

THIS CIRCULAR 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 to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Yan Tat Group Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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YAN TAT GROUP HOLDINGS LIMITED

恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RETIREMENT AND RE-ELECTION OF THE RETIRING DIRECTORS,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
FINAL DIVIDEND,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 26 June 2026 at 10:00 a.m. is set out on pages 21 to 25 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Wednesday, 24 June 2026.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yantat.com).

Hong Kong, 1 June 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	4
Proposed Grant of Issue Mandate, Repurchase Mandate and Extension Mandate	5
Retirement and Proposed Re-election of the Retiring Directors	6
Proposed Appointment of Independent Non-Executive Director	9
Proposed Final Dividend	10
Proposed Re-appointment of Auditors	10
AGM	11
Responsibility Statement	11
Recommendations	12
General	12
Miscellaneous	12
 APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	 13
 APPENDIX II — PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM	 17
 APPENDIX III — PARTICULARS OF THE NEW INDEPENDENT NON-EXECUTIVE DIRECTOR PROPOSED TO BE APPOINTED AT THE AGM	 19
 NOTICE OF ANNUAL GENERAL MEETING	 21

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 26 June 2026 at 10:00 a.m. at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong, notice of which is set out on pages 21 to 25 of this circular, and any adjournment thereof
“Appointment Announcement”	the announcement of the Company dated 15 May 2026 in relation to, among other things, the proposed appointment of Dr. Wong Man Hin Raymond (黃文顯) as an independent non-executive Director
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Companies Act”	the Companies Act (as revised) of the Cayman Islands
“Company”	Yan Tat Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Chan Wing Yin, Mrs. Chan Yung and Million Pearl Holdings Ltd.
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued (including any sale or transfer of Treasury Shares out of treasury) under the Issue Mandate

DEFINITIONS

“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the total number of the issued Shares (excluding any Treasury Shares) of the Company as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	26 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“Million Pearl”	MILLION PEARL HOLDINGS LTD., a company incorporated in the BVI with limited liability on 19 May 2014, which is owned by Mr. Chan Wing Yin as to 70% and by Mrs. Chan Yung as to 30%, which is one of our Controlling Shareholders
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares (excluding any Treasury Shares) not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM

DEFINITIONS

“Retiring Directors”	the Directors retiring at the AGM in accordance with the Articles of Association, namely Mr. Chan Yan Kwong, Mr. Chung Yuk Ming and Mr. Lau Shun Chuen, of whom Mr. Chan Yan Kwong and Mr. Chung Yuk Ming, being eligible, will offer themselves for re-election at the AGM, and Mr. Lau Shun Chuen has indicated his intention not to be re-elected at the AGM and will retire as an independent non-executive Director at the conclusion of the AGM
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, modified or otherwise supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, modified or otherwise supplemented from time to time
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules and as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



YAN TAT GROUP HOLDINGS LIMITED

恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

Executive Directors:

Mrs. Chan Yung (*Chairman*)

Mr. Chan Yan Wing

Non-executive Director:

Mr. Chan Yan Kwong

Independent Non-executive Directors:

Mr. Chung Yuk Ming

Mr. Lau Shun Chuen

Mr. Yau Wing Yiu

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and Principal Place
of Business in Hong Kong:*

Room 809-810

Kwong Sang Hong Centre

151-153 Hoi Bun Road

Kwun Tong, Kowloon

Hong Kong

1 June 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RETIREMENT AND RE-ELECTION OF THE RETIRING DIRECTORS,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
FINAL DIVIDEND,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Company will propose at the AGM resolutions to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by the

LETTER FROM THE BOARD

resolutions passed in the Company's previous annual general meeting on 30 May 2025; (b) re-elect Mr. Chan Yan Kwong as a non-executive Director and Mr. Chung Yuk Ming as an independent non-executive Director; (c) appoint Dr. Wong Man Hin Raymond (黃文顯) as an independent non-executive Director; (d) approve the payment of a final dividend for the year ended 31 December 2025; and (e) re-appoint Ernst & Young as auditors of the Company.

