
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yuzhou Group Holdings Company Limited, you should at once hand this circular and the form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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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)

**(I) VERY SUBSTANTIAL DISPOSAL
DISPOSAL OF PROPERTY
AND
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

*****NO refreshments, food or beverage services will be served and NO corporate gifts, gift coupons or cake vouchers will be distributed.*****

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the EGM to be held at Unit 5805, 58/F, The Center, 99 Queen's Road Central, Central, Hong Kong on August 14, 2026 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy to 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 and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

July 28, 2026

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated June 16, 2026 in relation to, among others, the Disposal
“Board”	the board of Directors
“Business Day”	a day on which licensed banks are generally open for business in Hong Kong, excluding any day on which typhoon signal No. 8 or above or a black rainstorm signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“Company”	Yuzhou Group Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Disposal pursuant to the Preliminary Agreement and the Formal Agreement
“Completion Date”	on or before September 30, 2026, or within 30 days after the date of the Vendor’s written notification to the Purchaser or the Purchaser’s solicitors of (i) the Vendor’s receipt of the written approval on the Sub-Sub-DMC by LACO, the Manager and the Existing Mortgagee; and (ii) the EGM Approval having been obtained, whichever is the later
“Consideration”	HK\$268,840,000, being the consideration payable by the Purchaser to the Vendor for the Disposal
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Property by the Vendor to the Purchaser pursuant to the Preliminary Agreement and the Formal Agreement

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 5805, 58/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on August 14, 2026 at 10:30 a.m. for the Shareholders to consider and, if thought fit, approve the Preliminary Agreement, the Formal Agreement and the transactions contemplated thereunder
“EGM Approval”	the approval by the Shareholders of the Preliminary Agreement, the Formal Agreement and the transactions contemplated thereunder at the EGM
“Existing Mortgage”	the mortgage or charge created by the Vendor over the whole of the 58th Floor, The Center and other properties in favour of the Existing Mortgagee to secure the relevant banking facilities
“Existing Mortgagee”	the mortgagee under the Existing Mortgage
“Formal Agreement”	the formal agreement for sale and purchase of the Property entered into on July 7, 2026 between the Vendor and the Purchaser pursuant to the Preliminary Agreement
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of, and not connected with, the Company and its connected persons (as defined in the Listing Rules)
“LACO”	the Legal Advisory and Conveyancing Office of the Lands Department of Hong Kong
“Latest Practicable Date”	July 27, 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Manager”	the manager of The Center (中環中心)
“Preliminary Agreement”	the preliminary agreement for sale and purchase dated June 16, 2026 entered into between the Vendor and the Purchaser in relation to the Disposal
“Property”	Offices 5801, 5802, 5803, 5805, 5806 and 5813, all on the 58th Floor of The Center (中環中心), No. 99 Queen’s Road Central, Hong Kong
“Purchaser”	Golden Sunny Limited
“Remaining Group”	the Group immediately after Completion
“Retained Portion”	the portion of the 58th Floor, The Center other than the Property, which will remain owned by the Vendor following Completion
“Revenue-generating Property”	the Property that is a revenue-generating asset for the purpose of Rule 14.68(2)(b) of the Listing Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-Sub-DMC”	the sub-sub-deed of mutual covenant of the 58th Floor of The Center (中環中心) to be approved by LACO, the Manager and the Existing Mortgagee
“US\$”	United States dollar, the lawful currency of the United States
“Vendor”	The Center (58) Limited, a company incorporated in the British Virgin Islands with limited liability, and an indirect wholly-owned subsidiary of the Company
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Kwok Ying Lan (Chairman)

Lin Conghui

Non-executive Directors:

Lam Lung On

Lam Wai Hon

Independent Non-executive Directors:

Lam Kwong Siu

Wee Henny Soon Chiang

Yu Shangyou

Registered Address:

Cricket Square, Hutchins Drive,

P.O. Box 2681,

Grand Cayman KY1-1111,

Cayman Islands

Principal Place of Business

in Hong Kong:

Units 5801-02, 58/F

The Center,

99 Queen's Road Central,

Central

Hong Kong

July 28, 2026

To the Shareholders

Dear Sir or Madam,

(I) VERY SUBSTANTIAL DISPOSAL DISPOSAL OF PROPERTY

AND

(II) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement whereby the Board announced that the Vendor, a wholly-owned subsidiary of the Company, entered into the Preliminary Agreement with the Purchaser, pursuant to which the Vendor has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to purchase, the Property at the Consideration of HK\$268,840,000.

The purpose of this circular is to provide you with, among other things, (i) further information on the Disposal; (ii) the valuation report of the Property; (iii) the financial information of the Property; (iv) the unaudited pro forma financial information of the

LETTER FROM THE BOARD

Remaining Group; (v) other information required under the Listing Rules; and (vi) a notice convening the EGM for the purpose of considering and, if thought fit, approving, by way of poll, the Preliminary Agreement, the Formal Agreement and the transactions contemplated thereunder.

THE PRELIMINARY AGREEMENT

Date : June 16, 2026

The Vendor : The Center (58) Limited, a company incorporated in the British Virgin Islands with limited liability, and an indirect wholly-owned subsidiary of the Company

The Purchaser : Golden Sunny Limited, a company incorporated in Hong Kong with limited liability and an Independent Third Party

Assets to be disposed of

Pursuant to the Preliminary Agreement, the Vendor has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to purchase, the Property, being Offices 5801, 5802, 5803, 5805, 5806 and 5813, all on the 58th Floor of The Center (中環中心), No. 99 Queen's Road Central, Hong Kong.

The Property will be sold on an "as is" basis and free from encumbrances, subject to the matters set out in the Preliminary Agreement, including the applicable Government lease, deed of mutual covenant, sub-deeds of mutual covenant and the Sub-Sub-DMC.

Consideration and payment terms

The Consideration payable by the Purchaser to the Vendor is HK\$268,840,000 and shall be paid by the Purchaser in the following manner:

- (1) HK\$13,442,000, being the initial deposit, shall be paid by the Purchaser to the Vendor's solicitors as stakeholders upon signing of the Preliminary Agreement;
- (2) HK\$13,442,000, being the further deposit and part payment of the Consideration, shall be paid by the Purchaser to the Vendor's solicitors as stakeholders within 14 days after the date of the Preliminary Agreement; and
- (3) HK\$241,956,000, being the balance of the Consideration, shall be paid by the Purchaser to the Vendor on or before the Completion Date.

All deposits and part payments of the Consideration shall be paid to the Vendor's solicitors as stakeholders, who may release the same or part thereof to the Vendor provided that the balance of the Consideration is sufficient to discharge the existing charge/mortgage on the Property.

LETTER FROM THE BOARD

The initial deposit of HK\$13,442,000 and the further deposit of HK\$13,442,000 were received by the Vendor's solicitors as stakeholders as at the Latest Practicable Date.

The Consideration was arrived at after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms after taking into account the prevailing property market conditions in Hong Kong and with reference to the valuation of the Property of HK\$268,000,000 as at April 30, 2026 as indicated by Jones Lang LaSalle Limited, an independent professional valuer.

The Directors consider that the transaction contemplated under the Preliminary Agreement is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Formal agreement

The Vendor and the Purchaser shall execute the Formal Agreement in the form as they may agree within 14 days after the date of the Preliminary Agreement. Prior to the signing of the Formal Agreement, the Preliminary Agreement shall constitute a legally binding contract between the Vendor and the Purchaser.

Conditions precedent

Completion shall be conditional upon the following conditions being satisfied:

- (a) the Sub-Sub-DMC having been approved by LACO, the Manager and the Existing Mortgagee; and
- (b) the approval by the Shareholders of the Preliminary Agreement, the Formal Agreement and the transactions contemplated thereunder at the EGM having been obtained in compliance with the Listing Rules.

None of the conditions precedent set out above is capable of being waived by the Company, the Vendor or the Purchaser. As at the Latest Practicable Date, an application for approval of the Sub-Sub-DMC, together with the requisite supporting documents, had been lodged with LACO and remained under consideration. LACO's written approval of the Sub-Sub-DMC had not yet been obtained. Accordingly, none of the conditions precedent had been fulfilled as at the Latest Practicable Date.

If the Vendor in its sole and absolute discretion determines at any time prior to Completion that the EGM Approval will not or is unlikely to be obtained, the Vendor shall be entitled to terminate the Preliminary Agreement and the Formal Agreement by giving written notice to the Purchaser or the Purchaser's solicitors, whereupon the Preliminary Agreement and the Formal Agreement shall cease and determine and all deposits and other monies paid by the Purchaser shall be returned to the Purchaser without interest, costs or compensation.

LETTER FROM THE BOARD

Completion

Subject to satisfaction of the conditions precedent, Completion shall take place on or before September 30, 2026, or within 30 days after the date of the Vendor's written notification to the Purchaser or the Purchaser's solicitors of (i) the Vendor's receipt of the written approval on the Sub-Sub-DMC by LACO, the Manager and the Existing Mortgagee; and (ii) the EGM Approval having been obtained, whichever is the later.

