THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer 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 Yuk Wing Group Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Yuk Wing Group Holdings Limited

煜榮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1536)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Yuk Wing Group Holdings Limited to be held at Unit D, 8/F., Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong, on Friday, 29 August 2025 at 11:00 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice of Annual General Meeting and to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited 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 before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

There will be NO distribution of corporate souvenirs, food, beverages or any other item at the Annual General Meeting.

29 July 2025

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

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held at Unit D, 8/F., Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong on Friday, 29 August 2025 at 11:00 a.m. or any adjournment thereof
"Articles"	the articles of association of the Company, as amended and restated, supplemented or modified from time to time
"Board"	the board of Directors
"close associate(s)"	has the meaning given to it under the Listing Rules
"Colour Shine"	Colour Shine Investments Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly and beneficially owned by Mr. He Xiaoming
"Company"	Yuk Wing Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 17 March 2016 and the shares of which are listed on the Main Board of the Stock Exchange
"controlling shareholder"	has the meaning given to it under the Listing Rules
"core connected person"	has the meaning given to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	a general mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with Shares up to a maximum of 20% of the issued share capital of the Company as at the date of granting the general mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	18 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Memorandum and Articles of Association"	the memorandum and articles of association of the Company currently in force
"PRC" or "China"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting the repurchase mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary shares of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	the registered holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers
"%"	per cent

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

Yuk Wing Group Holdings Limited
煜榮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1536)

Executive Directors:
Ms. Li Kai Lai Miranda
Ms. Woo Lan Ying

Independent Non-executive Directors:
Mr. Cheung Sze Ming
Mr. Wong Siu Keung Joe
Mr. Yiu To Wa

Registered Office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Place of Business in Hong Kong:
Unit E3, 8/F.
Kingston International Centre
19 Wang Chiu Road
Kowloon Bay, Hong Kong

29 July 2025

To the Shareholders,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND (3) NOTICE OF ANNUAL GENERAL MEETING

Dear Sir or Madam,

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM relating to:

(i) the re-election of the Directors;

(ii) the grant to the Directors of a general mandate to allot, issue and otherwise deal with Shares representing up to 20% of the total share capital of the Company in issue at the date of passing such resolution;

(iii) the grant to the Directors of a general mandate to repurchase fully paid-up Shares representing up to 10% of the total share capital of the Company in issue at the date of passing such resolution; and

(iv) the grant to the Directors of a general authority to allot, issue and otherwise deal with Shares of the total Shares repurchased under the general mandate.

RE-ELECTION OF DIRECTORS

The Board currently comprises five Directors, of which two are executive Directors, namely Ms. Li Kai Lai Miranda ("**Ms. Li**") and Ms. Woo Lan Ying; and three are independent non-executive Directors, namely Mr. Cheung Sze Ming, Mr. Wong Siu Keung Joe and Mr. Yiu To Wa ("**Mr. Yiu**").

In accordance with the Article 84(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. All retiring Directors shall be eligible for re-election.

Accordingly, Ms. Li and Mr. Yiu will retire from office as the Directors at the AGM. Both of retiring Directors are eligible for re-election and will offer themselves for re-election at the AGM.

The nomination committee of the Company (the "**Nomination Committee**") has reviewed the biographies of each of Ms. Li and Mr. Yiu, and taking into consideration their knowledge, experience, capability and various diversity aspects as set out in the board diversity policy of the Company as well as their contributions to the Company over the years, the Nomination Committee is of the view that the Ms. Li and Mr. Yiu will continue to contribute to the Board with their respective perspectives, skills and experience. The Nomination Committee has recommended to the Board on re-election of Ms. Li and Mr. Yiu who, being eligible, will offer themselves for re-election at the AGM. The Board therefore considers that the re-election of Ms. Li as executive Director and Mr. Yiu as independent non-executive Director at the AGM is in the best interest of the Company and the Shareholders as a whole.

Biographical details of the Directors who offer themselves for re-election at the AGM are set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 14 August 2024, an ordinary resolution was approved to grant a general mandate to allow to the Directors to allot, issue or otherwise deal with up to 76,000,000 Shares with par value of HK$0.1 each (the "**Existing Mandate**").

Save as disclosed above, there had not been any other refreshment of the general mandate since the annual general meeting of the Company held on 14 August 2024 and up to the Latest Practicable Date. The Directors have fully exercised the Existing Mandate for placing of 76,000,000 Shares which was completed on 30 October 2024.

Resolution no. 4 as set out in the notice of the AGM will be proposed as an ordinary resolution to renew a general and unconditional mandate to authorise the Directors to allot, issue and deal with new Shares representing up to 20% of the total issued Shares at the date such resolution is passed. As at the Latest Practicable Date, there were in issue an aggregate of 456,000,000 Shares. On the basis that no Shares are issued or repurchased prior to the AGM, the Company would be allowed to allot, issue and deal with a maximum of 91,200,000 new Shares if resolution no. 4 is passed. In addition, if resolutions no. 4 and 5 are passed, authorising the Company to repurchase and the Directors to allot, issue and deal with Shares, resolution no. 6 extends the general mandate granted to the Directors to exercise all the powers of the Company to allot, issue and deal with the additional Shares pursuant to resolution no. 4 by the addition to the total share capital of the Company which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate of an amount representing the total share capital of the Company which may be repurchased by the Company pursuant to resolution no. 5, provided that such extended amount shall not exceed 10% of the total issued Shares as at the date of passing such resolutions.

