THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

YEE HOP

Yee Hop Holdings Limited
義合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1662)

PROPOSED ADOPTION OF 2026 SHARE SCHEME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

This circular, for which the directors (the "**Directors**") of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

A notice convening the EGM of Yee Hop Holdings Limited to be held at Units 1104-06, Nan Fung Commercial Centre, 19 Lam Lok Street, Kowloon Bay, Hong Kong on Friday, 2 October 2026 at 11:00 a.m. is set out on pages 34 to 35 of this circular. A proxy form for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Wednesday, 30 September 2026) before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the EGM or any adjournment thereof should you so wish.

This circular, together with a proxy form, are also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.yee-hop.com.hk.

18 September 2026

CONTENTS

Page

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

"1% Individual Limit"	has the meaning ascribed to it under the paragraph headed "9. Maximum Entitlement of Each Eligible Participant" in the Appendix to this circular
"2026 Share Scheme"	the share scheme proposed to be adopted by the Company at the EGM
"Actual Selling Price"	the proceeds from the sale of the Award Shares net of brokerage, trading fees and levy and any other applicable costs
"Adoption Date"	being the date of adoption of the 2026 Share Scheme upon the fulfillment of the condition set out in the paragraph headed "24. Condition" in the Appendix to this circular
"Articles"	the articles of association of the Company as amended, supplemented or modified from time to time
"Associate(s)"	has the meaning as defined in the Listing Rules
"Auditors"	the auditors of the Company for the time being
"Award"	an award granted under the 2026 Share Scheme, which may be a Share Option or a Share Award
"Award Shares"	new Shares underlying an Award
"Board"	the board of Directors
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
"close associate(s)"	has the meaning as defined in the Listing Rules
"Company"	Yee Hop Holdings Limited 義合控股有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
"connected person(s)"	has the meaning as defined in the Listing Rules
"core connected person(s)"	has the meaning as defined in the Listing Rules
"Director(s)"	the director(s) of the Company

"Eligible Participant(s)"	any person belonging to (a) Employee Participant; and (b) Service Provider, and the Award may be made to any company wholly owned by one or more of the above participant or any trust which the settlor is the above participant, excluding any person who is resident in a place where the Award and/or the acceptance, vesting and transfer of Shares is not permitted under the laws and regulations of such place or where compliance with the same makes it necessary or expedient to exclude such person
"EGM"	the extraordinary general meeting of the Company to be held at Units 1104-06, Nan Fung Commercial Centre, 19 Lam Lok Street, Kowloon Bay, Hong Kong on Friday, 2 October 2026 at 11:00 a.m., to consider and, if appropriate, approve the resolutions contained in the notice of the meeting which is set out on pages 34 to 35 of this circular, or any adjournment thereof
"Employee Participant(s)"	any director and employee (part-time or full-time or other employment arrangements) of the Group
"Exercise Period"	in respect of any Share Option, the period within which such Share Option may be exercised by the Grantee to be determined and notified by the Company to the Grantee
"Exercise Price"	with respect to a Share Option, the price per Share at which the relevant Grantee may subscribe for/receive the Shares on the exercise of such Share Option
"Exercised/Accepted Award Shares"	such number of Award Shares that have been exercised or accepted (as the case may be) by a Grantee upon vesting of an Award
"Grantee"	any Eligible Participant who accepts the Offer in accordance with the terms of the 2026 Share Scheme
"Group"	the Company and its subsidiaries from time to time
"Issue Price"	in respect of a particular Share Award, the price per Share at which the relevant Grantee is required to pay to subscribe for/receive the Award Shares
"Latest Practicable Date"	11 September 2026
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Minimum Period"	with respect to an Award, the twelve (12)-month period commencing on the Offer Date

"Offer"	an offer to an Eligible Participant for the grant of an Award
"Offer Date"	the date on which an Offer is made to an Eligible Participant
"Previous Share Option Scheme"	The previous share option scheme adopted by the Company on 25 November 2015
"Remuneration Committee"	the remuneration committee of the Company
"Scheme Mandate Limit"	has the meaning defined in the paragraph headed "7. Scheme Limits and Additional Approvals" in the Appendix to this circular
"Service Provider(s)"	persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group, excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions of the Company or its subsidiaries, and service providers who provide assurance or are required to perform their services with impartiality and objectivity
"Service Provider Sub-limit"	has the meaning defined in the paragraph headed "7. Scheme Limits and Additional Approvals" in the Appendix to this circular
"Share(s)"	ordinary share(s) in the share capital of the Company
"Share Award"	an Award which vests as a right to subscribe for/receive Award Shares at the Issue Price pursuant to the 2026 Share Scheme
"Share Award Plan"	the share award plan adopted by the Company on 17 April 2024
"Share Option"	an Award which vests as a right to subscribe for/receive Award Shares at the Exercise Price during the Exercise Period pursuant to the 2026 Share Scheme
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning as defined in the Listing Rules
"Termination Date"	close of business of the Company on the date immediately preceding the tenth (10th) anniversary of the Adoption Date, or such earlier date as the 2026 Share Scheme is terminated in accordance with the terms thereof

"treasury shares"	has the meaning as defined in the Listing Rules
"%"	per cent.

Yee Hop Holdings Limited
義合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1662)

Executive Directors:
Mr. Jim Yin Kwan Jackin
Mr. Chui Mo Ming
Mr. Yan Chi Tat
Mr. Leung Hung Kwong Derrick

Non-executive Director:
Ms. Lee Sze Wing Mabel

Independent Non-executive Directors:
Mr. Lee Luk Shiu
Mr. Pang Chi Shing
Mr. Wong Antony

Registered Office:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and principal place of business in Hong Kong:
Units 1104–06
Nan Fung Commercial Centre
19 Lam Lok Street
Kowloon Bay
Hong Kong

18 September 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED ADOPTION OF 2026 SHARE SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the adoption of the 2026 Share Scheme and to provide Shareholders with the notice convening the EGM.

