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Yues International Holdings Group Limited

樂氏國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1529)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Yues International Holdings Group Limited (“**Company**”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on 16 June 2023 at 2:00 p.m. (or an adjournment thereof), to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2022;
2. To consider and approve, each as a separate resolution if thought fit, the following resolutions:
 - (a) To re-elect Mr. Song Ruipeng as an executive director of the Company;
 - (b) To re-elect Mr. Du Yingyou as a non-executive director of the Company;
 - (c) To re-elect Mr. Lau Wai Piu Patrick as an independent non-executive director of the Company;
 - (d) To re-elect Dr. Wang Yi as an independent non-executive director of the Company;
 - (e) To re-elect Mr. Chan Koon Yung as an independent non-executive director of the Company;
 - (f) To re-elect Mr. Yu Chun Man as an independent non-executive director of the Company;
 - (g) To authorise the board of directors to fix the remuneration of directors;
3. To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration;

4. **“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (**“Listing Rules”**) on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue or otherwise deal with authorised and unissued shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than by way of:

- (i) a Rights Issue (as defined in paragraph (d) below); or
- (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees and/or consultants of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of 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 of association of the Company in force from time to time,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval be limited accordingly; and

- (d) for the purpose of this resolution:
 - (i) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - I. the conclusion of the next annual general meeting of the Company;
 - II. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; or
 - III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the Company’s shareholders in general meeting.

- (ii) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, or any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval 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 the articles of association of the Company or any other applicable laws to be held; or
- III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the Company’s shareholders in general meeting.”

6. “**THAT** conditional upon the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”) being passed, the general mandate set out in item 4 of the Notice be and is hereby extended by the addition thereto of the aggregate number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 5 of the Notice, provided that such number shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”

SPECIAL RESOLUTION

To consider as special business and, if thought fit, pass the following resolution as a special resolution of the Company:

7. “**THAT:**
- (a) the proposed amendments (the “**Amendments**”) to the existing memorandum of association (the “**Memorandum**”) and the articles of association (the “**Articles**”) of the Company as set out in Appendix III to the circular of the Company dated 28 April 2023, be and are hereby approved with immediate effect from the close of this meeting;
 - (b) the amended and restated Memorandum and Articles of the Company (the “**New Memorandum and Articles**”, a copy of which is tabled at this meeting and signed by the chairman of this meeting for identification purpose), which incorporate and consolidate all the Amendments, be and is hereby adopted as the Memorandum and Articles of the Company, in substitution for, and to the exclusion of, the existing Memorandum and Articles of the Company with immediate effect from the close of this meeting; and
 - (c) any director or the company secretary of the Company be and is hereby authorised to attend to all the necessary filings in Hong Kong and in the Cayman Islands in relation to the Amendments and the adoption of the New Memorandum and Articles.”

By order of the Board
Yues International Holdings Group Limited
Le Kang
Chairman

Hong Kong, 28 April 2023

As at the date of this announcement, the Board consists of four executive Directors, Mr. Le Kang, Mr. Li Jiahao, Mr. Li Jiali and Mr. Song Ruipeng, one non-executive Director, Mr. Du Yingyou, and four independent non-executive Directors, Mr. Yu Chun Man, Mr. Lau Wai Piu Patrick, Dr. Wang Yi and Mr. Chan Koon Yung.

Notes:

1. Pursuant to the Listing Rules, all the resolutions are to be voted by poll at the AGM.
2. A member of the Company (whether individual or corporate) may only exercise his/her/its voting rights at the AGM by appointing the chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the chairman of the AGM as proxy, the member of the Company must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company before 2:00 p.m. on 14 June 2023 (Hong Kong Time), which is not later than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending the AGM or any adjournment thereof.
5. Where there are joint registered holders of any share, any one of such persons may vote at the 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 the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote by proxy at the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote by proxy at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 12 June 2023.
7. For the avoidance of doubt, the Board considers that the AGM is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders' participation in the AGM continues to be important. Shareholders are encouraged and welcomed to raise questions during the AGM.