Mr. Lau Shun Chuen, an independent non-executive Director, will retire from office at the conclusion of the AGM and has indicated his intention not to be re-elected at the AGM.

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for (a) granting the general mandates to Directors to allot, issue, deal in and repurchase Shares; (b) the retirement of Mr. Lau Shun Chuen and the re-election of Mr. Chan Yan Kwong and Mr. Chung Yuk Ming; (c) the appointment of Dr. Wong Man Hin Raymond (黃文顯) as an independent non-executive Director; (d) approving the payment of a final dividend for the year ended 31 December 2025; and (e) re-appointing Ernst & Young as auditors of the Company, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed in the Company's previous annual general meeting on 30 May 2025, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the total number of the issued Shares (excluding any Treasury Shares) of the Company on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares (excluding any Treasury Shares) of the Company on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued (including any sale or transfer of Treasury Shares out of treasury) under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

The full text of above resolutions are set out in resolutions numbered 5 to 7 in the notice of the AGM contained on pages 22 to 24 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 240,000,000 Shares. On the basis that no further Shares are repurchased or issued prior to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 24,000,000 Shares and under the Issue Mandate to issue a maximum of 48,000,000 Shares, representing 10% and 20% of the issued Shares (excluding any Treasury Shares) as at the Latest Practicable Date, respectively.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

RETIREMENT AND PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mrs. Chan Yung, and Mr. Chan Yan Wing; the non-executive Director is Mr. Chan Yan Kwong and the independent non-executive Directors are Mr. Chung Yuk Ming, Mr. Lau Shun Chuen and Mr. Yau Wing Yiu.

Mr. Chan Yan Kwong was appointed as an executive Director on 8 July 2014 and re-designated as a non-executive Director on 1 November 2017. Mr. Chung Yuk Ming was appointed as an independent non-executive Director on 18 November 2014. Mr. Lau Shun Chuen was appointed as an independent non-executive Director on 30 September 2016.

Pursuant to Article 108 of the Articles of Association, Mr. Chan Yan Kwong, Mr. Chung Yuk Ming and Mr. Lau Shun Chuen shall retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM. Mr. Chan Yan Kwong and Mr. Chung Yuk Ming, being eligible, will offer themselves for re-election at the AGM. Mr. Lau Shun Chuen has indicated his intention not to be re-elected at the AGM and will therefore retire as an independent non-executive Director at the conclusion of the AGM.

Mr. Lau Shun Chuen has confirmed that he has no disagreement with the Board and that there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to express its sincere gratitude to Mr. Lau Shun Chuen for his valuable contributions to the Company during his tenure of office.

LETTER FROM THE BOARD

Nomination Procedure

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

Board Diversity Policy

To enhance the quality of the performance of the Board and to achieve diversity on the Board, the Board has adopted a board diversity policy, pursuant to which (i) differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors will be taken into account in determining the optimum composition of the Board; and (ii) all Board appointments will be based on merit while taking into account diversity (including gender diversity). For the purpose of implementation of the board diversity policy of the Company, the following measurable objectives were adopted: (A) at least one-third of the members of the Board shall be independent non-executive directors; (B) at least one of the members of the Board shall have obtained accounting or other professional qualifications; (C) at least 70% of the members of the Board shall have more than seven years of experience in the industry he/she is specialised in; and (D) at least two of the members of the Board shall have China-related work experience.

Recommendations from the Nomination Committee

The Nomination Committee has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge and length of service.

Having regard to the Board Diversity Policy as well as taking into account the contribution by Mr. Chan Yan Kwong and Mr. Chung Yuk Ming to the Company, the Nomination Committee had assessed and was satisfied with the suitability of each of Mr. Chan Yan Kwong and Mr. Chung Yuk Ming for continuous holding of directorship in the Company.