2. PROPOSED ADOPTION OF THE 2026 SHARE SCHEME

(1) Introduction

The Previous Share Option Scheme was adopted by the Company on 25 November 2015 and was valid and effective for a period of 10 years after the adoption date. Accordingly, the Previous Share Option Scheme expired on 24 November 2025.

Since the adoption of the Previous Share Option Scheme and up to the date of its termination, the Company had granted options relating to 5,500,000 Shares under the Previous Share Option Scheme, representing approximately 1.1% of the total issued Shares as at the Latest Practicable Date, of which options relating to 2,000,000 Shares were granted to a Director and options relating to 3,500,000 Shares were granted to a director of a subsidiary of the Company. As at the Latest Practicable Date, none of such options had been exercised, lapsed or cancelled, and all 5,500,000 options remained outstanding.

Separately, the Company adopted the Share Award Plan on 17 April 2024. As at the Latest Practicable Date, no share award had been granted under the Share Award Plan. The Share Award Plan is funded by the trustee purchasing existing Shares on the Stock Exchange and does not involve the issuance of new Shares by the Company. The Company intends to keep the Share Award Plan in full force and effect following the adoption of the 2026 Share Scheme.

The ordinary resolutions will be proposed at the EGM for the Shareholders to consider, and if thought fit, to approve the adoption of the 2026 Share Scheme and the Service Provider Sub-limit. The 2026 Share Scheme complies with the requirements under Chapter 17 of the Listing Rules. A summary of the principal terms of the 2026 Share Scheme is set out in the Appendix to this circular.

(2) Purpose of the 2026 Share Scheme

The purpose of the 2026 Share Scheme is set out in the paragraph headed “1. Purpose” in the Appendix to this circular.

(3) Condition

The adoption of the 2026 Share Scheme is conditional upon (a) the passing of ordinary resolutions to approve and adopt the 2026 Share Scheme and the Service Provider Sub-limit by the Shareholders in a general meeting of the Company; and (b) the Listing Committee granting approval for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to Awards.

(4) Eligible Participants

The Eligible Participants and the criteria for determination of their eligibility are set out in the paragraph headed "3. Eligible Participants and the Basis of Eligibility" in the Appendix to this circular.

The Directors (including the independent non-executive Directors) are of the view that the criteria for the selection of Eligible Participants and the terms of the grants under the 2026 Share Scheme are appropriate and align with the purpose of the 2026 Share Scheme. In particular, in assessing whether any person is eligible to participate in the 2026 Share Scheme, the Group will consider (1) the performance; (2) the skill, knowledge, experience, expertise and other personal qualities; (3) time commitment, responsibilities or employment or service conditions according to the prevailing market practice and industry standard; (4) the length of employment or service with the Group; and (5) the contribution or potential contribution to the development and growth of the Group. Furthermore, the Directors (including the independent non-executive Directors) have considered the terms of the grant of Awards, including (i) the vesting requirements, including the general minimum vesting period and the absence of accelerated vesting for Service Providers, which ensure that Awards serve as long-term incentives; and (ii) the flexibility to impose performance targets and clawback mechanisms, which allows the Company to link rewards with the Eligible Participants' performance and contributions to the Group. Accordingly, the Directors (including the independent non-executive Directors) are satisfied that the criteria for the selection of Eligible Participants and the terms of the grants of Awards align with the purpose of the 2026 Share Scheme.

The scope of the Eligible Participants includes independent non-executive Directors. The Directors (including the independent non-executive Directors) are of the view that independent non-executive Directors should also be included as Eligible Participants, and the inclusion of the independent non-executive Directors as Eligible Participants will not lead to bias in their decision-making and compromise their objectivity and independence based on the following reasons: (i) the independent non-executive Directors are required to continue to comply with the independence requirement under the Listing Rules; and (ii) approval by independent Shareholders will be required if any Award is to be granted to independent non-executive Directors or any of their respective associates which would result in the Shares issued and to be issued in respect of all options and awards granted to such person in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury shares); and (iii) the Board will not grant any Award to independent non-executive Directors with performance-related elements.

The Directors (including the independent non-executive Directors) consider that the inclusion of independent non-executive Directors as Eligible Participants would provide the Group with flexibility to offer non-cash incentives to such persons for their continuous contributions to the Group's growth and development. Through the grant of the Awards, the Eligible Participants and the Group will share a common goal in the growth and development of the Group's business, and Eligible Participants will gain additional rewards through their contribution.

The Board believes the inclusion of the Eligible Participants in the 2026 Share Scheme fits the purpose of the 2026 Share Scheme and is fair and reasonable and in the interests of the Company and the Shareholders because (i) equity-based remuneration continues to be an important means of (1) ensuring alignment between the interests of Shareholders and Directors (including the independent non-executive Directors) in promoting the development of the Group; and (2) incentivising and promoting the past and future contributions of the independent non-executive Directors; and (ii) it is common to include independent non-executive directors as eligible persons of share schemes among public companies.

As at the Latest Practicable Date, the Board does not have any plan or intention to grant any Award to any of the independent non-executive Directors.

Furthermore, the Eligible Participants include Service Providers. Set out below is the detailed basis of determining the eligibility of each category of Service Providers:

Category of Service Providers	Contribution of the Service Providers	Criteria for determining eligibility under the 2026 Share Scheme
Independent contractors	Independent contractors under this category are service providers that operate in the industries of construction and civil engineering (such as providing specialist sub-contracting services for piling, site formation, pipe jacking and structural engineering survey), information technology (such as providing in relation to building information modeling systems, construction project management software, and e-commerce platform maintenance), artificial intelligence (such as providing services in relation to predictive maintenance algorithms for tunneling machinery and smart sensor integration for construction sites safety), brand building (such as providing strategic brand positioning, visual identity design, and intellectual property consulting services), digital marketing (such as providing social media management, search engine optimisation (SEO), and performance-based online advertising services), sourcing (such as providing raw materials procurement and supply chain quality control services), distribution and logistics (such as providing warehouse management and fulfillment services) that relate to main business carried out by the Group (being the provision of foundation and other civil works and tunneling works in Hong Kong (the "**Group's Business**"), who/which support, on a continuing and recurring basis, the Group's day-to-day business operation. The Group considers that it is important to maintain an ongoing collaborative relationship with the independent contractors as the Group may from time to time require their services for the Group to carry out its business activities. It may also be beneficial to the collaboration between the Group and the Service Providers if the Service Providers can have a vested shareholding interest in the Group and the Group's future development and maintain stable provision of services.	The Board will, on a case-by-case basis, take into account both qualitative and quantitative factors when determining the eligibility of such Service Providers, including: (a) the benefits and strategic value brought by the Service Providers to the Group's development and future prospects in terms of the profits and/or income attributable to the Service Providers' collaboration with the Group; and (b) the business opportunities and external connections that the Service Providers have introduced or will potentially introduce to the Group.

Category of Service Providers	**Contribution of the Service Providers**	**Criteria for determining eligibility under the 2026 Share Scheme**
Other advisers or consultants	Advisers and consultants under this category would be individuals and/or businesses which provide, on a continuing and recurring basis, advisory services and consultancy services, to the Group on areas relating to the Group's Business. These may include advisory services and consultancy services related to business strategies (such as services in relation to tender bidding strategies for large-scale civil engineering projects, market entry analysis for the health and environmental innovations business in overseas markets, and product portfolio optimisation for the products), human resources (such as services in relation to talent acquisition for specialised tunneling engineers and R&D scientists, and manpower planning for complex foundation works), corporate management (such as services in relation to operational efficiency audits for construction sites, ESG (Environmental, Social, and Governance) strategy and reporting, and organisational restructuring for the Group's diversified business units). The Group may seek advisory services and consultancy services from advisers or consultants with the expertise, professional qualifications and industry experience, which can bring positive impacts or strategic benefits to the Group's business growth and development in light of the Group's business plan from time to time. Granting performance rewards in the form of Awards to such Service Providers will motivate them to continuously devote resources towards the Group and serves to bind their interests with the Group's interests in the long term.	The Board will, on a case-by-case basis, take into account both qualitative and quantitative factors when determining the eligibility of such Service Providers, including: (a) the expertise, professional qualifications and industry experience of the Service Providers; (b) the Group's period of engagement of or collaboration with the Service Providers; and (c) the Service Providers' actual or potential contribution to the Group.

In assessing whether a Service Provider provides services to the Group on a continuing and recurring basis, the Board will take into account factors such as: (i) the duration and nature of services provided to the Group, and the recurrence and regularity of such services with a minimum of continuous contractual engagement for at least one year; (ii) the length of engagement of the Service Provider; (iii) whether the frequency and continuity of the services provided by a Service Provider is akin to that of the Group's employees; and (iv) the Group's objectives in engaging the Service Provider and how granting Awards to the Service Provider would align with the purpose of the 2026 Share Scheme or benefit the Group and its Shareholders.

The Directors (including the independent non-executive Directors) have reviewed the above categories of Service Providers and considered that in light of the nature of the Group's Business, the inclusion of each category of the Service Providers as Eligible Participants aligns with the purpose of the 2026 Share Scheme (i.e. to provide incentive to the Eligible Participants in order to promote the development and success of the business of the Group) and the long-term interests of the Company and its Shareholders. The Directors (including the independent non-executive Directors) are of the view that the proposed categories of Service Providers are in line with the Company's business needs and industry norm of the Group's industry, as the Group engages in the construction and civil engineering industry and health and environmental innovations business which commonly rely on independent contractors, consultants and advisers possessing specialised expertise (such as engineering, information technology, artificial intelligence, brand building and marketing expertise) on a project-by-project, continuing basis. Furthermore, the Directors (including the independent non-executive Directors) considered that for reasons such as the hiring practice and organisational structures of the Group and personal considerations, certain service providers, advisers and consultants who provide services akin to employees of the Group may not be able to serve as full-time or part-time employees but they play a significant role in the Group's development by contributing their specialised skills in fields related to the Group's Business. The Group therefore would like to be able to incentivise them to make long-term contribution to the Group which is consistent with the purpose of the 2026 Share Scheme.

Therefore, the Directors (including the independent non-executive Directors) consider that (i) the proposed categories of the Service Providers are in line with the Company's business needs and the industry norm of offering equity-based compensation to stakeholders; (ii) the success of the Group is not solely attributed to the contributions of employees and directors but also to the efforts and collaboration of non-employees, including service providers, advisers and consultants, who will contribute to the development and success of the business of the Group; and (iii) in order to foster a sustainable and stable relationship vital to the Group's business development, including the Service Providers is advantageous.

In light of the above, the Directors (including the independent non-executive Directors) are of the view that the inclusion of independent non-executive Directors and the Service Providers as Eligible Participants, the proposed categories of the Service Providers taking into account the business needs of the Group, the criteria of selection of the Eligible Participants, and the terms of the grants are fair and reasonable and align with the purpose of the 2026 Share Scheme to recognise contributions made and to be made to the growth and development of the Group and the long term interest of the Company and the Shareholders.

(5) Vesting Period

The vesting period of the Awards is set out in the paragraph headed "5. Vesting Period" in the Appendix to this circular. The paragraph also sets out circumstances in which the Board may grant Awards with a vesting period shorter than the Minimum Period (for Employee Participants only). The paragraph headed "18. Rights on a Corporate Transaction" in the Appendix to this circular further sets out circumstances in which the Board may in its discretion accelerate the vesting dates of Awards, which may result in a vesting period shorter than the Minimum Period (for Employee Participants only).

The Board and the Remuneration Committee are of the view that (i) there are certain limited instances (for example in circumstances set out in the paragraphs headed "5. Vesting Period" and "18. Rights on a Corporate Transaction" of the Appendix to this circular) where a strict twelve (12)-month vesting requirement would not work or would not be fair to the holder(s) of the Awards; (ii) there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting period or in exceptional circumstances where justified; (iii) the Company should be allowed to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition. It should have the flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances; and (iv) the vesting period may be accelerated for Employee Participants only, and not for Service Providers.