The authority of the Directors to allot and issue Shares pursuant to resolutions no. 4 and 6 shall expire on the earlier of the conclusion of the next annual general meeting of the Company, fifteen months after the date of the AGM or any shorter period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held, or the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting. The Directors confirm that there are no pre-emption rights attached to the Shares and that they have no present intention of allotting, issuing and dealing with Shares pursuant to the authority that would be vested in them pursuant to resolutions no. 4 and 6 set out in the notice of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The previous general mandate granted to the Directors at the annual general meeting of the Company held on 14 August 2024 to exercise the powers of the Company to repurchase Shares will expire at the conclusion of the AGM.

At the AGM, resolution no. 5 as set out in the notice of the AGM will be proposed as an ordinary resolution pursuant to which the Directors will be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase issued Shares subject to the criteria set out in such resolution. The authority relates only to the repurchases made on the Stock Exchange and otherwise in accordance with the Listing Rules. The general mandate covers the repurchases made or agreed to be made only during the period ending on the date of the next annual general meeting of the Company following the AGM, or fifteen months from the date of the AGM or any shorter period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held, or until the authority given under such resolution is renewed, revoked, or varied by ordinary resolution of the Shareholders in general meeting, whichever first occurs.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against such resolution to approve the granting of a mandate to exercise the powers of the Company to repurchase its own Shares is set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Friday, 29 August 2025. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 August 2025 to Friday, 29 August 2025, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the eligibility of the shareholders to attend and vote at the AGM will be 29 August 2025. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch 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 Friday, 22 August 2025 (Hong Kong time), being the last share registration date.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 13 to 16 of this circular.

A proxy form for use at the AGM (or any adjournment thereof) is enclosed with this circular and is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.yukwing.com). Whether or not you are able to attend the AGM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event, no later than 48 hours before the time fixed for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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.

RECOMMENDATION

The Board believes that the resolutions proposed in the notice of the AGM are each in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM (or any adjournment thereof).

Yours faithfully,
By order of the Board
Yuk Wing Group Holdings Limited
Li Kai Lai Miranda
Executive Director

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

EXECUTIVE DIRECTOR

Ms. Li Kai Lai Miranda ("Ms. Li"), aged 51, has been the executive Director of the Company since 15 January 2021. She also holds directorship in a subsidiary of the Company. Ms. Li obtained a Diploma in Computer Programming and Analysis from Seneca College of Applied Arts and Technology in Canada in June 2004. She has over 10 years of experience in corporate management. From 2009 to 2014, she was a director of Soho Workstation Limited, a private company which was dissolved by deregistration in January 2018, and was mainly responsible for formulating marketing strategies and working on ad-hoc projects related to business centre field. From 2009 to 2022, she was a director of Trusty Surveyors Limited, mainly responsible for rental related service to tenants and assisting with lease renewal. From November 2010 to June 2025, she was a director of Soho Funds Investment Limited, mainly responsible for providing a spectrum of yachting solutions, including insurance, berthing, captains and crew, management and emergency support services for luxury yacht charter. From 2018 to 2022, Ms. Li was an independent non-executive director of Hing Ming Holdings Limited (stock code: 8425) which is listed on GEM of the Stock Exchange. Since December 2024, Ms. Li has been an executive director of Far East Holdings International Limited (Stock code：36) which is listed on the Main Board of the Stock Exchange.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Li is not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Li did not hold any directorships in listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Li entered into an appointment letter with the Company on 15 January 2021. She is subject to retirement by rotation and re-election pursuant to the Articles. Ms. Li does not receive any director's remuneration.

Save as disclosed above, there is no information of Ms. Li to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and there are no other matters concerning Ms. Li that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yiu To Wa ("Mr. Yiu"), aged 42, has been the Independent Non-executive Director since 27 May 2020. He is a member of the Audit and Compliance Committee, the Remuneration Committee and the Nomination Committee. Mr. Yiu obtained his bachelor's degree of business administration in professional accountancy program from The Chinese University of Hong Kong in 2005 and has been a certified public accountant of Hong Kong Institute of Certified Public Accountants since 2008. He has over 15 years of experience in financial accounting and auditing of listed companies in Hong Kong. Mr. Yiu is currently an independent non-executive director of China Environmental Energy Investment Limited (stock code: 986) and Rongzun International Holdings Group Limited (formerly known as B & D Strategic Holdings Limited, stock code: 1780), all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He was an executive director of DeTai New Energy Group Limited (stock code: 559), a company listed on the Main Board of the Stock Exchange, from May 2021 to July 2021. Mr. Yiu has been an independent non-executive director of Global Mastermind Holdings Limited (Stock code: 8063) which is listed on the GEM of the Stock Exchange, since November 2024.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yiu is not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Yiu did not hold any directorships in listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Yiu entered into an appointment letter with the Company on 31 January 2024. He is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Yiu is entitled to a director's fee of HK$120,000 per annum, which is determined with reference to Mr. Yiu's qualifications, experience, his duties and responsibilities in the Company and the prevailing market rate. Mr. Yiu's remuneration is subject to review by the Board and the remuneration committee of the Company from time to time.