Leaseback arrangement

Upon Completion, the Purchaser shall immediately lease back the Property to the Vendor. As at the Latest Practicable Date, no definitive or legally binding agreement in respect of the leaseback arrangement has been entered into by the Group with the Purchaser. The Disposal and Completion are not conditional upon the entering into or implementation of any leaseback arrangement, and the Disposal and any leaseback arrangement are not inter-conditional. The material terms of the leaseback arrangement, including the term, rent, rent-free period (if any), deposit, permitted use, renewal rights and termination rights, are subject to finalisation and, if required, will be disclosed in accordance with the Listing Rules as and when appropriate. The Company will comply with all applicable requirements under the Listing Rules in respect of the leaseback arrangement.

Other principal terms

Each party shall bear its own legal costs, disbursements and expenses of and incidental to the Preliminary Agreement, the Formal Agreement and the subsequent assignment in relation to the sale and purchase of the Property. All stamp duty payable on the Preliminary Agreement, the Formal Agreement and the subsequent assignment of the Property shall be paid and borne by the Purchaser solely and absolutely.

The Purchaser shall not sub-sell the Property or any part thereof, nominate any person to take up the assignment of the Property or any part thereof, transfer the benefit of the Preliminary Agreement or enter into any agreement so to do before Completion and execution of the assignment to the Purchaser.

FORMAL AGREEMENT

On July 7, 2026, the Vendor and the Purchaser entered into the Formal Agreement pursuant to the Preliminary Agreement for the Disposal with the principal terms identical to the Preliminary Agreement.

INFORMATION OF THE COMPANY AND THE VENDOR

The Company is an investment holding company. The Group is principally engaged in property development, property investment, property management and hotel operations.

The Vendor is an indirect wholly-owned subsidiary of the Company. The Vendor is incorporated in the British Virgin Islands with limited liability. Its principal business is property investment, and it is the registered and beneficial owner of the Property.

LETTER FROM THE BOARD

INFORMATION OF THE PURCHASER

The Purchaser is a company incorporated in Hong Kong with limited liability and is principally engaged in securities and property investment. The Purchaser is ultimately beneficially owned by Xu, Yanling (許艷玲).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner are Independent Third Parties.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there are no material loan arrangements between (a) the Purchaser, any of its directors and legal representatives and/or any ultimate beneficial owner(s) of the Purchaser who can exert influence on the Disposal on one hand, and (b) the Company or any of its connected persons and/or any connected person at the subsidiary level (to the extent that such subsidiary/subsidiaries is/are involved in the Disposal (namely, the Vendor)) on the other hand, nor has there been any such loan arrangement in the past twelve months immediately preceding the Latest Practicable Date.

INFORMATION OF THE PROPERTY

The Property comprises Offices 5801, 5802, 5803, 5805, 5806 and 5813, all on the 58th Floor of The Center (中環中心), No. 99 Queen's Road Central, Hong Kong, with an aggregate gross floor area of approximately 13,442 square feet. The Center is a commercial office building situated in Central, Hong Kong.

A part of the Property is currently used by the Group as office premises (the **"Self-used Portion"**), with the other part (the **"Non-self-used Portion"**) being vacant as at the Latest Practicable Date. It is expected that the Self-used Portion will be leased back by the Purchaser to the Vendor upon Completion. For further details of the leaseback arrangement, please refer to the section headed "Letter from the Board — The Preliminary Agreement — Leaseback arrangement" in this circular.

The Non-self-used Portion comprises offices with an aggregate gross floor area of approximately 9,281 sq. ft. Of this, (i) approximately 2,268 sq. ft. was occupied by a tenant, an Independent Third Party, pursuant to a tenancy for the period from August 1, 2025 to July 31, 2027. Upon the early termination of the tenancy agreement with effect on April 30, 2026, such part of the Non-self-used Portion has since been vacant and remained vacant as at the Latest Practicable Date; (ii) approximately 1,746 sq. ft. has been vacant since January 1, 2024; and (iii) approximately 5,267 sq. ft. was self-used by the Group prior to March 2026 and became unused and vacant since then.

LETTER FROM THE BOARD

For the two years ended December 31, 2024 and December 31, 2025, the financial information of the Property is as follows:

	For the year ended	
	December 31,	
	2025	2024
	HK\$'000	HK\$'000
Rental income (<i>Note</i>)	200	–
Loss before tax	(45,314)	(113,271)
Loss after tax	(45,314)	(113,271)

Note: Represents the rental income generated from the leasing of the Non-self-used Portion.

As at April 30, 2026, the unaudited carrying value of the Property in the consolidated accounts of the Group was approximately HK\$350,660,000, comprising:

- (i) approximately HK\$160,751,000 attributable to the Self-used Portion, which is classified as property, plant and equipment of the Group; and
- (ii) approximately HK\$189,909,000 attributable to the Non-self-used Portion, which is classified as investment property of the Group.

The difference between the unaudited carrying value of the Property of approximately HK\$350,660,000 and the valuation of the Property of HK\$268,000,000 as at April 30, 2026 was mainly attributable to the different measurement bases adopted for financial reporting purposes and valuation purposes. In particular, the Self-used Portion is an owner-occupied property used by the Group as office premises and is classified as property, plant and equipment of the Group. Under the Group's accounting policy, the Self-used Portion is stated at cost less accumulated depreciation and any impairment losses. Accordingly, the carrying amount of the Self-used Portion is not intended to represent its current market value.

The Non-self-used Portion is classified as investment property and is stated at fair value in accordance with the Group's accounting policies. In contrast, the valuation of HK\$268,000,000 represents the market value of the Property as a whole as at April 30, 2026, as determined by an independent professional valuer by reference to prevailing market conditions. Accordingly, the difference between the unaudited carrying value and the valuation of the Property was due to the fact that the carrying value of the Property includes the carrying amount of the Self-used Portion accounted for as property, plant and equipment, while the valuation as at April 30, 2026 represents the market value of the Property.

LETTER FROM THE BOARD

FINANCIAL EFFECT OF THE DISPOSAL

Earnings

Based on the Consideration of HK\$268,840,000 and after taking into account (i) the unaudited carrying value of the Property of approximately HK\$350,660,000 as at April 30, 2026; and (ii) the estimated transaction costs and expenses of approximately HK\$1,200,000, the Directors expect that the Group will recognise an unaudited loss on the Disposal of approximately HK\$83,020,000.

The actual financial effect will be subject to the final carrying value of the Property, transaction costs, tax treatment, the accounting treatment of the leaseback arrangement and review and final audit by the Company's auditors.

Assets and liabilities

Following Completion, the Group will cease to own the Property. The assets and liabilities directly attributable to the Property will no longer be recognised as investment property, and property, plant and equipment of the Group. The Group expects to recognise cash proceeds from the Disposal.

As at the Latest Practicable Date, the Vendor was the registered and beneficial owner of the whole of the 58th Floor of The Center. The Property constitutes only part of the 58th Floor. The portion of the 58th Floor other than the Property, which will remain owned by the Vendor following Completion, is referred to as the **"Retained Portion"**.

As at June 30, 2026, the whole of the 58th Floor and other properties were subject to a mortgage in favour of the Existing Mortgagee (the **"Existing Mortgage"**) securing bank borrowings of approximately HK\$460,604,000 and US\$24,000,000. The bank borrowings were guaranteed by certain subsidiaries of the Group. Accordingly, the aforesaid amounts represent the aggregate outstanding bank borrowings secured by the Existing Mortgage over the whole of the 58th Floor and other properties.

Following the approval of the Sub-Sub-DMC by LACO and at Completion, the Vendor will procure the Existing Mortgagee to release the Property from the security of the Existing Mortgage. The Consideration of HK\$268,840,000 will be applied towards partial repayment of the bank borrowings secured by the Existing Mortgage. Upon such partial release, the Property will be assigned to the Purchaser free from the Existing Mortgage. The Existing Mortgage will remain subsisting over the Retained Portion and other properties as continuing security for the bank borrowings remaining outstanding after application of the Consideration.

Use of proceeds

The gross proceeds from the Disposal will be HK\$268,840,000. The net proceeds, after deducting estimated transaction costs and expenses payable by the Group, are expected to be approximately HK\$267,640,000. The Vendor will apply the Consideration in full towards partial repayment of the bank borrowings secured by the Existing

LETTER FROM THE BOARD

Mortgage in order to procure the partial release of the Property from the Existing Mortgage at Completion. The estimated transaction costs and expenses of approximately HK\$1,200,000 will be settled from the Group's internal resources. Following such partial repayment, the remaining outstanding bank borrowings will continue to be secured by the Existing Mortgage over the Retained Portion and other properties.

REASONS AND BENEFITS FOR THE DISPOSAL

In considering the Disposal, the Board has taken into account, among other things, the Group's current financial position, indebtedness level and funding needs, the recent prevailing property market conditions in Hong Kong, the valuation of the Property and the opportunity to realise cash from the Property. In view of the Group's debt position and liquidity needs, the Board is of the opinion that the Disposal provides a good opportunity for the Group to realise the value of the Property and generate immediate cash proceeds for repayment of indebtedness. The net proceeds from the Disposal, after deducting estimated transaction costs and expenses, are expected to be approximately HK\$267,640,000 and are intended to be applied for repayment of indebtedness, which is expected to improve the Group's liquidity position and reduce its indebtedness level.