As such, the Board and the Remuneration Committee are of the view that the circumstances when vesting period is shorter than the Minimum Period prescribed in the paragraphs headed "5. Vesting Period" and "18. Rights on a Corporate Transaction" in the Appendix to this circular are appropriate, fair and reasonable and align with the purpose of the 2026 Share Scheme.

(6) Maximum Number of Shares Subject to the 2026 Share Scheme

The total number of Shares which may be issued in respect of all Awards which may be granted under the 2026 Share Scheme is set out in the paragraph headed "7. Scheme Limits and Additional Approvals" in the Appendix to this circular.

As at the Latest Practicable Date, the number of issued Shares was 515,000,000. Assuming that there will be no change in the number of issued Shares between the Latest Practicable Date and the Adoption Date, the total number of Shares which may be issued upon exercise of all Awards to be granted under the 2026 Share Scheme together with all options and awards which may be granted under any other schemes for the time being of the Company would be 51,500,000, representing 10% of the issued share capital of the Company on the date of approval of the 2026 Share Scheme.

(7) Performance Targets and Clawback Mechanism

The Board may at its discretion specify any condition, which it considers appropriate, in the offer letter at the grant of the relevant Award, including conditions and/or performance target(s) that must be achieved before any of the Awards can be exercised/accepted, as well the clawback mechanism for the Company to recover or withhold any Share Options or Share Awards granted to any Eligible Participants.

The grant of the Awards is for the purpose of attracting and retaining talents. The Board believes that it will provide the Company with more flexibility in setting out the terms and conditions of the Awards under particular circumstances of each grant and facilitate the Board to offer suitable incentives to attract and retain competent personnel that are valuable to the development of the Group, taking into account changing market conditions, industry competition and also the individual circumstances of each Grantee.

Specifically, the Board may, at its discretion, require at the time of grant any particular Grantee to achieve such performance targets as the Board may then specify in the grant before any Awards granted under the 2026 Share Scheme to such Grantee can be exercised/accepted. If performance targets are imposed on a Grantee at the grant of the relevant Award, the Board will have regard to the purpose of the 2026 Share Scheme in assessing the reasonableness and suitability of such performance targets, with reference to factors including but not limited to sales, operating and financial performance of the Group, corporate sustainability parameters and personal qualities of the Grantee, the satisfaction of which shall be assessed and determined by the Board at its discretion.

Furthermore, if a Grantee's employment or service has been terminated summarily, or a Grantee has been convicted of any criminal offence involving his or her integrity or honesty, or a Grantee has been involved in any wrongdoing that brings the Group into disrepute or causes damages to the Group, then any outstanding Awards not yet exercised/accepted shall be immediately forfeited, unless the Board determines otherwise at its discretion. Taking into account the purpose of the 2026 Share Scheme to reward participants who have a contribution to the growth and development of the Group, the Board considers that this mechanism is fair and reasonable and aligns with the purpose of the 2026 Share Scheme.

(8) Others

The Company understands that whilst the 2026 Share Scheme is not restricted to executives and employees of the Group, the adoption of the 2026 Share Scheme would not constitute an offer to public and be subject to prospectus requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

None of the Directors is or will be the trustee of the 2026 Share Scheme nor has a direct or indirect interest in the trustee.

The Company will, where applicable, comply with the requirements under Chapter 17 of the Listing Rules in respect of the operation of the 2026 Share Scheme.

Save for the Share Award Plan, the Company has no other share schemes to provide incentives to employees or other eligible participants.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions approving the adoption of the 2026 Share Scheme and the Service Provider Sub-limit at the EGM.

(9) Application for Listing

Application has been made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the exercise of any Award that may be granted under the 2026 Share Scheme.

(10) Document on Display

A copy of the 2026 Share Scheme will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.yee-hop.com.hk for display for a period of not less than 14 days before the date of the EGM and will also be made available for inspection at the EGM.

3. RECOMMENDATION

The Directors consider that the proposed adoption of the 2026 Share Scheme and the Service Provider Sub-limit is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

4. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 34 to 35 of this circular.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11 a.m. on Wednesday, 30 September 2026) before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the EGM or any adjournment thereof should you so wish.

Pursuant to the Listing Rules, all votes of the Shareholders at the EGM will be taken by poll and the results of the EGM will be announced by the Company in compliance with the Listing Rules.

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 28 September 2026 to Friday, 2 October 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 September 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM is 2 October 2026.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. LANGUAGE

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

Yours faithfully,
For and on behalf of the Board of
Yee Hop Holdings Limited
Jim Yin Kwan Jackin
Chairman and Executive Director

The following is a summary of the principal terms of the 2026 Share Scheme to be approved and adopted by ordinary resolution at the EGM, but such summary does not form part of, nor was it intended to be, part of the 2026 Share Scheme, nor should it be taken as affecting the interpretation of the rules of the 2026 Share Scheme:

1. PURPOSE

The purpose of the 2026 Share Scheme is to provide incentive to the Eligible Participants in order to promote the development and success of the business of the Group. The 2026 Share Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

2. ADMINISTRATION OF THE 2026 SHARE SCHEME

The 2026 Share Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the 2026 Share Scheme or its interpretation or application or effect shall (save as otherwise provided herein and in the absence of manifest error) be final and binding. For the avoidance of doubt, subject to compliance with the requirements of the Listing Rules and the provisions of the 2026 Share Scheme, the Board shall have the right to (1) interpret and construe the provisions of the 2026 Share Scheme; (2) determine the persons who will be offered Awards under the 2026 Share Scheme, and the number of Shares and the Exercise Price or Issue Price in relation to such Awards; (3) make such appropriate and equitable adjustments to the terms of Awards granted under the 2026 Share Scheme as it may deem necessary; and (4) make such other decisions or determinations or regulations as it shall deem appropriate for the administration of the 2026 Share Scheme.

