks
2	The registered office will be situates <u>situated</u> at the offices of Appleby Trust (Cayman) Ltd., Clifton House, 75 Fort Street, PO Box 1350, Ocorian Trust (Cayman) Limited, 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.	
5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies Law <u>Act</u> (as <u>revised</u>), it shall have the power, subject to the provisions of the Cayman Islands Companies Law <u>Act</u> (as <u>revised</u>) and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
1(a)	Table “A” of the Companies Law <u>Act</u> (as revised) shall not apply to the Company.	
1(b)	Companies Law <u>Act</u> : means the Companies Law <u>Act</u> (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;	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
	<p>Registered Office: means the registered office of the Company for the time being as required by the Companies Law Act;</p> <p>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 trading 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);</p>	
1(c)(iii)	subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Law 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	
1(d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting <u>held in accordance with these Articles and</u> of which notice specifying the intention to propose the resolution as a special resolution has been duly given.	
1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of <u>the votes cast by</u> such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days’ notice has been duly given.	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
5(a)	<p>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 Act, be varied or abrogated either (i) with the consent in writing of the holders of not less than ¾ in nominal value <u>at least three-fourths of the issued voting rights of the Shares of that class present and voting in person (or in the case of any Shareholder being a corporation, by its duly authorised representatives) and/ or proxy</u> or (ii) 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 <i>mutatis mutandis</i> apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two 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 two 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.</p>	
8	<p>Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies Law Act and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.</p>	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
11(a)	All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies Law Act, if and so far as such provisions may be applicable thereto.	
12(a)	The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies Law Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.	
12(b)	If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies Law Act, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.	
13(d)	Sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Law Act, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
15(a)	<p>Subject to the Companies Law Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p>	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
15(b)	Subject to the provisions of the Companies Law Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.	
17(a)	The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies Law Act.	
17(b)	Subject to the provisions of the Companies Law Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.	
17(c)	During the Relevant Period (except when the Register is closed <u>in accordance with the Companies Ordinance</u>), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.	
17(d)	The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine <u>(or such longer period as the Shareholders may by Ordinary Resolution determine, provided that such period shall not be extended beyond 60 days in any year)</u> .	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
18(a)	<p>Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies LawAct or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
39	Subject to the Companies Law Act, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.	
41(c)	Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies Law Act.	
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 financial 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 annual general meeting shall be held <u>within six months after the end of the Company's financial year and</u> 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.	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
64	<p>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 <u>voting rights (on a one vote per share basis) in the capital of the Company</u> having the right of voting at general meetings. 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 <u>and adding resolutions to the agenda of the meeting</u> for the transaction of any business specified in such requisition. Such meeting shall be held within two 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.</p>	
65(b)	<p>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% of the total voting rights at the meeting of all members <u>Shareholders</u> of the Company.</p>	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
67	<p>All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p> <ul style="list-style-type: none"> (i) the declaration and sanctioning of Dividends; (ii) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheets; (iii) the election of Directors in place of those retiring; (iv) the appointment of Auditors; (v) the fixing of, or the determining of the method of fixing of the remuneration of the Directors and of the Auditors; (vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and (vii) the granting of any mandate or authority to the Board to repurchase securities of the Company. 	Renumber Article 67(a)(a) as Article 67
67A	<u>All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>	New Article

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
92(b)	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 <u>or at any creditors' meeting</u> 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 the right to vote individually on a show of hands and the right to speak.	
96	The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies Law Act.	
104(b)	Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law Act, the Company shall not directly or indirectly:	
112	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <u>or as an addition to the existing Board</u> shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director so appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
113	<p>No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director <u>signed by a Shareholder</u> and notice in writing <u>signed by that person</u> of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. <u>The Company shall include the particulars of such proposed person for election as a Director in an announcement or a supplementary circular, and shall give the Shareholders at least seven days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election.</u> The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.</p>	
116	<p>The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies <u>LawAct</u>, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</p>	
119	<p>The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies <u>LawAct</u>, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies <u>LawAct</u> with regard to the registration of mortgages and charges as may be specified or required.</p>	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
127	The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies <u>LawAct</u> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies <u>LawAct</u> and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	
144	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies <u>LawAct</u> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.	
145	The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies <u>LawAct</u> and these Articles, together with such other duties as may from time to time be prescribed by the Board.	
146	A provision of the Companies <u>LawAct</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
147(a)	Subject to the Companies Law Act, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.	
153(a)	The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies Law Act) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
153(b)	Subject to the Companies Law Act, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.	
154	Subject to the Companies Law Act and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
156(a)	No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies Law Act.	
156(b)	Subject to the provisions of the Companies Law Act but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.	
171	The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies Law Act.	
172	The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies Law Act necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 March in each calendar year or as otherwise determined by the Board.</u>	
174	No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Law Act or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
176(a)	<p>The Company shall at each annual general meeting Shareholders may by <u>Ordinary Resolution</u> 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 <u>the Shareholders in the annual</u> a 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 <u>by Ordinary Resolution in such manner as the Shareholders may determine.</u></p>	
176(b)	<p>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>	
180(a)	<p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Law <u>Act</u> and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
180(b)	<p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies LawAct and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	
188	<p>Subject to the Companies LawAct, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.</p>	