The Board also considers that the Disposal is commercially justifiable having regard to the fact that the Company has identified a willing purchaser in the market and the Consideration of HK\$268,840,000 is generally in line with the independent valuation of the Property of HK\$268,000,000 as at April 30, 2026. Taking into account the recent Hong Kong office property market conditions and the Group's objective to improve its liquidity and manage its debt obligations, the Directors consider that it is an appropriate time to realise cash from the Property.

Subject to the entering into of a separate leaseback arrangement, the Group may continue to use the relevant premises for its business operations following Completion. Any such leaseback arrangement, if materialised, would enable the Group to maintain operational continuity while realising cash from the Disposal.

Having considered the above, the Directors consider that the terms of the Preliminary Agreement and the Disposal are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal exceeds 75%, the Disposal constitutes a very substantial disposal of the Company under Chapter 14 of the Listing Rules. The Disposal is therefore subject to the reporting, announcement and Shareholders' approval requirements under the Listing Rules.

LETTER FROM THE BOARD

EGM

The EGM will be held at Unit 5805, 58/F, The Center, 99 Queen's Road Central, Central, Hong Kong on August 14, 2026 at 10:30 a.m.. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. An ordinary resolution will be proposed at the EGM for the Shareholders to approve the Preliminary Agreement, the Formal Agreement and the transactions contemplated thereunder.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Disposal and accordingly, no Shareholder is required to abstain from voting in respect of the ordinary resolution to approve the Disposal at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the resolution at the EGM shall be taken by poll.

The record date for the purpose of determining the shareholders who are entitled to attend and vote at the EGM shall be Friday, August 14, 2026. The register of members of the Company will be closed from Tuesday, August 11, 2026 to Friday, August 14, 2026 (both dates inclusive), during which period no transfer of Shares will be registered, for the purpose of determining the identities of Shareholders entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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 Monday, August 10, 2026 for registration.

No refreshments will be served and no corporate gifts, gift coupons or cake vouchers will be distributed at the EGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the view that the terms of the Preliminary Agreement and the Formal Agreement have been negotiated on an arm's length basis, on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Preliminary Agreement, the Formal Agreement and the transactions contemplated thereunder.

ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Yuzhou Group Holdings Company Limited
Kwok Ying Lan
Chairman

The following is the text of a letter, summary of values and valuation certificates, prepared for the purpose of incorporation in this circular received from Jones Lang LaSalle Limited, an independent valuer, in connection with its valuation as at 30 April 2026 the property interests held by the Group.



仲量聯行

Jones Lang LaSalle Limited
Value and Risk Advisory
7th Floor, One Taikoo Place, 979 King's Road,
Quarry Bay, Hong Kong
Company Licence No. C-003464

仲量聯行有限公司
評估及諮詢部
香港鰂魚涌英皇道979號太古坊一座7樓
公司牌照號碼：C-003464

28 July 2026

The Board of Directors
Yuzhou Group Holdings Company Limited

Units 5801-5802, 58/F,
The Center,
99 Queen's Road Central,
Hong Kong

Dear Sirs,

Jones Lang LaSalle Limited ("JLL" or "we") are instructed by **Yuzhou Group Holdings Company Limited** (the "**Company**") to provide an opinion of the market value of the property interest held by the Company and its subsidiaries (hereinafter together referred to as the "**Group**") in Hong Kong. In accordance with your instructions, we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion on the market value of the property interest as at 30 April 2026 (the "**Valuation Date**") for disclosure purpose.

Our valuation is carried out on a market value basis. Market value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

We have valued the property interest by the comparison approach in our valuation by making reference to comparable sale comparables in the market in assessment of the market values of the property interests. This approach rests on the wide acceptance of the market transactions as the best indicator and pre-supposes that evidence of relevant

transactions in the market place can be extrapolated to similar properties, subject to allowances for variable factors.

Our valuation has been made on the assumption that the seller sells the property interest in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the value of the property interest.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interest valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature, which could affect its value.

In valuing the property interest, we have complied with all requirements contained in Chapter 5 of the Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited; the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors; and the International Valuation Standards published by the International Valuation Standards Council.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have not been provided with copies of the title documents relating to the property but we have caused searches to be made at the Land Registry. However, we have not examined the original documents to verify ownership or to ascertain the existence of any lease amendments, which may-not appear on the land search records. All documents and leases have been used for reference only and all dimensions, measurements and areas are approximate. We have not seen original planning consents and have assumed that the property has been erected, being occupied and used in accordance with such consents and that there are no outstanding statutory notices.

We have no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also been advised by the Group that no material factors have been omitted from the information supplied. We considered that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

We have not carried out detailed measurements to verify the correctness of the area in respect of the property but have assumed that the areas shown on the documents and official site plans handed to us are correct. All documents have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the property. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are not, however, able to report whether the property is free of rot, infestation or any other structural defects. No tests were carried out on any of the services.

The site inspection was carried out on 29 May 2026 by Mr. Kevin Chu. Mr. Kevin Chu is a Chartered Surveyor and has 30 years' experience in the valuation of properties in Hong Kong.

Unless otherwise stated, all monetary figures stated in this report are in Hong Kong Dollar (HK\$).

Our valuation certificate is attached below for your attention.

Yours faithfully,
For and on behalf of
Jones Lang LaSalle Limited

Cliff Tse
FRICS FHKIS R.P.S. (GP)
Senior Director

Note: Cliff Tse is a Chartered Surveyor who has 30 years' experience in the valuation of properties in Hong Kong.

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at the Valuation Date HK\$
Portion of 58/F (to be known as 01, 02, 03, 05, 06 and 13 of 58/F), the Center, 99 Queen's Road Central, Hong Kong	The property comprises the portion of 58/F (to be known as 01, 02, 03, 05, 06 and 13 of 58/F) of a 70-storey office building plus 3 level of basement completed in 1998.	As advised, the property was owner-occupied as at the Valuation Date	268,000,000 (HONG KONG DOLLARS TWO HUNDRED AND SIXTY-EIGHT MILLION)
1884/172379 (part) equal and undivided shares of and in Inland Lot No. 8827	The subject building is situated on the north-eastern side of Queen's Road Central near its junction with Jubilee Street in the fringe area of the Central District, Hong Kong. The general locality is commercial in nature. Developments are mainly in the form of high-rise commercial buildings with retail space on lower floors intermingled with some tenement blocks. The saleable area of the property is approximately 9,568 ft². The property is held under Conditions of Exchange No. UB12379 for a term from 24 November 1995 to 30 June 2047 with annual rent amount equivalent to 3% rateable value for the time being of the lot.		

Notes:

- 1) The registered owner of the property is The Center (58) Limited, an indirect wholly-owned subsidiary of the Company, vide Memorial No. 18051401780370 dated 17 April 2018.
- 2) According to our land search record, only registration for title of 58/F, the Center could be conducted. 58/F has not been sub-divided into sub-divided units. We were informed by the Company that the registration of the proposed sub-divided units to be known as 01, 02, 03, 05, 06 and 13 were under preparation and would be registered in Land Registry very soon. In our valuation, we have assumed that the property of the proposed sub-divided units to be known as 01, 02, 03, 05, 06 and 13 in accordance with the sub-division plan as provided by the Company could be registered in the Land Registry upon sale of the property.
- 3) The property is subject to the following encumbrances:
 - i) Occupation Permit No. H44/98 vide Memorial No. UB7620861 dated 13 June 1998.
 - ii) Deed of Mutual Covenant and Management Agreement with plan vide Memorial No. UB7603348 dated on 12 October 1998.
 - iii) Certificate of Compliance vide Memorial No. UB8041101 dated 31 March 2000.
 - iv) Sub-Deed of Mutual Covenant (Supplemental to Memorial No. UB7603348) vide Memorial No. UB9024549 dated on 29 September 2003.
 - v) Mortgage vide Memorial No. 19040800970030 dated 3 April 2019 in favour of Hang Seng Bank Limited to secure all moneys in respect of general banking facilities.
- 4) The Property is zoned under Sai Ying Pun & Sheung Wan Outline Zoning Plan No. S/H3/34 approved on 13/11/2020. ("**the OZP**") for "Commercial (2)" use.
- 5) In our valuation, we have identified and analysed relevant sales comparables under direct comparison method.

We would make reference to comparables with similar location, age, usage, size to the property and are recently transacted in the market. The selection criteria of sales comparables for the property are therefore those office premises transactions within one year from the Valuation Date, i.e. the transactions within the period from 1 May 2025 to 30 April 2026 within the subject development, i.e. the Center, 99 Queen's Road Central and with similar floor size of which saleable area between 5,000 ft² and 20,000 ft² were adopted. Appropriate adjustments and analysis are considered to the differences in age, location, size, time, floor level, view and other characters between the comparables and the property. The general basis of adjustment is that if the comparables are superior to that of the property, a downward adjustment is made. Alternatively, if the comparables are inferior or less desirable to that of the property, an upward adjustment is made.