Subject to compliance with the Listing Rules, the authority to administer the 2026 Share Scheme may be delegated by the Board to a committee of the Board or to any other person(s) deemed appropriate at the sole discretion of the Board.

The Company may establish one or more trusts ("**Trust(s)**"), which should be independent of the Company, and appoint one or more trustee(s) to hold Shares for the purposes of: (i) holding Award Shares upon Trust(s) which are reserved for specified Eligible Participants by subscribing for new Shares to be allotted and issued by the Company, purchasing existing Shares from the open market, and/or holding treasury shares that are transferred out of treasury by the Company, in each case to serve as a pool of Shares upon Trust(s) which may be used to grant and/or satisfy Awards; (ii) settling Awards; and (iii) taking other actions for the purposes of administering and implementing the 2026 Share Scheme. The trustee of the Trust shall be instructed by the Company.

The trustee of the Trust holding unvested Award Shares, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules.

3. ELIGIBLE PARTICIPANTS AND THE BASIS OF ELIGIBILITY

The Eligible Participants include any person belonging to (a) Employee Participant; and (b) Service Provider, and the Award may be made to any company wholly owned by one or more of the above participant or any trust which the settlor is the above participant, excluding any person who is resident in a place where the Award and/or the acceptance, vesting and transfer of Shares is not permitted under the laws and regulations of such place or where compliance with the same makes it necessary or expedient to exclude such person.

In determining the basis of eligibility of the Eligible Participants, the factors in assessing whether any person is eligible to participate in the 2026 Share Scheme include: (1) the performance; (2) the skill, knowledge, experience, expertise and other personal qualities; (3) time commitment, responsibilities or employment or service conditions according to the prevailing market practice and industry standard; (4) the length of employment or service with the Group; and (5) the contribution or potential contribution to the development and growth of the Group. These may include (i) current employees and Service Providers who have satisfactory performance, possess relevant experience and skills and/or have served the Group for a certain period of time, who have contributed and are expected to continue to contribute to the Group's business and development; and (ii) new employees and Service Providers having the experience and skills that can potentially contribute to the Group's business and development.

In making an assessment of eligibility, the Board and the Remuneration Committee will consider qualitative factors and performance indicators which include (i) the Eligible Participants' responsibilities and contributions in terms of quality of service, time management and client management abilities as well as team work; and (ii) the Eligible Participants' potential contributions in terms of their abilities to bring in new connections or new businesses opportunities.

Generally, the Company would also utilise its internal assessment system to appraise and evaluate whether the Eligible Participants will contribute to the long-term growth of the Group on a case-by-case basis. Specific weightings will be given to the factors set out above in order to provide a fair and objective appraisal of the Eligible Participants before Awards will be granted, such that the grants will be on a fair and reasonable basis and in the interest of the Company and its Shareholders as a whole.

The Eligible Participants include part-time employees of the Group. The Directors (including the independent non-executive Directors) consider that their inclusion aligns with the purpose of the 2026 Share Scheme to attract and retain talents contributing to the Group's long-term growth. Certain employees may work on a part-time basis due to personal reasons or flexible arrangements, but still possess relevant skills and contribute meaningfully to the Group's operations. In assessing whether to grant Awards to part-time employees, the Board will specifically consider factors including (i) the length of employment, (ii) the nature and extent of contributions, and (iii) their commitment to the Group's long-term development. Awards will only be granted to those who contribute, or are expected to contribute, on a continuing and long-term basis notwithstanding their part-time status.

4. OFFER AND ACCEPTANCE

Subject to and in accordance with the provisions of the 2026 Share Scheme and the Listing Rules, the Board shall be entitled (but shall not be bound), at any time and from time to time and within a period commencing on the Adoption Date and ending on the Termination Date (both dates inclusive), to make an Offer to such Eligible Participant as it may, in its absolute discretion, select, and subject to such conditions as the Board may think fit, provided that no such Offer shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such grant will result in the breach of any applicable securities laws and regulations in any jurisdiction by any member of the Group or any of the Directors.

An Offer shall be made to an Eligible Participant in writing (and unless so made shall be invalid) in such form as the Board may from time to time determine specifying the terms of the Award which may include number of Award Shares, the Issue Price or Exercise Price (as applicable), the vesting criteria and conditions, the Exercise Period and, if any, the minimum performance targets that must be achieved and the clawback mechanism for the Company to recover or withhold any Share Options or Share Awards granted to any Eligible Participants, and any such other details as the Company may consider necessary (the "**Offer Letter**"), and requiring the Grantee to undertake to hold the Award on the terms of the Offer Letter and be bound by the provisions of the 2026 Share Scheme.

An Offer shall remain open for acceptance by the Eligible Participant concerned (and by no other person, including the Eligible Participant's personal representative) for a period of twenty-one (21) days from the Offer Date. For the avoidance of doubt, the Board may at its discretion specify any condition in the Offer Letter, including conditions and/or performance target(s) that must be achieved before any of the Awards can be exercised/accepted, as well the clawback mechanism for the Company to recover or withhold any Share Options or Share Awards granted to any Eligible Participants.

An Offer shall be deemed to have been accepted by an Eligible Participant concerned in respect of all the Award Shares which are offered to such Eligible Participant when the duplicate letter comprising acceptance of the Offer duly signed by the Eligible Participant, together with a payment in favour of the Company of HK$1.00 or such other amount (if any) that may be determined by the Board as consideration for the grant thereof, is received by the Company.

Any Offer may be accepted by an Eligible Participant in respect of less than the number of Award Shares which are offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof.

The relevant Award Shares offered but not accepted within the period stated above shall be deemed to have been irrevocably declined and shall lapse.

5. VESTING PERIOD

Save for the circumstances prescribed below and in paragraph 18 in this Appendix, an Award must be held by the Grantee for a period that is not shorter than the Minimum Period before the Award can be exercised/accepted.