Pursuant to the code provision B.2.3 in Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, an independent non-executive director serving more than nine years in a company could be a factor relevant to the determination of independence of such a non-executive director. If an independent non-executive director serves in a company for more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders of the Company and the accompanying circular proposing his or her re-election should include reasons why the Board believes such independent non-executive director is still independent and should be re-elected.

LETTER FROM THE BOARD

Mr. Chung Yuk Ming has served the Company for more than nine years. His re-election as an independent non-executive Director will therefore be subject to a separate resolution to be approved by the Shareholders at the AGM. In assessing the re-election of Mr. Chung, the Nomination Committee and the Board have considered Mr. Chung's contribution and service to the Company, and reviewed his expertise and professional qualifications to determine whether Mr. Chung satisfies the selection criteria under the nomination policy of the Company.

The Nomination Committee and the Board are of the view that Mr. Chung Yuk Ming has made positive contributions to the Company's strategy, policies and performance with his independent advice, comments, judgment from the perspective of his ample experience in the manufacturing industry coupled with his general understanding of business of the Group during his tenure as an independent non-executive Director. The Board also considers that he will continue to contribute to the diversity of the Board, in particular, with his professional experience in the field of manufacturing.

Mr. Chung has confirmed that (i) he meets the independence guidelines as set out in Rule 3.13 of the Listing Rules; (ii) he does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is he related to any core connected persons (as defined in the Listing Rules) of the Company; and (iii) as at the Latest Practicable Date, there are no other factors that may affect his independence. Having made all necessary and reasonable enquiries, the Board is satisfied that Mr. Chung has no financial, business or family relationships with any other Directors, senior management or substantial or controlling Shareholders of the Company. In addition, the Board has assessed and reviewed his written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that Mr. Chung remains independent. Given that Mr. Chung does not hold any directorship in more than seven listed companies, the Board believes that he can commit sufficient time to assume his director's duties.

Based on the above, it is believed that Mr. Chung's long services will neither affect his exercise of independent judgement nor have any impact on his independence in the governance of the Group. In this regard, the Nomination Committee believes that the re-election of Mr. Chung as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole, and therefore recommended his re-election to the Board.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Mr. Chan Yan Kwong and Mr. Chung Yuk Ming stand for re-election as Directors at the AGM. Further information about the Board's composition and diversity as well as the attendance record of the Directors (including the Retiring Directors) at the meetings of the Board and/or its committees and the general meetings is disclosed in the corporate governance report of the annual report of the Company.

As a good corporate governance practice, Mr. Chan Yan Kwong and Mr. Chung Yuk Ming each abstained from voting on the respective propositions of their recommendations for re-election by Shareholders.

Particulars of Mr. Chan Yan Kwong and Mr. Chung Yuk Ming, being the Retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Appointment Announcement. In view of the retirement of Mr. Lau Shun Chuen as an independent non-executive Director at the conclusion of the AGM, the Board, after considering the recommendation of the Nomination Committee, proposes to appoint Dr. Wong Man Hin Raymond (黃文顯) (“**Dr. Wong**”) as an independent non-executive Director. The proposed appointment of Dr. Wong is subject to approval by the Shareholders at the AGM by way of an ordinary resolution and will take effect, if approved, from the conclusion of the AGM.

In assessing the proposed appointment of Dr. Wong, the Board has received from Dr. Wong a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. In such confirmation, Dr. Wong has confirmed that (a) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (b) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his appointment.

The Nomination Committee has reviewed Dr. Wong’s qualifications, experience and independence. In particular, the Nomination Committee has taken into account Dr. Wong’s extensive experience in corporate management, financial management and the electrical household appliance industry, his professional qualifications and his potential contribution to the diversity of the Board. Taking into account the Nomination Committee’s recommendation and the confirmation received, the Board considers Dr. Wong to be independent and believes that he has the requisite character, integrity, experience and expertise to fulfil the role of an independent non-executive Director.

Subject to approval by the Shareholders at the AGM of the appointment of Dr. Wong as an independent non-executive Director, a letter of appointment will be entered into between the Company and Dr. Wong for an initial term of three years commencing from the date of approval by the Shareholders at the AGM on his appointment, subject to retirement by rotation and re-election pursuant to the Articles of Association.

