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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)

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.

As at the date of this notice, the executive Directors are Ms. Li Kai Lai Miranda and Ms. Woo Lan Ying; and the independent non-executive Directors are Mr. Cheung Sze Ming, Mr. Wong Siu Keung Joe and Mr. Yiu To Wa.