For the grant of Awards to the Eligible Participants who are Employee Participants, the Board may at its absolute discretion determine a vesting period shorter than the Minimum Period in the following specific circumstances:

(a) grants of "make-whole" Awards to new joiners to replace the award shares they forfeited when leaving the previous employers;

(b) grants to an Eligible Participant whose employment is terminated due to death or disability or occurrence of any out of control event;

(c) grants that are made in batches during a year for administrative and compliance reasons, which include Awards that should have been granted earlier if not for such administrative or compliance reasons but had to wait for a subsequent batch;

(d) grants of Awards with a mixed or accelerated vesting schedule such as where the Awards may vest evenly over a period of twelve (12) months; or

(e) grants with performance-based vesting conditions in lieu of time-based vesting criteria, each of which is considered appropriate to provide flexibility to grant Awards (1) as part of competitive terms and conditions to induce valuable talent to join the Group (sub-paragraphs (a) and (d)); (2) to reward past contribution which may otherwise be neglected due to administrative or technical reasons (sub-paragraphs (b) and (c)); (3) to reward exceptional performers with accelerated vesting (sub-paragraph (d)); (4) to motivate exceptional performers based on performance metrics rather than time (sub-paragraph (e)); and (5) in exceptional circumstances where justified (sub-paragraphs (a) to (e)), which is consistent with the purpose of the 2026 Share Scheme.

6. EXERCISE PRICE AND ISSUE PRICE AND EXERCISE OF AWARDS

Exercise Price

In respect of a Share Option, the Exercise Price shall, subject to any adjustments made pursuant to the terms of the 2026 Share Scheme, be determined by the Board, in its absolute discretion, provided that it must be at least the higher of:

(1) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Business Day;

(2) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the Offer Date; and

(3) the nominal value of a Share on the Offer Date.

Issue Price

In respect of a Share Award, the Issue Price shall be such price determined by the Board in its absolute discretion (with reference to the factors set out above) and notified to the Grantee in the Offer Letter. For the avoidance of doubt, the Board may determine the Issue Price to be nil.

The Board is of the view that the basis of determining the Exercise Price and Issue Price aligns with the purpose of the 2026 Share Scheme to encourage Eligible Participants to contribute to the Group's growth and development, and that the imposition of appropriate criteria for the Exercise Price and Issue Price will strengthen the alignment of the interest of the Grantees and the Group.

Exercise of Awards

Subject to the terms of the 2026 Share Scheme and the fulfillment of all terms and conditions as set out in the Offer Letter, including the attainment of the performance targets (if any) stated therein, an Award shall be exercisable (in respect of a Share Option) or accepted (in respect of a Share Award) in whole or in part by the Grantee (or, as the case may be, the Grantee's personal representative) giving notice in writing to the Company stating that the Award is thereby exercised or accepted (as the case may be) and the number of Award Shares in respect of which it is so exercised or accepted (as the case may be).

Each of such notice must be accompanied by a remittance for the full amount of the Exercise Price or the Issue Price (as applicable) for the Award Shares in respect of which the notice is given.

Within twenty-one (21) days (or such longer period if the Company in its sole discretion considers it appropriate) after receipt of the notice and the remittance, the Company shall, at its discretion, arrange for the Exercised/Accepted Award Shares to be satisfied in the following methods:

(i) allot and issue the relevant number of Shares to the Grantee (or the Grantee's estate in the event of an exercise/acceptance by the Grantee's personal representative) credited as fully paid and instruct the share registrar to issue to the Grantee (or the Grantee's estate in the event of an exercise/acceptance by the Grantee's personal representative) a share certificate for the Shares so allotted and issued;

(ii) arrange for the Exercised/Accepted Award Shares to be transferred to the Grantee (or the Grantee's estate in the event of an exercise/acceptance by the Grantee's personal representative) credited as fully paid and issue to the Grantee (or the Grantee's estate in the event of an exercise/acceptance by the Grantee's personal representative) a share certificate in respect of the Shares so transferred;

(iii) pay to the Grantee (or the Grantee's estate in the event of an exercise/acceptance by the Grantee's personal representative) by remittance to the bank account designated and provided by the Grantee (or the Grantee's personal representative) the Actual Selling Price from on-market sale of the Exercised/Accepted Award Shares through the facilities of the Stock Exchange at prevailing market prices; or

(iv) transfer or arrange for the transfer of the relevant number of treasury shares to the Grantee (or the Grantee's estate in the event of an exercise/acceptance by the Grantee's personal representative) credited as fully paid and issue to the Grantee (or the Grantee's estate in the event of an exercise/acceptance by the Grantee's personal representative) a share certificate in respect of the Shares so transferred.

As at the Latest Practicable Date, the Company did not have any treasury shares. The Company may intend to use treasury shares, if any, for the 2026 Share Scheme.

As at the Latest Practicable Date, the Company has no existing share schemes involving issue of new shares and/or transfer of treasury shares.

7. SCHEME LIMITS AND ADDITIONAL APPROVALS

The Scheme Mandate Limit

The total number of Shares which may be issued in respect of all Awards which may be granted under the 2026 Share Scheme together with options and awards which may be granted under any other schemes of the Company shall not exceed such number of Shares representing 10% of the Shares in issue (excluding treasury shares) as at the Adoption Date (the "**Scheme Mandate Limit**"). Awards lapsed in accordance with the terms of the 2026 Share Scheme (and other schemes of the Company) will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

Service Provider Sub-limit

Within the Scheme Mandate Limit, the aggregate maximum number of Shares to be issued in respect of all Awards which may be granted to Service Providers pursuant to the terms of the 2026 Share Scheme together with options and awards which may be granted under any other schemes of the Company shall not exceed 2% of the Shares in issue (excluding treasury shares) as at the Adoption Date (the "**Service Provider Sub-limit**"). Awards lapsed in accordance with the terms of the 2026 Share Scheme (and other schemes of the Company) will not be regarded as utilised for the purpose of calculating the Service Provider Sub-limit.

