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葉氏化工 YIP'S CHEMICAL

Yip's Chemical Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 408)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Yip's Chemical Holdings Limited (the "**Company**") will be held at 27/F., Fortis Tower, Nos. 77–79 Gloucester Road, Wanchai, Hong Kong on Thursday, 4 June 2026 at 3:00 p.m. for transacting the following business:

ORDINARY RESOLUTION(S)

As ordinary business, to consider and, if thought fit, pass the following resolution(s) (with or without modifications) as ordinary resolution(s) of the Company:

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

2. To declare a final dividend of HK12 cents per share of the Company ("**Share(s)**") for the year ended 31 December 2025.

3. To re-appoint Deloitte Touche Tohmatsu as the Auditor and to authorise the board of Directors (the "**Board**") to fix their remuneration.

4. To re-elect Mr. Ip Chi Shing as a Non-executive Director.

5. To re-elect Mr. Yip Tsz Hin as an Executive Director.

6. To re-elect Ms. Yau Ching Man as an Independent Non-executive Director.

7. To authorise the Board to fix the remuneration of the Directors.

8. "**THAT**:

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and/or otherwise deal with additional shares (including any sale or transfer of treasury Shares (which shall have the meaning ascribed thereto under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) or securities convertible into shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares (together with the treasury Shares to be sold or transferred) which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend pursuant to the Articles, not exceeding 20% of the aggregate number of issued Shares (excluding treasury Shares, if any) as at the date of this resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury Shares) as a percentage of the total number of issued Shares (excluding treasury Shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same); and

(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 to be held by any applicable law of the Cayman Islands or the articles of association of the Company; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issues" means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company 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 exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).

(c) Any reference to a/an allotment, issue, grant or offer of, or dealing in, Shares of the Company shall include the sale or transfer of treasury Shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

9. "**THAT** an unconditional general mandate be and is hereby granted to the Directors to repurchase Shares of the Company and the Company may hold the Shares so repurchased in treasury, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws and the requirements of the Listing Rules, be and is hereby generally and unconditionally approved, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);

(b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;

(c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than 10% of the aggregate number of issued Shares (excluding treasury Shares, if any) as at the date of passing this resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares (excluding treasury Shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same); and

(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 is required by any applicable law of the Cayman Islands or the articles of association of the Company to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

10. "**THAT** conditional upon the resolutions nos. 8 and 9 being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with the resolution no. 9 above shall be added to the number of issued Shares that may be allotted, issued or otherwise dealt with (including any sale or transfer of treasury Shares) or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (including any sale or transfer of treasury Shares) by the Directors pursuant to and in accordance with resolution no. 8 above."

SPECIAL RESOLUTION

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

11. "**THAT**:

(a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the "**Proposed Amendments**"), the details of which are set out in Appendix II to the circular of the Company dated 29 April 2026 ("**Circular**"), be and are hereby approved;

(b) the second amended and restated memorandum and articles of association of the Company ("**Second Amended Memorandum and Articles**"), which incorporates all the Proposed Amendments and a copy of which has been produced to the meeting and marked "A" and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect; and

(c) any director of the Company be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things and make all such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the Second Amended Memorandum and Articles, including without limitation, attending to and instructing the registered office provider of the Company to attend to the necessary registration and/or filings for and on behalf of the Company; and

(d) the registered office provider of the Company be and is hereby authorised to do all such acts and attend to all necessary filings in order to give effect to the adoption of the Second Amended Memorandum and Articles."

By order of the Board
Ip Chi Shing
Chairman

Hong Kong, 29 April 2026

Notes:

1. The Hong Kong branch register of members of the Company will be closed from Thursday, 28 May 2026 to Thursday, 4 June 2026 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. No transfer of the Shares may be registered on those dates. In order to qualify for the shareholders' entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 27 May 2026.

2. The Hong Kong branch register of members of the Company will be closed from Friday, 12 June 2026 to Monday, 15 June 2026 (both dates inclusive) for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend. No transfer of the Shares may be registered on those dates. In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 11 June 2026.

3. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. Proxy forms must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the AGM.

4. The proxy form and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time appointed for holding the AGM, otherwise the proxy form shall not be treated as valid.

5. To safeguard the health and safety of shareholders of the Company and to prevent and control the spreading of various diseases, the following precautionary measures will be implemented at the AGM:

   (a) Compulsory body temperature checks will be conducted;

   (b) Attendees are suggested to wear the surgical face masks at all times; and

   (c) No food or beverage will be provided.

6. References to time and dates in this notice are to Hong Kong time and dates.

7. As at the date hereof, the board of Directors comprises the following Directors:

Non-executive Directors:
Mr. Ip Chi Shing *(Chairman)*
Mr. Ho Pak Chuen, Patrick*
Mr. Ku Yee Dao, Lawrence*
Ms. Yau Ching Man*

Executive Directors:
Mr. Yip Tsz Hin *(Deputy Chairman)*
Mr. Ip Kwan *(Chief Executive Officer)*
Mr. Ho Sai Hou *(Chief Financial Officer)*

* *Independent Non-executive Directors*