Article	Provisions in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
190	If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies LawAct, divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.	
195	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies LawAct:	
196	The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies LawAct:	

NOTICE OF 2022 ANNUAL GENERAL MEETING



Yee Hop Holdings Limited 義合控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1662)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting of Yee Hop Holdings Limited (the “**Company**”) will be held at Units 1203B, 1204-1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 22 August 2022 at 11:00 a.m. (the “**2022 AGM**”), for the following purposes:

ORDINARY RESOLUTIONS

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

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the Reports of the Directors (the “**Directors**”) and the Auditors (the “**Auditors**”) of the Company for the year ended 31 March 2022.
2.
 - (a) To re-elect Mr. LEUNG Hung Kwong Derrick as an Executive Director of the Company;
 - (b) To re-elect Mr. XU JunMin as an Executive Director of the Company;
 - (c) To re-elect Mr. YU Hon Kwan as an Independent Non-Executive Director of the Company; and
 - (d) To re-elect Mr. WONG Chi Keung Johnny as an Independent Non-executive Director of the Company.
3. To authorise the Board of Directors of the Company (the “**Board**”) to fix the remuneration of all the Directors of the Company.
4. To re-appoint SHINEWING (HK) CPA Limited as the Auditors and to authorise the Board to fix their remuneration.

NOTICE OF 2022 ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Hong Kong Code on Share Repurchases, the Companies Act of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles**”) or the applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution of the Company’s shareholders in general meeting.”

6. To consider and, if though fit, pass with or without amendments, the following resolution as an ordinary resolution :

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and are hereby generally and unconditionally approved;

NOTICE OF 2022 ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (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), (ii) the exercise of options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held;
- (iii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution of the Company’s Shareholders 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 exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical 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) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

NOTICE OF 2022 ANNUAL GENERAL MEETING

7. To consider and, if though fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

Subject to the passing of resolutions 5 and 6 set out in this notice of the 2022 AGM, the aggregate nominal amount of Shares which are to be purchased by the Company pursuant to the authority granted to the Directors under resolution 5 set out in this notice of the 2022 AGM shall be added to the aggregate nominal amount of share capital that may be allotted or agreed to be allotted by the Directors pursuant to resolution 6 set out in this notice of the 2022 AGM.”

SPECIAL RESOLUTION

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

“THAT the second amended and restated memorandum and articles of association of the Company (the **“Second Amended and Restated Memorandum and Articles of Association”**), a copy of which has been produced to this meeting marked “A” and for identification purpose signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the current memorandum and articles of association of the Company with immediate effect after the close of this meeting and that the Directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the Second Amended and Restated Memorandum and Articles of Association.”

By order of the Board
Yee Hop Holdings Limited
JIM Yin Kwan Jackin
Chairman

Hong Kong, 22 July 2022

Registered office:

Ocorian Trust (Cayman) Ltd.
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Headquarter, head office and

principal place of business in Hong Kong:
Units 1104-1106
Nan Fung Commercial Centre
19 Lam Lok Street
Kowloon Bay
Kowloon
Hong Kong

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the 2022 AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the proxy form is returned before 15 August 2022) or at "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the proxy form is returned on or after 15 August 2022) not less than 48 hours before the time for holding the 2022 AGM. Completion and return of a proxy form will not preclude a member from attending and voting in person if he is subsequently able to be present. In such event, the proxy form shall be deemed to be revoked.
3. Where there are joint registered holders of any share, any one of such persons may vote at the 2022 AGM, either personally or 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 whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. For the purposes of holding the 2022 AGM, the register of members of the Company will be closed from Tuesday, 16 August 2022 to Monday, 22 August 2022 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the 2022 AGM scheduled to be held on Monday, 22 August 2022. In order to be eligible to attend and vote at the 2022 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the transfer forms and the relevant shares certificates are lodged before 15 August 2022) or at "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the transfer forms and the relevant shares certificates are lodged before 15 August 2022) not later than 4:30 p.m. on Monday, 15 August 2022.
5. An explanatory statement containing further details regarding resolution 5 above is set out in Appendix I to the circular of the Company dated 22 July 2022.
6. Biographical details of the Directors proposed to be re-elected at the 2022 AGM are set out in Appendix II to the circular of the Company dated 22 July 2022.
7. Changes introduced by the Second Amended and Restated Memorandum and Articles of Association are set out in Appendix III to the circular of the Company dated 22 July 2022.
8. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 7 a.m. on Monday, 22 August 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no.3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

NOTICE OF 2022 ANNUAL GENERAL MEETING

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr. JIM Yin Kwan Jackin
Mr. CHUI Mo Ming
Mr. YAN Chi Tat
Mr. LEUNG Hung Kwong Derrick
Mr. XU JunMin

Non-executive Director:

Mr. WANG Jian

Independent Non-executive Directors:

Mr. LEE Luk Shiu
Mr. YU Hon Kwan
Mr. WONG Chi Keung Johnny

NOTICE OF 2022 ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the 2022 AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at info@yee-hop.com.hk. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022)

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022)

Email: is-enquiries@hk.tricorglobal.com

HK Tel: (852) 2980 1333

Fax: (852) 2810 8185