The Board and the Remuneration Committee consider that the basis for determining the Service Provider Sub-limit is reasonable, which includes (a) the potential dilution effect arising from grants to Service Providers; (b) the importance of striking a balance between achieving the purpose of the 2026 Share Scheme and protecting the Shareholders from the dilution effect from granting a substantial number of Awards to the Service Providers; (c) the extent of use of Service Providers in the Group's businesses;

(d) the expected contribution of the Service Providers to the development and growth of the Group; and (e) the fact that the Company expects that a majority of Awards will be granted to the Employee Participants and as such there is a need to reserve a larger portion of the Scheme Mandate Limit for grants to the Employee Participants.

Based on the above, the Board considers that the proportionately low Service Provider Sub-limit would not lead to excessive dilution of existing Shareholders' shareholdings. Further, taking into account (i) the reasons for including Service Providers as Eligible Participants and (ii) the assessment criteria for the selection of Service Providers which allow flexibility for the Board to consider and evaluate a variety of factors to ensure Awards are granted to eligible Service Providers, as disclosed in the paragraphs headed "Letter from the Board – 2. Proposed adoption of the 2026 Share Scheme – (4) Eligible Participants" in this circular, the Board (including the independent non-executive Directors) is of the view that the Service Provider Sub-limit is appropriate and reasonable, and in line with the Company's business needs and aligns with the purpose of the 2026 Share Scheme and the long term interests of the Company and the Shareholders as a whole.

If the Company conducts a share consolidation or subdivision after the Scheme Mandate Limit or Service Provider Sub-limit has been approved in general meeting, the maximum number of Shares that may be issued in respect of all options and awards to be granted under all of the schemes of the Company under the Scheme Mandate Limit or Service Provider Sub-limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share.

Refreshment

The Company may seek approval of the Shareholders in a general meeting of the Company to refresh the Scheme Mandate Limit and/or the Service Provider Sub-limit after three years from the (i) the Adoption Date or (ii) the date of the Shareholders' approval of the last refreshment, or at any time within the three-year period subject to the compliance with the applicable requirements under the Listing Rules provided that total number of Shares which may be issued in respect of all (i) the Awards under the 2026 Share Scheme and (ii) the options and awards to be granted under any other schemes of the Company under the scheme mandate as "refreshed" must not, in aggregate, exceed 10% of the Shares in issue (excluding treasury shares) as at the date of Shareholders' approval approving the refreshed Scheme Mandate Limit and/or the Service Provider Sub-limit, and subject further to compliance with other requirements prescribed under the Listing Rules from time to time.

Any refreshment of the Scheme Mandate Limit and/or the Service Provider Sub-limit within any three-year period must be approved by Shareholders subject to the following provisions:

(a) any controlling Shareholders and their associates (or if there is no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting; and

(b) the Company must comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules,

provided that the requirements under paragraphs (a) and (b) above do not apply if the refreshment is made immediately after an issue of securities by the Company to its Shareholders on a pro-rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit and/or the Service Provider Sub-limit (as a percentage of the relevant class of Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit and/or the Service Provider Sub-limit immediately before the issue of securities, rounded to the nearest whole share.

For the purpose of seeking approval of the Shareholders under this paragraph, the Company must send a circular to the Shareholders containing the number of options and awards that were already granted under the existing Scheme Mandate Limit and the existing Service Provider Sub-limit, the reason for the refreshment, and any other information required under the Listing Rules.

Grant in excess of the Scheme Mandate Limit or Service Provider Sub-limit

The Company may seek separate approval of the Shareholders in a general meeting of the Company for granting Awards exceeding the Scheme Mandate Limit or Service Provider Sub-limit provided that the Awards in excess of the Scheme Mandate Limit or Service Provider Sub-limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought. For the purpose of seeking approval of the Shareholders under this paragraph, the Company must send a circular to the Shareholders containing the name of each Eligible Participant who may be granted such Award, the number and terms of such Award to be granted to each Eligible Participant, the purpose of granting such Award to the Eligible Participant with an explanation as to how the terms of such Award serve such purpose and such information as required under the Listing Rules. The number and terms (including the Exercise Price or the Issue Price) of the Awards to be granted to such Eligible Participant must be fixed before the Shareholders' approval. For the grant of Share Options, the date of Board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the Exercise Price.

8. GRANT OF AWARDS TO A DIRECTOR, CHIEF EXECUTIVE OR SUBSTANTIAL SHAREHOLDER OF THE COMPANY OR ANY OF THEIR RESPECTIVE ASSOCIATES

Any grant of an Award to any of the Directors, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the proposed Grantee of the Award).

In addition:

(a) where any grant of an Award to an independent non-executive Director or a substantial shareholder of the Company, or any of their respective associates, would result in the Shares issued and to be issued in respect of all options and awards granted under the 2026 Share Scheme or any other schemes of the Company (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) to such person in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury shares); or

(b) where any grant of Share Awards (i.e. excluding grant of Share Options) to any Director (other than an independent non-executive Director) or chief executive of the Company, or any of their respective associates, would result in the shares issued and to be issued in respect of all awards granted under the 2026 Share Scheme or any other schemes of the Company (excluding any awards lapsed in accordance with the terms of the relevant schemes) to such person in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury shares) at the date of such grant,

such further grant of options or awards must be approved by Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules.

If the Board determines to change the terms of the options or awards granted to an Eligible Participant who is a director, chief executive or substantial shareholder of the Company, or any of their respective associates, such change must be approved by the Shareholders of the Company in the manner as set out in Rule 17.04(4) of the Listing Rule if the initial grant of the options or awards requires such approval (except where the changes take effect automatically under the existing terms of the scheme).

The requirements for the grant to a Director or chief executive of the Company as set out in this paragraph do not apply where the participant is only a proposed director or chief executive of the Company.

