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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)

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.
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;
- (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.”

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

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.

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

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**](mailto:is-enquiries@hk.tricorglobal.com)

HK Tel: (852) 2980 1333

Fax: (852) 2810 8185