For adjustment on size factor, in general, the unit rate of a property with a relatively smaller area would achieve higher unit rate than of a property with a relatively larger area and vice versa.

For adjustment on time factor, appropriate adjustment was made between Valuation Date and transaction date of comparables with reference to the price indices of Grade A Offices issued by Rating and Valuation Department as at the time we performed.

Details of the comparable information and the adjustment logic are set out below. The list of the comparables is exhaustive based on the above selection criteria as at the time we performed.

	Subject property	Comparable 1	Comparable 2	Comparable 3
Address	Portion of 58/F (to be known as 01, 02, 03, 05, 06 and 13 of 58/F), the Center, 99 Queen's Road Central	52/F, the Center, 99 Queen's Road Central	Units 03, 05, 06, 07 & 08, 55/F the Center, 99 Queen's Road Central	26/F, the Center, 99 Queen's Road Central
Year of completion	1998	1998	1998	1998
Use	Office	Office	Office	Office
Saleable Area (ft ²) (approximately)	9,568	18,797	7,347	18,432
View	Harbour view	Partial Harbour view	Harbour view	Building view
Nature of Instrument		Agreement for Sale and Purchase ("ASP")	Preliminary Agreement for Sale and Purchase ("P-ASP")	ASP
Date of Instrument		7 Nov 2025	8 Oct 2025	11 July 2025
Consideration (HK\$)		565,290,000	218,000,000	345,000,000
Unit Rate on Saleable Area (HK\$/ft ²)		30,073	29,672	18,717
Age		Similar with the property	Similar with the property	Similar with the property
Size		Inferior to the property (upward adjustment was made)	Superior to the property (downward adjustment was made)	Inferior to the property (upward adjustment was made)
Floor Level		Inferior to the property (upward adjustment was made)	Inferior to the property (upward adjustment was made)	Inferior to the property (upward adjustment was made)
View		Inferior to the property (upward adjustment was made)	Similar with the property	Inferior to the property (upward adjustment was made)

	Subject property	Comparable 1	Comparable 2	Comparable 3
Time		Downward adjustment was made	Downward adjustment was made	Downward adjustment was made
Location		Similar with the property	Similar with the property	Similar with the property
Total adjustment		7.2%	-2.1%	22.27%
Adjusted Unit rate on Saleable Area (HK\$/ft ²)		32,238	29,049	22,885

The unit rate of these comparables after adjustments ranges from HKD22,885/ft² to HKD32,238/ft² on saleable area basis. In our valuation, we have adopted average unit rate HK\$28,057/ft² on saleable area basis to derive market value HKD268,000,000 (rounding to the nearest million) for the property.

A. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of the three financial years ended December 31, 2023, 2024 and 2025 is disclosed in the following documents which have been published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yuzhou-group.com):

- (i) annual report of the Company for the year ended December 31, 2023 published on April 25, 2024:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0425/2024042503063.pdf>;

- (ii) annual report of the Company for the year ended December 31, 2024 published on April 25, 2025:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0425/2025042500635.pdf>;
and

- (iii) annual report of the Company for the year ended December 31, 2025 published on April 27, 2026 (the “**2025 Annual Report**”):

<https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0427/2026042701521.pdf>.

B. INDEBTEDNESS

As at the close of business on June 30, 2026, being the latest practicable date for the purpose of ascertaining information regarding this indebtedness statement prior to the printing of this circular, the Group had aggregate outstanding indebtedness of approximately RMB6,708 million, HK\$461 million and US\$4,827 million, consisting of bank and other borrowings of RMB3,941 million, HK\$461 million and US\$44 million, corporate bonds of RMB2,767 million and senior notes of US\$4,783 million. The secured bank and other borrowings were secured by charges or pledges over certain properties under development, investment properties, properties held for sale, other receivables, equity interests in certain subsidiaries of the Group and guarantee bank deposits. The guaranteed bank and other borrowings were guaranteed by certain subsidiaries of the Group. The amount of secured bank and other borrowings was RMB3,941 million, HK\$461 million and US\$44 million, of which the amount of guaranteed bank and other borrowings was RMB3,350 million, HK\$461 million and US\$42 million. The amount of secured and guaranteed corporate bonds was RMB1,692 million, and the amount of unsecured but guaranteed corporate bonds was RMB1,075 million. The senior notes were secured by pledges over the equity interests in certain subsidiaries of the Group and were unguaranteed.

The Group provided guarantees in respect of mortgage facilities granted by certain banks relating to the mortgage loans arranged for certain purchasers of the Group’s properties. The guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon the issuance of real estate ownership certificates to the purchaser and

then passed to the bank. As at June 30, 2026, the guarantees in respect of the mortgage facilities provided to certain purchasers of the Group's properties amounted to RMB7,950 million.

As at June 30, 2026, the guarantees to banks and other lenders by the Group in respect of facilities granted to joint ventures and an associate were RMB53 million and RMB816 million, respectively. The guarantee given to banks and other lenders by the Group in connection with facilities granted to certain contractors for construction cost were RMB1 million.

Save for the aforesaid and apart from intra-group liabilities, as at the close of business on June 30, 2026, the Group did not have any other debt securities issued and outstanding, term loans, other borrowings or indebtedness including bank overdrafts and liabilities under acceptance (other than normal trade payables), acceptance credits, hire purchase commitments, any other borrowings subject to mortgages or charges, mortgages, charges, any guarantees or other material contingent liabilities.

C. WORKING CAPITAL

As set out in the Company's audited consolidated financial statements for the year ended December 31, 2025, the Group's profit for the year attributable to owners of the Company totalled RMB24,930 million. Excluding the impacts of the one-off, non-cash and non-core operating gain from offshore debt restructuring (the "**Restructuring Gain**") of RMB32,621 million and the gain on remeasurement of financial guarantee contracts (the "**Revaluation Gain**") of RMB2,027 million, the Group still recorded a loss for the year attributable to owners of the Company of RMB9,718 million. As at December 31, 2025, the Group had current interest-bearing bank and other borrowings of RMB2,462 million, current corporate bonds of RMB485 million and current senior notes of US\$15 million (equivalent to RMB105 million), while its cash and cash equivalent was RMB1,036 million. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

In preparing the working capital forecast for the Group for the 12 months from the date of this Circular, the Group is carrying out the following plans and measures for the purpose of ensuring there are sufficient working capital for at least the next 12 months from the date of the Circular:

- (i) The Group will continue to accelerate the sale of properties, and proactively take measures to improve the recoverability rate of the sales proceeds;
- (ii) The Group will continue to implement measures to activate the existing assets;
- (iii) The Group will continue to implement an asset disposal plan for investment properties to replenish liquidity;
- (iv) The Group will recover funds through business optimization and the disposal of equity investments, while proactively maintaining its strategic focus and resource consolidation;

- (v) The Group will continue to negotiate with banks and other financial institutions on repayment extensions, refinancing and new financing to alleviate working capital pressure. Meanwhile, with the support of policies, the Group will seek new financial facilities in the capital market;
- (vi) The Group will continue to monitor its cash flow and work with professional advisers to assess and take necessary steps to prevent or mitigate imminent risk of non-payment (if any) in respect of the Group's outstanding indebtedness. In respect of the Group's offshore indebtedness, in the event of a funding shortfall, the Group will promptly implement liability management on offshore indebtedness, including but not limited to extension or restructuring the offshore indebtedness, to ensure that its obligations can be met; and
- (vii) The Group will continue to implement cost control measures and minimized capital expenditures to preserve liquidity for on-going development of its existing property development projects and operation of other businesses.

Taking into considerations of item (i) to (vii) above, the Directors, are of the opinion that the Group has sufficient working capital for its present requirements for at least the next twelve months from the date of this circular. The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

D. MATERIAL ADVERSE CHANGE

Save as disclosed in this circular, the Directors confirm that as at the Latest Practicable Date, the Directors were not aware of any circumstances or events that may give rise to a material adverse change in the financial or trading position of the Group since December 31, 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up.

E. IMPACT ON THE PROFIT, ASSETS AND LIABILITIES OF THE GROUP

As at December 31, 2025, the audited consolidated profit for the year, total assets and total liabilities of the Group amounted to approximately RMB21,250 million, RMB67,322 million and RMB57,265 million respectively.

The disposal of the Property will result in a decrease in the balance of property, plant and equipment and investment properties of the Group and reduce the fair value changes and other administrative expenses related to the Property.

Assuming that:

- (i) the disposal of the property had taken place on December 31, 2025 for the purpose of the Group's financial position as at December 31, 2025, and had taken place on January 1, 2025 for the purpose of the Group's financial performance for the year ended December 31, 2025;

- (ii) there is no other change to the Group's assets and liabilities other than the disposal of Property; and
- (iii) the proceeds from the disposal of Property will be applied immediately for to repay the existing debts of the Group.

