
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

AND

NOTICE OF 2023 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 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 2023 annual general meeting (“**2023 AGM**”) of Yee Hop Holdings Limited to be held at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Wednesday, 27 September 2023 at 11:00 a.m. is set out on pages 17 to 22 of this circular. A proxy form for use at the 2023 AGM is enclosed with this circular.

Whether or not you are able to attend the 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Monday, 25 September 2023) before the time appointed for holding of the 2023 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the 2023 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.

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DEFINITIONS

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

“2023 AGM”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Wednesday, 27 September 2023 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 2023 AGM set out on pages 17 to 22 of this circular, or any adjournment thereof
“2023 AGM Notice”	the notice convening the 2023 AGM set out on pages 17 to 22 of this circular
“2023 Annual Report”	the annual report of the Company for the year ended 31 March 2023 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 2023
“Articles”	the second amended and restated articles of association of the Company adopted on 22 August 2022 as amended, supplemented or modified from time to time
“Auditors”	the auditors 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

“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”	7 July 2023, 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 second amended and restated memorandum of association of the Company adopted on 22 August 2022 as amended, supplemented or modified 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
“PRC”	the People’s Republic of China
“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 2023 AGM

DEFINITIONS

“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 2023 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

Non-executive Director:

Ms. LEE Sze Wing Mabel

Independent Non-executive Directors:

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

Registered Office:

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

21 July 2023

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
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2023 AGM and to provide you with details of the resolutions to be proposed at the 2023 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 2023;

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; and
- (e) the granting of the Repurchase Mandate to the Directors;

A notice convening the 2023 AGM is set out on pages 17 to 22 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 2023

The audited consolidated financial statements of the Company for the year ended 31 March 2023 together with the Reports of the Directors and the Auditors, are set out in the 2023 Annual Report. The 2023 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 four Executive Directors (“EDs”) namely Mr. Jim Yin Kwan Jackin (“**Mr. Jim**”), Mr. Chui Mo Ming (“**Mr. Chui**”), Mr. Yan Chi Tat (“**Mr. Yan**”) and Mr. Leung Hung Kwong Derrick (“**Mr. Leung**”), one Non-executive Director (“NED”) namely Ms. Lee Sze Wing Mabel (“**Ms. Lee**”) 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**”).

In accordance with Article 112, Ms. Lee who was appointed as Director of the Company after the 2022 annual general meeting, should retire in the 2023 AGM but being eligible, offers herself for re-election.

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. Chui and Mr. Yan shall retire by rotation at the 2023 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 2023 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. Chui and Mr. Yan to stand for re-election as EDs, Ms. Lee to stand for re-election as a NED, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Chui has over 45 years of experience in the engineering and construction industry. Mr. Chui has been a construction supervisor member of the Hong Kong Institute of Construction Managers since August 2003.
- (b) Mr. Yan has over 25 years of experience in the engineering and construction industry. He graduated from the South Bank University with a Bachelor's Degree of Science in Quantity Surveying. Mr. Yan is an Associate of The Hong Kong Institute of Surveyors, a Professional Associate of The Royal Institute of Chartered Surveyors and a Registered Professional Surveyor since July 2004.
- (c) Ms. Lee has over 15 years of experience in various fields of business management and development, such as administration, human resources and sales and marketing.

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, business management and business management and development, the appointments of Mr. Chui and Mr. Yan as EDs, Ms. Lee as a NED 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 2023 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 2023 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 2022 general annual meeting held on 22 August 2022, 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 2023 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 2023 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 2023 AGM. The Repurchase Mandate and the Share Issue Mandate, if approved at the 2023 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. THE 2023 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the 2023 AGM is set out on pages 17 to 22 of this circular. At the 2023 AGM, all ordinary resolutions 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 2023; (ii) the granting of the Repurchase Mandate and the Share Issue Mandate; (iii) the re-election of Mr. Chui and Mr. Yan as EDs and Ms. Lee as a NED; and (iv) the re-appointment of the Auditors.

Enclosed with this circular is a proxy form for use at the 2023 AGM. Whether or not you intend to attend the 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Monday, 25 September 2023) before the time fixed for holding the 2023 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the 2023 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 2023 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 2023 AGM.

7. VOTING BY POLL AT THE 2023 ANNUAL GENERAL MEETING

In accordance with Rule 13.39(4) of the Listing Rules and the Articles, all resolutions set out in the 2023 AGM Notice will be vote on by poll at the 2023 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.

8. CLOSURE OF REGISTER OF MEMBERS

In order to establish the identity of Shareholders who are entitled to attend and vote at the 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 20 September 2023. The Register of Members of our Company will be closed from Thursday, 21 September 2023 to Wednesday, 27 September 2023, both days inclusive, during which period no transfer of Shares will be registered.

LETTER FROM THE BOARD

9. 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.

10. RECOMMENDATION

At the 2023 AGM, all ordinary resolutions will be proposed to approve, among other matters, adoption of the audited consolidated financial statements and reports of Directors and Auditors for the year ended 31 March 2023, the granting of the Share Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors and the re-appointment of Auditors.

The Directors believe that the proposed 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 and the re-appointment of the Auditors 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 2023 AGM.