Save as disclosed above, there is no information of Mr. Yiu to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Yiu that need to be brought to the attention of the Shareholders.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 456,000,000 Shares.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, Shares of an aggregate nominal amount not exceeding HK$4,560,000 (equivalent to 45,600,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors have no present intention for any repurchase of Shares but are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The Directors believe that it is in the best interests of the Company, the Group and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on 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 and will only be made if the Directors believe that such repurchases will benefit the Company, the Group and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands and Hong Kong.

Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or out of share premium account or, if authorised by the Articles and subject to the applicable laws of the Cayman Islands, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the applicable laws of the Cayman Islands, out of capital of the Company.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect 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. There might be a material adverse impact on the working capital

or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report 2024/25) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period.

4. DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of close associates (as defined in the Listing Rules), have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company.

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a ''core connected person'', that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (has the meaning ascribed thereto under the Listing Rules) and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make repurchases of Shares.

5. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition pursuant to Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the interest of the Shareholder (and concerted parties, if any), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Colour Shine was beneficially interested in 41.27% of the Company's issued Shares. If the power under the repurchase mandate is exercised in full, and assuming that no other Shares are issued or repurchased prior to the AGM, the interest of Colour Shine would be increased to 45.86% of the issued Shares, and such increase would give rise to an obligation on the part of Colour Shine to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to an extent that will result in a public shareholding of less than the minimum public float requirement or trigger the obligations under the Takeovers Code to make a mandatory offer.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	PER SHARE	
	Highest	**Lowest**
	HK$	*HK$*
2024		
July	0.111	0.083
August	0.116	0.098
September	0.116	0.068
October	0.206	0.067
November	0.200	0.141
December	0.169	0.121
2025		
January	0.122	0.083
February	0.100	0.087
March	0.140	0.081
April	0.129	0.082
May	0.112	0.083
June	0.112	0.083
July (up to the Latest Practicable Date)	0.135	0.089

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during each of the 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Yuk Wing Group Holdings Limited
煜榮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1536)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of Yuk Wing Group Holdings Limited (the "**Company**") will be held on Friday, 29 August 2025 at 11:00 a.m. at Unit D, 8/F., Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong, for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the "**Director(s)**") and independent auditor of the Company for the year ended 31 March 2025.

2. To re-appoint Baker Tilly Hong Kong Limited as the Company's auditor and to authorise the board of Directors (the "**Board**") to fix its remuneration.

3. (a) To re-elect Ms. Li Kai Lai Miranda as an executive Director;

   (b) To re-elect Mr. Yiu To Wa as an independent non-executive Director;

   (c) To authorise the Board to appoint additional Directors; and

   (d) To authorise the Board to fix the Directors' remuneration.

4. "**THAT**:

   (a) subject to paragraph (c) of this resolution 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 authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) of this resolution above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company; or (iii) the exercise of option under a share option scheme of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the time of 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 applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company of any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company thereof (subject 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

5. "**THAT**:

(a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company which might be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval be limited accordingly; and

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the time of 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 applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings."

6. "**THAT**, subject to the passing of resolutions no. 4 and 5 set out in this notice, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with authorised and unissued shares of the Company pursuant to resolution no. 4 set out in this notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to resolution no. 5 set out in this notice, provided that such amount of shares of the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution."

By order of the Board
Yuk Wing Group Holdings Limited
Li Kai Lai Miranda
Executive Director

Hong Kong, 29 July 2025

Notes:

1. A proxy form for use at the Meeting (or any adjournment thereof) is enclosed herewith. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.

2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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.

3. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).

4. Completion and return of the proxy form in respect of the proposed ordinary resolutions for the Meeting will not preclude a member of the Company from attending and voting in person at the Meeting (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the Meeting (or any adjournment thereof) will be deemed to have been revoked.

5. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.yukwing.com) in accordance with the Listing Rules.

6. The register of members of the Company will be closed from Monday, 25 August 2025 to Friday, 29 August 2025 (both days inclusive) for the purpose of determining the right to attend and vote at the Meeting, during which period no transfer of shares will be registered. The record date for determining the eligibility of the shareholders to attend and vote at the AGM will be 29 August 2025. In order to be eligible to attend and vote at the Meeting, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar 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 Friday, 22 August 2025 (Hong Kong time), being the last share registration date.

7. If a Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of the Company at www.yukwing.com and the website of the Stock Exchange at www.hkexnews.hk to notify the Company's shareholders of the date, time and place of the adjourned meeting.

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

8. In the event of any inconsistency, the English text of this document shall prevail over the Chinese text.