The impact on the profit, assets and liabilities of the Group is as follows:

- (i) the fair value loss on investment properties, net of the Group will decrease by approximately RMB14 million, representing approximately 1.20% of the total fair value loss on investment properties, net of the Group, for the year ended December 31, 2025, as disclosed in the 2025 Annual Report;
- (ii) the administrative expenses of the Group will decrease by approximately RMB27 million, representing approximately 6.36% of the total administrative expenses of the Group, for the year ended December 31, 2025, as disclosed in the 2025 Annual Report;
- (iii) the other expenses of the Group will increase by approximately RMB209 million, representing approximately 548.79% of the other expenses of the Group, for the year ended December 31, 2025, as disclosed in the 2025 Annual Report;
- (iv) the profit for the year of the Group will decrease by approximately RMB169 million, representing approximately 0.79% of the profit for the year of the Group, for the year ended December 31, 2025, as disclosed in the 2025 Annual Report;
- (v) the earnings per share of the Group will decrease by 0.68% from RMB24.14, for the year ended December 31, 2025, as disclosed in the 2025 Annual Report, to RMB23.98;
- (vi) the total assets of the Group will decrease by approximately RMB417 million, representing approximately 0.62% of the total assets of the Group as at December 31, 2025, as disclosed in the 2025 Annual Report;
- (vii) the borrowings and total liabilities of the Group will decrease by approximately RMB243 million and RMB243 million respectively, representing approximately 0.73% of the borrowings and approximately 0.42% of the total liabilities of the Group as at December 31, 2025, as disclosed in the 2025 Annual Report; and
- (viii) the gearing ratio of the Group will increase 2.94% from 304.96% as at December 31, 2025, as disclosed in the 2025 Annual Report, to 307.90%.

Save as disclosed above, the discussion and analysis of the Group's performance disclosed in the 2025 Annual Report are still identical and applicable to the Remaining Group after the disposal of the Property.

F. FINANCIAL AND TRADING PROSPECTS OF THE REMAINING GROUP

Following Completion, the Remaining Group will continue to be principally engaged in property development, property investment, property management and hotel operations. As the Disposal relates to the Property only and does not involve the disposal of any subsidiary or operating business, the historical performance and financial position of the Group remain substantially applicable to the Remaining Group, subject to the financial effects of the Disposal described in the section headed "Impact on the Profit, Assets and Liabilities of the Group" in this appendix.

Financial Performance

For the year ended December 31, 2025, the Remaining Group recorded revenue of approximately RMB6,751.1 million, representing a decrease of approximately 30.5% from 2024, primarily due to the decrease in the gross floor area of properties delivered. Gross profit amounted to approximately RMB117.3 million and gross profit margin was approximately 1.74%.

Profit attributable to owners of the Company amounted to approximately RMB24,761.7 million, principally as a result of the one-off gain from the offshore debt restructuring of approximately RMB32,621.3 million and the gain on remeasurement of financial guarantee contracts of approximately RMB2,027.1 million. Excluding these gains, the Remaining Group would have recorded a loss attributable to owners of the Company of approximately RMB9,886.7 million.

Property development remained the principal business segment, contributing revenue of approximately RMB6,297.0 million, representing approximately 93.3% of the Remaining Group's revenue, and recording a segment loss of approximately RMB7,666.8 million. The property investment segment recorded revenue of approximately RMB224.7 million and a segment loss of approximately RMB957.5 million. The property management and hotel operation segments recorded segment profits of approximately RMB18.2 million and RMB4.1 million, respectively.

As set out in the section headed "Impact on the Profit, Assets and Liabilities of the Group", on an unaudited pro forma basis, the Disposal would decrease the Remaining Group's profit for 2025 by approximately RMB169 million, decrease total assets by approximately RMB417 million and decrease borrowings and total liabilities by approximately RMB243 million. The Disposal is therefore not expected to materially alter the principal businesses or revenue composition of the Remaining Group.

Business and Trading Prospects

During 2025, the Group recorded contracted sales of approximately RMB6,728.3 million, with contracted gross floor area of approximately 487,999 sq.m. and an average contracted selling price of approximately RMB13,788 per sq.m. As at December 31, 2025, the Group had land reserves with an aggregate saleable gross floor area of approximately 6.95 million sq.m. across 125 projects in 36 cities.

The Remaining Group does not maintain an order book in the conventional sense. As at December 31, 2025, the transaction prices allocated to outstanding or partially outstanding performance obligations which were expected to be recognised as revenue amounted to approximately RMB1,956.5 million. The timing of revenue recognition will depend principally on the completion and delivery of the relevant properties.

The Group has not acquired new land since the second half of 2021, and a significant portion of its remaining saleable resources comprises residual residential units, commercial units and car-parking spaces, which may take longer to realise. The Remaining Group will therefore focus on accelerating property sales and cash collection, completing and delivering existing projects, adopting flexible and project-specific pricing and marketing strategies and controlling operating costs.

The Remaining Group will also continue to operate its commercial property portfolio, which comprised 39 projects with an aggregate commercial area of more than 1.53 million sq.m. as at December 31, 2025, and improve occupancy, tenant retention and operating efficiency. Property management and hotel operations are expected to remain supplementary businesses to property development. The Remaining Group has not announced any material new business line and will continue to focus its resources on its existing principal businesses.

Liquidity and Financial Resources

As at December 31, 2025, the Group had cash and cash equivalents of approximately RMB1,035.9 million and restricted cash of approximately RMB1,420.9 million. On the unaudited pro forma basis adopted in Appendix IV to this circular, following receipt of the Consideration, payment of the estimated transaction costs and repayment of the relevant bank borrowing, the Remaining Group would have had cash and cash equivalents of approximately RMB1,034.8 million, restricted cash of approximately RMB1,420.9 million and net current assets of approximately RMB23,587.2 million.

On the same unaudited pro forma basis, the carrying amounts of the Remaining Group's borrowings would be as follows:

	Within one year <i>RMB million</i>	After one year <i>RMB million</i>	Total <i>RMB million</i>
Bank and other borrowings	2,218.9	3,917.6	6,136.5
Corporate bonds	485.3	2,281.8	2,767.1
Senior notes	105.4	23,874.7	23,980.1
Total	<u>2,809.6</u>	<u>30,074.1</u>	<u>32,883.7</u>

The non-current bank borrowings are scheduled to mature between 2027 and 2036, the non-current corporate bonds are scheduled to mature during 2027 and 2028, and the new senior notes issued pursuant to the offshore debt restructuring have maturities ranging from 2027 to 2034. The current portion of the senior notes principally represents the mandatory redemption amount of US\$15.0 million payable in December 2026.

Although the Remaining Group would have net current assets, a substantial portion of its current assets comprises properties under development, properties held for sale and receivables, which may not be capable of immediate realisation. Restricted cash is also not generally available for unrestricted corporate purposes. In addition, as at December 31, 2025, the Remaining Group had not complied with certain covenants relating to bank loans with an aggregate carrying amount of approximately RMB81.6 million, which were classified as current liabilities as the relevant lenders were entitled to demand accelerated repayment.

As disclosed in the section headed "Working Capital" in this appendix, the Group continues to face material liquidity pressure. The Remaining Group will continue to accelerate property sales and collections, activate or dispose of existing assets, recover funds from investments and receivables, negotiate extensions, refinancing and new financing with financial institutions, implement liability-management measures where necessary and control costs and non-essential capital expenditure. Subject to the successful implementation of these measures, the Directors are of the opinion that the Remaining Group will have sufficient working capital for its present requirements for at least 12 months from the date of this circular.

Borrowing requirements are principally driven by project construction and delivery schedules, property sales and collections and scheduled debt repayments. As at the Latest Practicable Date, the Remaining Group had no material committed but undrawn borrowing facilities.

On the unaudited pro forma basis, the net gearing ratio of the Remaining Group would be approximately 307.90%, as compared with approximately 304.96% for the Group as at December 31, 2025. The net gearing ratio is calculated as total interest-bearing bank and other borrowings, corporate bonds and senior notes less cash and cash equivalents and restricted cash, divided by total equity. The increase in the pro forma net gearing ratio is attributable to the estimated reduction in net assets being proportionately greater than the reduction in net debt.

Significant Investments

As at December 31, 2025, the carrying amounts of the Group's investments in joint ventures and associates were approximately RMB971.9 million and RMB4,215.4 million, respectively. During 2025, the Group recorded share of losses of joint ventures and associates of approximately RMB179.6 million and RMB393.6 million, respectively, and impairment losses on such investments of approximately RMB472.1 million.

Based on the carrying amounts disclosed in the 2025 Annual Report, no individual investment in an investee company had a value equal to or exceeding 5% of the Group's total assets as at December 31, 2025.

As at the same date, the Group had also provided financial assistance to affiliated companies amounting to approximately RMB3,356.3 million, comprising advances of approximately RMB2,348.9 million and guarantees of approximately RMB1,007.4 million. The advances were unsecured, interest-free and had no fixed repayment terms.

The Remaining Group will continue to monitor the operating and financial performance of its joint ventures and associates, facilitate project completion and property sales, seek recovery of advances and receivables and consider the disposal or restructuring of selected investments where this would improve liquidity or preserve value.

Capital Structure

The capital structure of the Remaining Group will comprise ordinary share capital and reserves, non-controlling interests, bank and other borrowings, corporate bonds and senior notes. The Disposal will not result in any change to the issued share capital of the Company.