The biographical details and other information of Dr. Wong as required under the Listing Rules are set out in Appendix III to this circular.

Proposed Change in Composition of Board Committees

Consequent upon the retirement of Mr. Lau Shun Chuen as an independent non-executive Director and upon Dr. Wong’s appointment as an independent non-executive Director being approved by the Shareholders at the AGM:

- (1) Mr. Lau Shun Chuen will cease to be the chairman of the Nomination Committee, and a member of each of the Audit Committee and Remuneration Committee with effect from the conclusion of the AGM; and

LETTER FROM THE BOARD

- (2) Dr. Wong will be appointed as the chairman of the Nomination Committee, and a member of each of the Audit Committee and Remuneration Committee with effect from the conclusion of the AGM.

PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 25 March 2026 relating to the annual results of the Group for the year ended 31 December 2025, the Board recommended that, subject to Shareholders' approval in the AGM, the Company shall declare and distribute a final dividend of HK3.0 cents per Share for the year ended 31 December 2025, which, if approved, is expected to be paid on or about Wednesday, 5 August 2026, to the Shareholders whose names appear on the register of members of the Company on Wednesday, 8 July 2026.

To determine Shareholders' entitlement to the proposed final dividend, the register of members of the Company shall be closed from Friday, 3 July 2026 to Wednesday, 8 July 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all completed transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 pm on Thursday, 2 July 2026.

PROPOSED RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint Ernst & Young as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2026. The re-appointment of the auditors of the Company has been reviewed by the Audit Committee, which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the AGM. As Ernst & Young is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31 December 2026 could be performed more efficiently by Ernst & Young, which is in the best interests of the Company and the Shareholders as a whole.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026, as agreed between the Group and Ernst & Young, is expected to be in the range of approximately HK\$1,700,000 to HK\$2,000,000.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Group and Ernst & Young. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses and business plans, the expected scope, timetable and direction of the audit and the time and resources expected to be deployed by the auditors.

LETTER FROM THE BOARD

Furthermore, the estimated audit fee assumes that there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Group will provide timely and adequate assistance and information as required for the audit.

The estimated audit fee is preliminary in nature and may be subject to adjustment depending on, among other things, any material changes in the scope of audit work and other relevant factors as the engagement progresses. Unless there is a material change in the basis or assumptions disclosed above, the final audit fee determined after the AGM is not expected to deviate materially from the estimated amount disclosed above.

AGM

A notice of the AGM is set out on pages 21 to 25 of this circular.

The form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Wednesday, 24 June 2026. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll 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 misleading.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (b) the re-election of Mr. Chan Yan Kwong as a non-executive Director and Mr. Chung Yuk Ming as an independent non-executive Director; (c) the appointment of Dr. Wong as an independent non-executive Director; and (d) the approval of the payment of a final dividend for the year ended 31 December 2025; and (e) the re-appointment of Ernst & Young as auditors of the Company, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board
Yan Tat Group Holdings Limited
Chan Yung
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

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.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 240,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company (excluding any Treasury Shares) on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 24,000,000 Shares.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the earliest of conclusion of the next annual general meeting of the Company or the date by which the next general meeting is required by the Companies Act or the Articles of Association be held, which is expected to be convened on or before 30 June 2027.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's Memorandum of Association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases 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 made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time 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 effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholder.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

CONFIRMATIONS BY THE DIRECTORS

The Directors have confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed Repurchase Mandate has unusual features.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a shares repurchase, 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.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the Controlling Shareholders owned 180,000,000 Shares, representing 75% of the issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the interest of Controlling Shareholders in the Company will be increased to approximately 83.33%. In the opinion of the Directors, such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would contravene the requirement under Rule 8.08 of the Listing Rules that at least 25% of the Shares must be held by the public. The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%. Accordingly, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since 1 January 2025 up to, and including, the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 1 May 2025 and up to the Latest Practicable Date were as follows:

Month	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
May	1.05	1.00
June	1.03	0.96
July	1.06	0.97
August	1.18	1.01
September	1.32	1.11
October	1.40	1.25
November	1.29	1.21
December	1.33	1.13
2026		
January	1.25	1.09
February	1.23	1.09
March	1.22	0.96
April	1.05	0.95
May (up to the Latest Practicable Date)	1.24	1.00

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

NON-EXECUTIVE DIRECTOR

Mr. Chan Yan Kwong (陳恩光), aged 48, is our non-executive Director. Mr. Chan is the son of Mr. Chan Wing Yin and Mrs. Chan Yung, and the brother of Mr. Chan Yan Wing. Mr. Chan is one of the directors of seven of our subsidiaries.

Mr. Chan joined our Group in April 2011 and appointed as an executive Director for the period from July 2014 to October 2017. He was primarily responsible for overseeing factory expansion, information technology, human resources and building management of the Group. Since November 2017, he has been re-designated as a non-executive Director. Prior to joining our Group, Mr. Chan worked at Benoy Limited (a private architectural firm) from June 2006 to March 2011 with his last position as a senior graphic designer where he was responsible for coordinating project construction and installation and architectural design. After his re-designation as non-executive Director, he continues to advise the Board on operational strategies of the Group and the furtherance of its business portfolio. He also continues to develop in the area of project construction and architectural design.

Mr. Chan obtained a higher diploma in graphic design in Hong Kong Technical Colleges (currently known as Hong Kong Institute of Vocational Education) in Hong Kong in September 1999. Mr. Chan then graduated from London College of Printing (currently known as London College of Communication) in the United Kingdom in May 2002 and received a bachelor's degree of arts in Graphic and Media Design and was awarded a professional development award in Print Production (Print Packaging and Buying) in August 2002. He also obtained a master's degree in Interactive Digital Media at The University of Sussex in the United Kingdom in November 2004. Mr. Chan has been a member of the Youth Committee of Hong Kong Printed Circuit Association since January 2013.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chung Yuk Ming (鍾玉明), aged 78, was appointed as our independent non-executive Director on 18 November 2014. Mr. Chung has over 35 years of experience in manufacturing of motor cars, toys, electronics and communications. Mr. Chung was the executive director of L.K. Technology Holdings Limited (stock code: 558) and Kader Holdings Company Limited (stock code: 180). Both companies are listed on the main board of the Stock Exchange.

Mr. Chung obtained a master's degree in Business Administration in the University of East Asia (currently known as University of Macau) in the Macau Special Administrative Region in May 1989.

Save as disclosed above, each of the above Directors has not held any directorship in any other public listed companies in the last three years.

As at the Latest Practicable Date, save as disclosed above, each of Mr. Chan Yan Kwong and Mr. Chung Yuk Ming does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, each of the above Directors does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Mr. Chan Yan Kwong has entered into a service agreement with the Company on 1 November 2017. Mr. Chung Yuk Ming has entered into a letter of appointment with the Company on 18 November 2014 and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Articles of Association. The emoluments of each of Mr. Chan Yan Kwong and Mr. Chung Yuk Ming as set out in the service agreement or letter of appointment, as supplemented or otherwise amended where appropriate, in the coming financial year are HK\$531,480 and HK\$204,000 per annum, respectively, and they are entitled to such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31 December 2025, each of Mr. Chan Yan Kwong and Mr. Chung Yuk Ming received a total emolument of HK\$531,480 and HK\$204,000 for being a Director, respectively.

Save as disclosed above, there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to any of the requirements of the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following are the biographical details of the new independent non-executive Director proposed to be appointed at the AGM.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Wong Man Hin Raymond (黃文顯), aged 60, has over 20 years of extensive experience in corporate management, financial management and the electrical household appliance industry.

