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禹洲集團控股有限公司
YUZHOU GROUP HOLDINGS COMPANY LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01628)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Yuzhou Group Holdings Company Limited (the "**Company**") will be held at Unit 5805, 58/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, May 28, 2026 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To receive and adopt the audited financial statements and the reports of the directors ("**Directors**") and the auditors of the Company for the year ended December 31, 2025.

2. To re-elect the following retiring Directors:

   (a) Ms. Kwok Ying Lan as an executive Director;

   (b) Mr. Lin Conghui as an executive Director;

   (c) Mr. Lam Wai Hon as a non-executive Director; and

   (d) Mr. Lam Kwong Siu as an independent non-executive Director.

3. To authorise the board of Directors ("**Board**") to fix the Directors' remuneration.

4. To re-appoint Prism Hong Kong Limited, Certified Public Accountants, as the auditors of the Company until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration based on an estimated total audit fee for 2026 of approximately RMB3,450,000.

As special business, to consider and, if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. "**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue and deal with additional ordinary shares of HK$1.00 each in the share capital of the Company ("**Shares**") and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;

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

(c) the aggregate number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or rights to acquire Shares to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of the share capital (excluding treasury shares, if any) of the Company in issue as at the date of this resolution and the said mandate shall be limited accordingly;

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company required by the Company's articles of association or any applicable law to be held; or

(iii) the date on which authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.

"**Right Issue**" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 restrictions or obligations under the laws, of or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

6. "**THAT**:

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to purchase or otherwise acquire Shares in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate number of Shares so purchased or otherwise acquired shall not exceed 10% of the aggregate number of the share capital (excluding treasury shares, if any) of the Company in issue as at the date of this resolution.

(b) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company's articles of association or any applicable law to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting."

7. "**THAT**, conditional upon the passing of resolutions No. 5 and No. 6 above, the aggregate number of the Shares which are purchased or otherwise acquired by the Company pursuant to resolution No. 6 shall be added to the aggregate number of the Shares which may be issued pursuant to resolution No. 5, provided that such aggregated amount shall not exceed 10% of the aggregate number of the issued share capital (excluding treasury shares, if any) of the Company as at the date of this resolution."

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution:

"**THAT**:

(a) the proposed amendments (the "**Proposed Amendments**") to the existing second amended and restated articles of association of the Company, the details of which are set forth in Appendix III to the circular of the Company dated April 27, 2026, be and are hereby approved;

(b) the third amended and restated articles of association of the Company (incorporating the Proposed Amendments), a copy of which has been produced to this meeting and marked "**A**" and initialed by the chairman of the AGM, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing second amended and restated articles of association of the Company with immediate effect after the closure of the AGM; and

(c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid resolutions (a) and (b), including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands."

By order of the Board
Yuzhou Group Holdings Company Limited
Kwok Ying Lan
Chairman

Hong Kong, April 27, 2026

Notes:

(1) A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

(2) A form of proxy for use at the above meeting (or at any adjournment thereof) is published on the website of the Company (http://yuzhou-group.com/) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be deposited with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event by 10:00 a.m. on Tuesday, May 26, 2026 or not less than 48 hours before the time appointed for the holding of any adjournment of the AGM.

(3) The record date for the purpose of determining the shareholders who are entitled to attend and vote at the AGM shall be Thursday, May 28, 2026. The register of members of the Company will be closed from Friday, May 22, 2026 to Thursday, May 28, 2026 (both dates inclusive), during which period no transfer of shares of the Company will be registered in order to determine the identities of shareholders entitled to attend and vote at the AGM. In order to be entitled to attend and vote at the AGM, all transfers (accompanied by the share certificates, as applicable) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, May 21, 2026 for registration.

(4) An explanatory statement containing further details in respect of resolution No. 6 is included in Appendix II to the circular of the Company dated April 27, 2026.

As at the date of this notice, the executive directors of the Company are Ms. Kwok Ying Lan (Chairman) and Mr. Lin Conghui, the non-executive directors of the Company are Mr. Lam Lung On (J.P.) and Mr. Lam Wai Hon, and the independent non-executive directors of the Company are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Mr. Yu Shangyou.