The offshore debt restructuring completed on August 29, 2025 compromised approximately US\$6.68 billion of offshore indebtedness and replaced the former offshore debt instruments and senior perpetual securities with, among other things, new senior notes and new ordinary shares. The restructuring extended the maturity profile of the Group's offshore debt, although the Remaining Group continues to have substantial indebtedness and debt-service obligations. No senior perpetual securities remained outstanding as at December 31, 2025.

The Remaining Group will continue to adopt a prudent treasury policy and closely monitor its cash resources, project funding requirements and debt-service obligations. Available cash resources will be prioritised for project construction and delivery, operating expenses, taxes and scheduled principal and interest payments.

Foreign Currency Exposure

As at December 31, 2025, approximately 24.87% of the Group's borrowings was denominated in Renminbi and approximately 75.13% was denominated in Hong Kong dollars and United States dollars. Substantially all of the Group's cash balances, including restricted cash, were denominated in Renminbi.

The Remaining Group is therefore exposed principally to fluctuations in the exchange rates of the Renminbi against the United States dollar and Hong Kong dollar. The Group did not have any foreign-exchange hedging arrangement as at December 31, 2025. The Remaining Group will continue to monitor its foreign-currency exposure and may enter into hedging arrangements where commercially appropriate.

Interest Rate Profile

The weighted average interest rate of the Group's borrowings for 2025 was approximately 9.95%. The effective interest rates of the Group's bank borrowings ranged from approximately 3.50% to 7.14%, while the effective interest rates of secured other loans ranged from approximately 10.00% to 11.00%.

The corporate bonds and senior notes generally bear fixed coupon rates ranging from approximately 1.00% to 6.50%, while the Group's exposure to movements in market interest rates principally arises from its floating-rate bank and other borrowings. The Group had not entered into any interest-rate swaps as at December 31, 2025 and will consider hedging material interest-rate exposure should the need arise.

Contingent Liabilities

As at June 30, 2026, the Group had provided the following guarantees:

Nature of guarantee	<i>RMB million</i>
Mortgage facilities granted to purchasers of the Group's properties	7,950
Facilities granted to joint ventures	53
Facilities granted to an associate	816
Facilities granted to contractors for construction costs	1

The guarantees in respect of mortgage facilities granted to property purchasers generally terminate when the relevant property ownership certificates have been issued and delivered to the mortgagee banks. Save as disclosed above and elsewhere in this circular, the Group did not have any other material contingent liabilities as at June 30, 2026.

Charges on Assets

As at December 31, 2025, certain bank and other borrowings were secured by properties under development with an aggregate carrying amount of approximately RMB4,337.0 million, investment properties of approximately RMB5,453.6 million, properties held for sale of approximately RMB238.7 million and other receivables of approximately RMB64.2 million. Certain borrowings and senior notes were also secured by equity interests in subsidiaries and guarantee deposits or supported by corporate guarantees.

Following Completion and repayment of the bank borrowing secured by the Property, the mortgage or charge over the Property will be released.

Employees and Remuneration Policy

As at December 31, 2025, the Group had 975 employees, as compared with 1,012 employees as at December 31, 2024. Employee benefit expense, net of amounts capitalised, amounted to approximately RMB141.1 million for 2025.

Remuneration packages are determined with reference to employees' duties and responsibilities, qualifications, experience, individual and business performance and prevailing market conditions. They may comprise salaries, allowances, performance-related bonuses, retirement benefit scheme contributions and benefits under the Company's share option and share award schemes. The Remaining Group will continue to provide appropriate professional and operational training to its employees.

Material Acquisitions and Disposals

The Group did not complete any material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended December 31, 2025. The Disposal which is the subject of this circular relates to property assets and does not involve the disposal of any subsidiary, associate or joint venture.

Future Plans for Material Investments

As at December 31, 2025, the Group had contracted but not provided for commitments relating to investment properties under construction and properties under development of approximately RMB6,082.5 million. The Group's share of the capital commitments of its joint ventures and associates, which was not included in the above amount, was approximately RMB2,951.9 million.

The Remaining Group expects to fund these commitments principally through proceeds from property sales and collections, project-level pre-sale proceeds to the extent permitted under applicable regulations, internally generated funds, recoveries from joint ventures, associates and other counterparties, proceeds from the activation or disposal of existing assets and, where available, financing, refinancing or repayment extensions from financial institutions.

The Remaining Group will prioritise expenditure required for project completion and delivery and the operation of its existing businesses, minimise non-essential capital expenditure and adopt a prudent approach towards new land acquisitions and other material investments. Any future material investment will be considered having regard to the Remaining Group's liquidity, gearing, expected returns and availability of funding.

The Directors consider that the Disposal will reduce the Remaining Group's absolute indebtedness and release the security over the Property. However, as the Consideration will be applied substantially towards debt repayment, the Disposal will not materially increase the Remaining Group's unrestricted cash resources or, by itself, resolve its broader liquidity and operating challenges. The financial and trading prospects of the Remaining Group will continue to depend on its ability to complete and deliver projects, realise property inventory and other assets, collect sales proceeds and receivables, obtain refinancing or extensions when required and maintain effective cost and cash-flow controls.

A. UNAUDITED PROFIT OR LOSS STATEMENTS ON THE IDENTIFIABLE NET INCOME STREAM OF THE REVENUE-GENERATING PROPERTY

In accordance with Rule 14.68(2)(b)(i) of the Listing Rules, the unaudited profit or loss statements attributable to the identifiable net income stream of the Property for the years ended December 31, 2023, 2024 and 2025, the three months ended March 31, 2026 and its comparative figures for the three months ended March 31, 2025 (the “**Unaudited Profit or Loss Statements**”) and its basis of preparation are set out below.

The Unaudited Profit or Loss Statements are prepared by the Directors solely for the purpose of inclusion in this circular in connection with the proposed disposal of the Property. Prism Hong Kong Limited (the “**Reporting Accountants**”) was engaged to review the Unaudited Profit or Loss Statements in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” and with reference to Practice Note 750 “Review of Financial Information under the Hong Kong Listing Rules for a Very Substantial Disposal” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable the Reporting Accountants to obtain assurance that the Reporting Accountants would become aware of all significant matters that might be identified in an audit. Accordingly, the Reporting Accountants do not express an audit opinion.

	For the year ended December 31,			For the three months ended March 31,	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	–	–	183	–	133
Cost of sales	–	–	–	–	–
Gross profit	–	–	183	–	133
Fair value loss on investment properties, net	(25,501)	(24,982)	(13,900)	–	–
Administrative expenses	(27,452)	(27,791)	(27,798)	(7,006)	(6,746)
Other expenses	–	(50,469)	–	–	(83,431)
Loss before tax	(52,953)	(103,242)	(41,515)	(7,006)	(90,044)
Income tax expense	–	–	–	–	–
Loss for the year/period	(52,953)	(103,242)	(41,515)	(7,006)	(90,044)
Other comprehensive income/(loss)					
Item that may be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations	353	1,625	(595)	2	(663)
Total comprehensive loss for the year/period	(52,600)	(101,617)	(42,110)	(7,004)	(90,707)

Basis of preparation of the Unaudited Profit or Loss Statements

The Unaudited Profit or Loss Statements have been prepared solely for the purpose of inclusion in this circular issued by the Company in connection with the disposal of the Property in accordance with Rule 14.68(2)(b)(i) of the Listing Rules and in accordance with the relevant accounting policies adopted by the Company in the preparation of the consolidated financial statements of the Group for the year ended December 31, 2025, which conform with HKFRS Accounting Standards as issued by HKICPA. The Unaudited Profit or Loss Statements have been prepared under the historical cost convention. The Unaudited Profit or Loss Statements neither contain sufficient information to constitute a complete set of financial statements as defined in Hong Kong Accounting Standard 1 (Revised) “Presentation of Financial Statements” nor a set of financial statements as defined in Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by HKICPA, and they should be read in connection with the Group’s relevant published annual consolidated financial statements.

B. VALUATION OF THE PROPERTY

The valuation report of the Property as at April 30, 2026 is disclosed in Appendix I to this circular.

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

The following is the unaudited pro forma financial information of the Remaining Group, comprising the unaudited pro forma consolidated statement of profit or loss and other comprehensive income and unaudited pro forma consolidated net assets statement of the Remaining Group (the “**Unaudited Pro Forma Financial Information**”), which is prepared to illustrate the effect of the disposal of the Property on the Group’s financial position as at December 31, 2025; as if the disposal of the Property had taken place on December 31, 2025, and on the Remaining Group’s financial performance for the year ended December 31, 2025, as if the disposal of the Property had taken place on January 1, 2025.

The unaudited pro forma consolidated statement of profit or loss and other comprehensive income of the Remaining Group is prepared based on the audited consolidated statement of profit or loss and other comprehensive income of the Group for the year ended December 31, 2025, which has been extracted from the audited consolidated financial statements included in the published annual report of the Company for the year ended December 31, 2025 after making certain pro forma adjustments resulting from the disposal of the Property.

The unaudited pro forma consolidated net assets statement of the Remaining Group is prepared based on the audited consolidated statement of financial position of the Group as at December 31, 2025, which has been extracted from the audited consolidated financial statements included in the published annual report of the Company for the year ended December 31, 2025 after making certain pro forma adjustments resulting from the disposal of the Property.