Dr. Wong is currently the chairman, an executive director and a member of the remuneration committee of Raymond Industrial Limited (stock code: 0229), a company principally engaged in the electrical household appliance business and listed on the Main Board of the Stock Exchange. He was first appointed as a non-executive director of Raymond Industrial Limited in July 2001, re-designated as an executive director in April 2002, appointed as the deputy executive chairman in April 2007, and subsequently re-designated as the Chairman in December 2021.

In addition, Dr. Wong currently serves as an independent non-executive director for several companies listed on the Main Board of the Stock Exchange, namely Modern Healthcare Technology Holdings Limited (stock code: 0919), Nan Nan Resources Enterprise Limited (stock code: 1229), Tak Lee Machinery Holdings Limited (stock code: 2102), and Guanze Medical Information Industry (Holding) Co., Ltd (stock code: 2427).

Dr. Wong holds a Bachelor's degree in Chemical Engineering, a Master's degree in Economics, and a Doctorate degree in Business Administration. He is a member of the American Institute of Certified Public Accountants (CPA), a Chartered Global Management Accountant (CGMA), and a Certified Management Accountant (CMA). He also holds a Certificate in Financial Management (CFM).

Subject to approval by the Shareholders at the AGM of the appointment of Dr. Wong as an independent non-executive Director, a letter of appointment will be entered into between the Company and Dr. Wong for an initial term of three years commencing from the date of approval by the Shareholders at the AGM on his appointment, subject to retirement by rotation and re-election pursuant to the Articles of Association.

Dr. Wong will be entitled to receive a director's fee of HK\$204,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee with reference to his duties and responsibilities and the prevailing market conditions. Dr. Wong's remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Save as disclosed above, as at the Latest Practicable Date, Dr. Wong (i) does not hold any positions with any members of the Group; (ii) does not hold any directorships in any other public companies listed in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial Shareholders or

controlling Shareholders of the Company; and (iv) does not have, or is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Dr. Wong has confirmed that (a) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (b) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter in relation to the proposed appointment of Dr. Wong that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



YAN TAT GROUP HOLDINGS LIMITED

恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Yan Tat Group Holdings Limited (the “**Company**”) will be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 26 June 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements together with the report of the directors (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2025.
2. To declare and pay to the shareholders of the Company a final dividend of HK3.0 cents per share of the Company for the year ended 31 December 2025.
3.
 - (a) To re-elect Mr. Chan Yan Kwong as a non-executive Director of the Company;
 - (b) To re-elect Mr. Chung Yuk Ming as an independent non-executive Director of the Company;
 - (c) To appoint Dr. Wong Man Hin Raymond as an independent non-executive Director of the Company; and
 - (d) To authorise the board of Directors to fix their remuneration.
4. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

5. “**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (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); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue 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; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of the issued shares of the Company (excluding any treasury shares) at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company); and

- (e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of the issued shares of the Company (excluding any treasury shares) at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
 - (c) for the purposes 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; or
 - (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 of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
7. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the total number of the issued shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to such general mandate of an amount representing the total number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of the issued shares of the Company (excluding any treasury shares) at the date of the passing of this resolution.”

By Order of the Board
Yan Tat Group Holdings Limited
Chan Yung
Chairman

Hong Kong, 1 June 2026

As at the date of this notice, the executive Directors of the Company are Mrs. Chan Yung and Mr. Chan Yan Wing; the non-executive Director is Mr. Chan Yan Kwong; the independent non-executive Directors are Mr. Chung Yuk Ming, Mr. Lau Shun Chuen and Mr. Yau Wing Yiu.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 10:00 a.m. (Hong Kong Time) on Wednesday, 24 June 2026.
3. The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2026.
4. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to ordinary resolutions set out in paragraphs 3 to 7 of this notice, a circular giving details of the re-election of Directors, the appointment of Director, the re-appointment of auditors and general mandates to issue and to repurchase Shares is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yantat.com). The biographical details of the Retiring Directors who are subject to re-election at the meeting and the new independent non-executive Director proposed to be appointed at the meeting are set out in Appendices II and III to the circular.