11. GENERAL INFORMATION

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

12. 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 2023 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 2023 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 2023 (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 2023 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2023 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	148,750,000	29.75%	33.06%
Mr. Jim	201,250,000	40.25%	44.72%
JJ1318	201,250,000	40.25%	44.72%
Ms. Lee Sze Wing Mabel	201,250,000	40.25%	44.72%

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will result in Mr. Chui, Mr. Jim, Ms. Lee 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
July	1.26	1.16
August	1.32	1.13
September	1.25	1.07
October	1.25	0.89
November	1.18	0.96
December	1.07	0.99
2023		
January	1.04	0.97
February	1.02	0.97
March	1.04	0.87
April	1.26	0.90
May	1.25	0.99
June	1.14	0.98
July (up to Latest Practicable Date)	1.15	1.04

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

Biographical details of the Directors proposed to be re-elected at the 2023 AGM are set out as follows:

(1) MR. CHUI MO MING

Mr. Chui Mo Ming (徐武明), aged 70, an Executive Director and the Vice-chairman of the Board. Mr. Chui is one of the founders of the Group. He is also a Director of various subsidiaries of the Group.

Mr. Chui has over 45 years of experience in the engineering and construction industry.

Mr. Chui is responsible for the formulating the corporate strategies of the Group. Mr. Chui has been a construction supervisor member of the Hong Kong Institute of Construction Managers since August 2003.

Apart from his directorship at the Company, Mr. Chui has not hold any directorship in any other listed companies in the last three years. Save as disclosed in this circular, Mr. Chui 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. Chui have interests in 148,750,000 Shares of Company, representing approximately 29.75% 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.

Mr. Chui 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. Chui 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. Chui not less than three months' prior notice in writing at any time after the date of agreement. Mr. Chui 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 2023, the total amount of emoluments payable to Mr. Chui was approximately HK\$2.37 million. The remuneration of Mr. Chui 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. Chui 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. Chui's proposed re-election.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

(2) MR. YAN CHI TAT

Mr. Yan Chi Tat (甄志達), aged 56, an Executive Director and the Chief Executive Officer of the Group. Mr. Yan joined the Group in October 2010. He is also the director of Yee Hop Engineering Company Limited (義合工程有限公司), an indirect subsidiary of the Company.

Mr. Yan has over 25 years of experience in the engineering and construction industry.

Mr. Yan is responsible for formulating corporate and business strategies and operations of the Group. Mr. Yan graduated from the South Bank University with a Bachelor's Degree of Science in Quantity Surveying. He is an associate of The Hong Kong Institute of Surveyors and a professional associate of The Royal Institute of Chartered Surveyors. He has been a Registered Professional Surveyor since July 2004.

Apart from his directorship at the Company, Mr. Yan has not held any directorship in any other listed companies in the last three years. Save as disclosed in this circular, Mr. Yan 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. Yan does not have any interests in the Shares of Company within the meaning of Part XV of the SFO.

Mr. Yan 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. Yan 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. Yan not less than three months' prior notice in writing at any time after the date of agreement. Mr. Yan 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 2023, the total amount of emoluments payable to Mr. Yan was approximately HK\$2.25 million. The remuneration of Mr. Yan 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. Yan 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. Yan's proposed re-election.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

(3) MS. LEE SZE WING MABEL

Ms. Lee Sze Wing Mabel (李思穎), aged 53, a Non-executive Director. Ms. Lee joined the Group on 31 May 2023.

Ms. Lee has more than 15 years of experience in various fields of business management and development, such as administration, human resources and sales and marketing.

Ms. Lee is the spouse of Mr. Jim, the chairman and Executive Director of the Company. Save for the above, Ms. Lee does not have any other relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholder of the Company.

As at the Latest Practicable Date, 201,250,000 shares of the Company (representing approximately 40.25% of the total issued shares of the Company) are beneficially owned by JJ1318, a company wholly owned by Mr. Jim. Accordingly, Mr. Jim is deemed to be interested in all the shares of the Company held by JJ1318 under the SFO. Since Ms. Lee is the spouse of Mr. Jim, Ms. Lee is also deemed to be interested in all the 201,250,000 shares of the Company in which Mr. Jim is deemed to be interested under the SFO.

Save as disclosed above, Ms. Lee 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 Ms. Lee, Ms. Lee has been appointed as a Non-executive Director of the Company commencing from 31 May 2023. Ms. Lee is appointed for an initial term of 3 years and is subject to re-election at the next following annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation and re-election in accordance with the Articles.

In relation to her appointment, Ms. Lee is entitled to an annual remuneration of HK\$240,000, which has been determined by the Board with reference to the prevailing market condition, her duties and responsibilities, her experience and qualifications and the Company's remuneration policy.

Save as disclosed above, there is no other information relating to Ms. Lee 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 Ms. Lee's proposed re-election.

NOTICE OF 2023 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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting of Yee Hop Holdings Limited (the “**Company**”) will be held at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Wednesday, 27 September 2023 at 11:00 a.m. (the “**2023 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 2023.
2.
 - (a) To re-elect Mr. CHUI Mo Ming as an Executive Director of the Company;
 - (b) To re-elect Mr. YAN Chi Tat as an Executive Director of the Company; and
 - (c) To re-elect Ms. LEE Sze Wing Mabel as a 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 2023 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 2023 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 2023 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 2023 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 2023 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 2023 AGM.”

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

Hong Kong, 21 July 2023

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 2023 ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 11:00 a.m. on Monday, 25 September 2023) before the time for holding the 2023 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 2023 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 2023 AGM, the register of members of the Company will be closed from Thursday, 21 September 2023 to Wednesday, 27 September 2023 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the 2023 AGM scheduled to be held on Wednesday, 27 September 2023. In order to be eligible to attend and vote at the 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 20 September 2023.
5. An explanatory statement containing further details regarding resolution 5 above is set out in Appendix I to the circular of the Company dated 21 July 2023.
6. Biographical details of the Directors proposed to be re-elected at the 2023 AGM are set out in Appendix II to the circular of the Company dated 21 July 2023.
7. 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 Wednesday, 27 September 2023, 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 2023 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

Non-executive Director:

Ms. LEE Sze Wing Mabel

Independent Non-executive Directors:

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