The Unaudited Pro Forma Financial Information is prepared based on the aforesaid historical data after giving effect to the pro forma adjustments described below in the accompanying notes that are (i) directly attributable to the disposal of the Property, and (ii) factually supportable.

The Unaudited Pro Forma Financial Information is prepared by the Directors in accordance with Rules 4.29 and 14.68(2)(a)(ii) of the Listing Rules and with reference to Accounting Guidance 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants, and based on a number of assumptions, estimates, uncertainties and currently available information, and is provided for illustrative purposes only. Accordingly, as a result of the nature of the Unaudited Pro Forma Financial Information, it may not give a true picture of the actual financial position and results of operation of the Remaining Group had the disposal of the Property actually occurred on the dates indicated herein. Furthermore, the Unaudited Pro Forma Financial Information does not purport to predict the Remaining Group’s future financial position and results of operation.

The Unaudited Pro Forma Financial Information should be read in conjunction with the historical financial information of the Group as set out in Appendix II to this circular and other financial information included elsewhere in this circular.

APPENDIX IV

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

I. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME OF THE REMAINING GROUP

	The Group for the year ended December 31, 2025 RMB'000 (Note 1)	Pro forma adjustments				Unaudited pro forma total for the Remaining Group for the year ended December 31, 2025 RMB'000
		RMB'000 (Note 2)	RMB'000 (Note 3)	RMB'000 (Note 4)		
Revenue	6,751,309	(183)				6,751,126
Cost of sales	(6,633,820)					(6,633,820)
Gross profit	117,489	(183)	–	–		117,306
Fair value loss on investment properties, net	(1,158,761)	13,900				(1,144,861)
Other income and gains	32,939,737					32,939,737
Selling and distribution expenses	(202,916)					(202,916)
Administrative expenses	(420,036)	27,798	(1,099)			(393,337)
Other expenses	(38,126)			(209,233)		(247,359)
Write-down of properties held for sale, properties under development and land held for property development for sale to net realisable value	(6,768,989)					(6,768,989)
Impairment of investments in joint ventures and associates	(472,088)					(472,088)
Impairment of other receivables	(1,474,558)					(1,474,558)
Remeasurement of financial guarantee contracts	2,027,100					2,027,100
Finance costs	(3,084,650)					(3,084,650)
Share of profits and losses of joint ventures	(179,602)					(179,602)
Share of profits and losses of associates	(393,553)					(393,553)
PROFIT BEFORE TAX	20,891,047	41,515	(1,099)	(209,233)		20,722,230
Income tax credit	358,831					358,831
PROFIT FOR THE YEAR	21,249,878	41,515	(1,099)	(209,233)		21,081,061

APPENDIX IV
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**

	The Group for the year ended December 31, 2025 RMB'000 (Note 1)	Pro forma adjustments			Unaudited pro forma total for the Remaining Group for the year ended December 31, 2025 RMB'000
		RMB'000 (Note 2)	RMB'000 (Note 3)	RMB'000 (Note 4)	
Attributable to:					
Owners of the parent	24,930,477	41,515	(1,099)	(209,233)	24,761,660
Non-controlling interests	(3,680,599)				(3,680,599)
	<u>21,249,878</u>	<u>41,515</u>	<u>(1,099)</u>	<u>(209,233)</u>	<u>21,081,061</u>
PROFIT FOR THE YEAR	21,249,878	41,515	(1,099)	(209,233)	21,081,061
OTHER COMPREHENSIVE INCOME					
Other comprehensive income that may reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations	<u>789,356</u>	<u>595</u>	<u>(16)</u>	<u>(3,000)</u>	<u>786,935</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>22,039,234</u>	<u>42,110</u>	<u>(1,115)</u>	<u>(212,233)</u>	<u>21,867,996</u>
Attributable to:					
Owners of the parent	25,719,833	42,110	(1,115)	(212,233)	25,548,595
Non-controlling interests	(3,680,599)	-	-	-	(3,680,599)
	<u>22,039,234</u>	<u>42,110</u>	<u>(1,115)</u>	<u>(212,233)</u>	<u>21,867,996</u>

Notes:

1. The amounts are extracted from the audited consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2025 as set out in the published annual report of the Company for the year ended December 31, 2025.
2. The adjustment represents the exclusion of the financial performance attributable to the Property for the year ended December 31, 2025, which are extracted from the unaudited profit and loss statements on the identifiable net income stream of the revenue-generating Property as set out in Appendix III to this circular, assuming the disposal of the Property had taken place on January 1, 2025.
3. The adjustment represents the recognition of the estimated transaction costs of approximately HK\$1,200,000 (equivalent to approximately RMB1,099,000 using the exchange rate of RMB1.00 = HK\$1.09150), including but not limited to audit fee, legal fees and other expenses, which are directly attributable to the disposal of the Property as estimated by the Directors.
4. The adjustment reflects the loss on the disposal of the Property, assuming the disposal of the Property had taken place on January 1, 2025, excluding the estimated transaction costs directly attributable to the disposal of the Property.

	<i>RMB'000</i>	<i>RMB'000</i>
Calculation of pro forma loss on the disposal of the Property:		
Cash consideration		248,956
Less: carrying amount of the Property as at January 1, 2025		
Property, plant and equipment	(372,614)	
Investment properties	(85,575)	
	<u> </u>	
		<u>(458,189)</u>
Pro forma loss on disposal of the Property		<u><u>(209,233)</u></u>

5. The pro forma adjustments 2, 3 and 4 are not expected to have a continuing effect on the unaudited pro forma consolidated statement of profit or loss and other comprehensive income of the Remaining Group.
6. Except for the disposal of the Property, no other adjustment has been made to the unaudited pro forma consolidated statement of profit or loss and other comprehensive income of the Remaining Group to reflect any trading results or other transactions of the Group entered into subsequent to January 1, 2026.

APPENDIX IV

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

II. UNAUDITED PRO FORMA CONSOLIDATED NET ASSETS STATEMENT OF THE REMAINING GROUP

	The Group for the year ended December 31, 2025					Unaudited pro forma total for the Remaining Group for the year ended December 31, 2025
	RMB'000	RMB'000	Pro forma adjustments		RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	
NON-CURRENT ASSETS						
Property, plant and equipment	2,029,108	(337,136)				1,691,972
Investment properties	9,951,500	(78,900)				9,872,600
Investments in joint ventures	971,897					971,897
Investments in associates	4,215,400					4,215,400
Financial assets at fair value through profit or loss	5,100					5,100
Deferred tax assets	622,000					622,000
Total non-current assets	17,795,005	(416,036)	-	-	-	17,378,969
CURRENT ASSETS						
Land held for property development for sale	1,288,359					1,288,359
Properties under development	7,809,858					7,809,858
Properties held for sale	13,589,719					13,589,719
Prepayments, other receivables and other assets	22,951,622					22,951,622
Prepaid corporate income tax	592,138					592,138
Prepaid land appreciation tax	834,766					834,766
Financial assets at fair value through profit or loss	3,976					3,976
Restricted cash	1,420,936					1,420,936
Cash and cash equivalents	1,035,867		242,822	(1,084)	(242,822)	1,034,783
Total current assets	49,527,241	-	242,822	(1,084)	(242,822)	49,526,157

APPENDIX IV

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

	The Group for the year ended December 31, 2025					Unaudited pro forma total for the Remaining Group for the year ended December 31, 2025
	RMB'000 (Note 1)	RMB'000 (Note 2)	Pro forma adjustments		RMB'000 (Note 5)	RMB'000
			RMB'000 (Note 3)	RMB'000 (Note 4)		
CURRENT LIABILITIES						
Contract liabilities	1,975,314					1,975,314
Trade payables	4,268,504					4,268,504
Other payables and accruals	13,934,308					13,934,308
Interest-bearing bank and other borrowings	2,461,729				(242,822)	2,218,907
Corporate bonds	485,250					485,250
Senior notes	105,432					105,432
Corporate income tax payables	1,689,319					1,689,319
Provision for land appreciation tax	1,261,960					1,261,960
Total current liabilities	26,181,816	-	-	-	(242,822)	25,938,994
NET CURRENT ASSETS	23,345,425	-	242,822	(1,084)	-	23,587,163
TOTAL ASSETS LESS CURRENT LIABILITIES	41,140,430	(416,036)	242,822	(1,084)	-	40,966,132
NON-CURRENT LIABILITIES						
Interest-bearing bank and other borrowings	3,917,553					3,917,553
Corporate bonds	2,281,750					2,281,750
Senior notes	23,874,661					23,874,661
Deferred tax liabilities	1,009,635					1,009,635
Total non-current liabilities	31,083,599	-	-	-	-	31,083,599
NET ASSETS	10,056,831	(416,036)	242,822	(1,084)	-	9,882,533

Notes:

1. The amounts are extracted from the audited consolidated statement of financial position of the Group as at December 31, 2025 as set out in the published annual report of the Company for the year ended December 31, 2025.
2. The adjustment represents the exclusion of the carrying value of the Property as at December 31, 2025, assuming the disposal of the Property had taken place on December 31, 2025.
3. The adjustment reflects the cash consideration received upon completion of the disposal of the Property amounting to HK\$268,840,000 (equivalent to approximately RMB242,822,000 using the exchange rate of RMB1.00 = HK\$1.10715), assuming the disposal of the Property was completed on December 31, 2025.
4. The adjustment represents the estimated transaction costs of approximately HK\$1,200,000, including but not limited to audit fee, legal fees and other expenses, which are directly attributable to the disposal of the Property and are assumed to be settled in cash as at December 31, 2025 as estimated by the Directors.
5. The adjustment represents the disposal of the Property had taken place on December 31, 2025 and the bank borrowing had been repaid accordingly.
6. Except for the disposal of the Property, no other adjustment has been made to the unaudited pro forma consolidated net assets statement of the Remaining Group to reflect any trading results or other transactions of the Group entered into subsequent to December 31, 2025.

