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Y. T. REALTY GROUP LIMITED
渝太地產集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 00075)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Y. T. Realty Group Limited (the “Company”) will be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 25 May 2023 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2022.
2. (A) (i) To re-elect Mr. Wong Hy Sky as executive director of the Company.
(ii) To re-elect Mr. Liu Jie as executive director of the Company.
(iii) To re-elect Mr. Luk Yu King, James as independent non-executive director of the Company.
(B) To authorize the board of directors of the Company (the “Board” or “Directors”) to fix the Directors’ remuneration.
3. To re-appoint auditors and to authorise the Board to fix the auditors’ remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

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

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

(B) **“THAT:**

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

- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Pro-Rata Issue” means an offer of shares or issue of options, warrants or other securities (including bonus issues or offers) giving the rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body).”

(C) **“THAT:**

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

5. As special business, to consider and, if thought fit, pass with or without modification the following special resolution:

SPECIAL RESOLUTION

“THAT:

- (a) the amended and restated bye-laws of the Company (the “New Bye-laws”), which contains all the proposed amendments, the details of which are set out in Appendix III to the circular of the Company dated 24 April 2023, and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; and
- (b) any Director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in the Bermuda and Hong Kong.”

By order of the Board
Y. T. Realty Group Limited
Wong Hy Sky
Chairman and Managing Director

Hong Kong, 24 April 2023

Notes:

1. The register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the AGM. During which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited (the “Branch Registrar”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 19 May 2023.
2. A member of the Company is entitled to appoint another person (whether a member or not) as a proxy to exercise all or any of the member’s rights to attend and vote at the AGM or any adjournment thereof. A member may appoint separate proxies to represent respectively the number of the shares held by the member that is specified in their forms of proxy.
3. The form of proxy must be under the hand of the appointer or his or her attorney duly authorised in writing or, if the appointer is a corporation, either under the common seal or under the hand of an officer, attorney or other authorised person.
4. Where there are joint registered holders of a share, if more than one of such joint holders be present at the AGM or any adjournment thereof, only the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

5. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the AGM or any adjournment thereof should you so desire and in such event, the proxy appointment will be regarded as revoked.
6. If a Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government is/are in force at or at any time after 8:00 a.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on Company’s website (www.ytrealtygroup.com.hk) and the Stock Exchange’s website (www.hkexnews.hk) to notify its shareholders of the date, time and place of the adjourned meeting.

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

7. Subject to the public health requirements or guidelines of the Government and/or regulatory authorities, the Company may announce further updates on the arrangement of the above meeting on the Company’s website (www.ytrealtygroup.com.hk) as and when appropriate.
8. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Wong Hy Sky, Yuen Wing Shing and Liu Jie who are executive Directors; and Ng Kwok Fu, Luk Yu King, James and Leung Yu Ming, Steven who are independent non-executive Directors.