**B. REPORTING ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA
FINANCIAL INFORMATION****INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The Directors
Yuzhou Group Holdings Company Limited
Units 5801-02, 58/F,
The Center,
99 Queen's Road Central,
Hong Kong

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Yuzhou Group Holdings Company Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2025, the unaudited pro forma consolidated net assets statement as at 31 December 2025, and related notes (the "**Unaudited Pro Forma Financial Information**") as set out on pages 1 to 7 of Appendix IV of the Company's circular dated 28 July 2026 (the "**Circular**") in connection with the disposal of certain commercial property assets at The Center, 99 Queen's Road Central, Hong Kong, comprising property, plant and equipment and investment properties (the "**Disposal**"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages 1 to 7 of Appendix IV of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Disposal on the Group's financial performance for the year ended 31 December 2025 and the Group's financial position as at 31 December 2025 as if the transaction had taken place on 1 January 2025 and 31 December 2025, respectively. As part of this process, information about the Group's financial performance and financial position has been extracted by the Directors from the Group's audited consolidated financial statements for the year ended 31 December 2025, on which an auditor's report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with

reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG7”), issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirement of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Management (“HKSQM”) 1, “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of the Disposal on unadjusted financial information of the Group as if the Disposal had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Disposal as at 1 January 2025 or 31 December 2025 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Prism Hong Kong Limited
Certified Public Accountants
Yip Chi Chiu
Practising Certificate Number: P06934

Hong Kong
28 July 2026

1. 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES

As at the Latest Practicable Date, the following Directors and chief executives of the Company had or were deemed to have interests and short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to (a) be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors adopted by the Company, to be notified to the Company and the Stock Exchange:

Name of Director	Directly owned	Controlled corporation owned	Through spouse	Total	Percentage of the Company's issued share capital
Mr. Lam Lung On (Note 1)	4,131,759	285,947,248 (Note 2)	286,087,108	576,166,115	38.72%
Ms. Kwok Ying Lan (Note 1)	206,250	285,880,858 (Note 3)	290,079,007	576,166,115	38.72%
Mr. Lin Conghui	1,026,569	–	–	1,026,569	0.07%

Notes:

- (1) Ms. Kwok Ying Lan and Mr. Lam Lung On are married to each other.
- (2) These 285,947,248 Shares were registered in the name of Studious Profits Limited (“**Studious Profits**”). Mr. Lam Lung On held the entire issued share capital of Studious Profits and was deemed to be interested in the 285,947,248 Shares held by Studious Profits pursuant to the SFO. Given the issuance of the New Notes on August 29, 2025 and the taking effect of share consolidation on September 15, 2025, 57,616,611 shares of the Company held by Studious Profits have been charged and are subject to a security interest. For further details, please refer to the Company’s circular dated December 13, 2024 and announcements dated August 29, 2025 and September 12, 2025 respectively.
- (3) These 285,880,858 Shares were registered in the name of Plentiful Wise Developments Limited (“**Plentiful Wise**”). Ms. Kwok Ying Lan held the entire issued share capital of Plentiful Wise and was deemed to be interested in the 285,880,858 Shares held by Plentiful Wise pursuant to the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor chief executives of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be disclosed under the SFO or the Model Code.

3. SUBSTANTIAL SHAREHOLDERS' INTEREST IN SECURITIES

The register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that, as at the Latest Practicable Date, other than those disclosed in the paragraph headed "2. Disclosure of Interests of Directors and Chief Executives" in this section above, the Company has not been notified by any person who had any interests and/or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

As at the Latest Practicable Date, Mr. Lam Lung On and Ms. Kwok Ying Lan, all being Directors, held positions in Studious Profits, Plentiful Wise or its associates. Save for the aforesaid, as at the Latest Practicable Date, no Director or proposed Director is a director or employee of a company which has an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which is not determinable within one year without payment of compensation other than statutory compensation.

5. COMPETING INTERESTS

As at the Latest Practicable Date, so far as is known to the Directors, none of the Directors or their respective close associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group, save as disclosed in the latest annual report of the Company.

6. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

7. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, save for the Disposal, none of the Directors had any direct or indirect interests in any assets which have been, since December 31, 2025 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

8. LITIGATION

As at the Latest Practicable Date, there was no litigation or claim of material importance that is known to the Directors to be pending or threatened against the Group.

9. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by the Group within the two years immediately preceding the date of this circular and are or may be material:

- (a) the Preliminary Agreement; and
- (b) the Formal Agreement

Save as disclosed above, no contract (not being contracts entered into in the ordinary course of business of the Group) has been entered into by the Group during the two years immediately preceding the date of this circular and up to and including the Latest Practicable Date which is or may be material.

10. EXPERT AND CONSENT

The following are the qualifications of the experts who have given opinions or advice which are contained in this circular:

Name	Qualification
Jones Lang LaSalle Limited	Independent qualified valuer
Prism Hong Kong Limited	Certified Public Accountants, Hong Kong

As at the Latest Practicable Date, the above experts have given and have not withdrawn their respective written consents to the issue of this circular with the inclusion herein of their respective letters and reports (as the case may be) and references to their names in the form and context in which they respectively appear.

As at the Latest Practicable Date, each of the above experts: (a) did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and (b) did not have any interest, either directly or indirectly, in any assets which have been, since December 31, 2025, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.yuzhou-group.com) in accordance with the Listing Rules from the date of this circular and up to and including the date of the EGM:

- (a) the Preliminary Agreement;
- (b) the Formal Agreement;
- (c) the property valuation report as set out in Appendix I to this circular;
- (d) the financial information of the Property as set out in Appendix III to this circular;
- (e) the report on the unaudited pro forma financial information of the Remaining Group, the text of which is set out in Appendix IV to this circular; and
- (f) the written consents referred to in the paragraph headed “10. Expert and Consent” in this appendix.

12. MISCELLANEOUS

- (a) The company secretary of the Company is Mr. Chiu Yu Kang. Mr. Chiu holds a Bachelor Degree in Business Administration in Accounting and Finance from the University of Hong Kong and a Master of Economics from the University of Hong Kong and is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of The Hong Kong Chartered Governance Institute.
- (b) The registered address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (c) The principal place of business in Hong Kong of the Company is Units 5801-02, 58/F, The Center, 99 Queen’s Road Central, Central, Hong Kong.
- (d) The Hong Kong branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

- (e) The English text of this circular and the accompanying form of proxy shall prevail over their respective Chinese text in case of inconsistency.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN THAT an extraordinary general meeting 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 August 14, 2026 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** (i) the Preliminary Agreement (as defined in the circular of the Company dated July 28, 2026 (the “**Circular**”) in relation to the very substantial disposal — disposal of the Property (as defined in the Circular), a copy of which is tabled before the meeting marked “A” and initialled by the chairman of the meeting for identification purpose, the Formal Agreement and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and (ii) any Director be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the Preliminary Agreement and/or the Formal Agreement, including approving and executing any amendments to the terms of such agreements which are not inconsistent with the purpose thereof and are, in the opinion of such Director, in the interests of the Company and the Shareholders as a whole.”

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

Hong Kong, July 28, 2026

Registered Address:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Units 5801-02, 58/F
The Center
99 Queen’s Road Central
Central
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) No refreshments will be served and no corporate gifts, gift coupons or cake vouchers will be distributed.
- (2) Unless indicated otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the Circular.
- (3) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll.
- (4) A Shareholder entitled to attend and vote at the EGM 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. The Company encourages Shareholders to appoint the chairman of the EGM as their proxy to exercise their rights to vote at the EGM.
- (5) 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, must 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, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (6) Where there are joint holders of any Share(s), any one of such joint holders may vote, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (7) The record date for the purpose of determining the shareholders who are entitled to attend and vote at the EGM shall be Friday, August 14, 2026. The register of members of the Company will be closed from Tuesday, August 11, 2026 to Friday, August 14, 2026 (both dates inclusive), during which period no transfer of Shares will be registered, for the purpose of determining the identities of Shareholders entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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 Monday, August 10, 2026 for registration.
- (8) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- (9) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is in force at any time between 7 a.m. and 9 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange and the Company to notify Shareholders of the date, time and place of the adjourned meeting.
- (10) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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