In the circumstances described above, the Company must send a circular to the Shareholders which must contain (i) details of the number and terms of the Share Options or Share Awards to be granted to each Eligible Participant, which must be fixed before the Shareholders' meeting, and in respect of any Share Options to be granted, the date of the Board meeting for proposing such further grant is to be taken as the date of grant for the purpose of calculating the exercise price under the Listing Rules; (ii) the views of the independent non-executive Directors (excluding any independent non-executive Director who is the Grantee) as to whether the terms of the grant are fair and reasonable and whether such grant is in the interests of the Company and the Shareholders as a whole, and their recommendation to the independent Shareholders as to voting; (iii) information relating to any Directors who are trustees of the 2026 Share Scheme or have a direct or indirect interest in the trustees; (iv) particulars of shareholding of any Shareholder who is required to abstain from voting as required under the Listing Rules; and (v) such other information as required under the Listing Rules.

The Grantee, his/her associates and all core connected persons of the Company must abstain from voting in favour of the proposed grant at such general meeting. Parties that are required to abstain from voting in favour of the proposed grant at the general meeting of the Company pursuant to the Listing Rules may vote against the resolution at the general meeting of the Company, provided that their intention to do so has been stated in the relevant circular to the Shareholders.

Any vote taken at the general meeting of the Company to approve the grant of such Award must be taken on a poll and comply with the requirements under the Listing Rules.

9. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

Where any grant of an Award to an Eligible Participant would result in the Shares issued and to be issued in respect of all options and awards granted to such Eligible Participant under the 2026 Share Scheme and any other schemes of the Company (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue (excluding treasury shares), such grant must be separately approved by the Shareholders in a general meeting of the Company with such Eligible Participant and his/her close associates (or associates if the Eligible Participant is a connected person) abstaining from voting. The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the Awards to be granted (and Awards previously granted to such Eligible Participant during the twelve (12)-month period), the purpose of granting the Awards to the Eligible Participant, an explanation as to how the terms of the Awards serve such purpose and such information as may be required by the Stock Exchange from time to time. The number and terms (including the Exercise Price or Issue Price) of the Award to be granted to such Eligible Participant must be fixed before the Shareholders' approval. For the grant of Share Options, the date of the meeting of the Board for proposing such grant should be taken as the Offer Date for the purpose of calculating the Exercise Price.

10. TIME OF EXERCISE OF OPTIONS

Subject to the terms of the 2026 Share Scheme, an Award may be exercised in whole or in part at any time during the period stipulated in the Offer, provided that such period shall not go beyond the day immediately prior to the tenth (10th) anniversary of the Offer Date in respect of the relevant Award.

11. PERFORMANCE TARGET(S) AND CLAWBACK MECHANISM

The Board may at its discretion determine and provide in the Offer Letter at the grant of the relevant Award any performance target(s) as the Board may then specify which must be achieved by the Grantee before any of the Awards can be exercised/accepted, as well as the clawback mechanism for the Company to recover or withhold any Share Options or Share Awards granted to any Eligible Participants. In the event the options or awards were granted to the Directors or senior management of the Company without performance targets, the Company will comply with the requirements under Rule 17.06B(8) of the Listing Rules that the relevant announcement will include the views of the Remuneration Committee on why performance targets are not necessary and how the grants would align with the purpose of the 2026 Share Scheme.

Specifically, if performance targets are imposed on a Grantee at the grant of the relevant Award, the Board will have regard to the purpose of the 2026 Share Scheme in assessing the reasonableness and suitability of such performance targets. In particular, for Employee Participants, performance targets will generally be linked to, without limitation (i) financial and business performance of the Group or relevant business unit, such as revenue growth, profit margins, project completion milestones, cost control or return on equity, and/or (ii) individual performance indicators, such as achievement of key performance indicators (KPIs), operational efficiency, project delivery quality and compliance with internal policies. Target levels may include achievement of pre-determined annual or project-based benchmarks set by the Board or the management.

As for Service Providers, performance targets will generally be linked to, without limitation (i) the quality, efficiency and timeliness of services provided, (ii) contribution to specific projects, business development or strategic initiatives, (iii) measurable outcomes such as cost savings, successful project execution or introduction of business opportunities, and/or (iv) financial and business performance of the Group. Target levels may be assessed based on fulfilment of agreed service milestones or deliverables.

The Company will also utilise its internal assessment system to appraise and evaluate whether the Eligible Participants will contribute to the long-term growth of the Group on a case-by-case basis. Specifically, the Eligible Participants' expected contribution will be considered with reference to factors including but not limited to their past contributions to the Group, the nature of job duties or services, position within or related to the Group and other features including geographical location, business strategy focus and corporate culture. Specific weightings will be given to the factors above in order to provide a fair and objective appraisal of the Eligible Participants before Awards will be granted, such that the grants will be on a fair and reasonable basis and in the interest of the Company and its Shareholders as a whole.

Furthermore, if a Grantee's employment or service has been terminated summarily, or a Grantee has been convicted of any criminal offence involving his or her integrity or honesty, or a Grantee has been involved in any wrongdoing that brings the Group into disrepute or causes damages to the Group (including but not limited to causing a material misstatement in the Company's financial statements), then any outstanding Awards not yet exercised/accepted shall be immediately forfeited and shall immediately lapse under the 2026 Share Scheme, unless the Board determines otherwise at its discretion.

12. RESTRICTIONS ON THE TIME OF OFFER

No Offer shall be made by the Board:

(1) after inside information (having the meaning as defined in the SFO) has come to its knowledge until (and including) the Business Day after such information has been announced by the Company pursuant to the requirements of the Listing Rules;

(2) during the period commencing 30 days immediately before the earlier of:

   (i) the date of the board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

(ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcements (or during any period of delay in publishing results announcements);

(3) to any Director on any day on which the Company's financial results are published and:

(i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and

(ii) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results; and

(4) during other periods or times when such an Offer is prohibited, or when the relevant Eligible Participant would be prohibited from dealing in the Shares, under the Listing Rules, any corresponding code or securities dealing restrictions adopted by the Company and all applicable laws from time to time.

13. RIGHTS ARE PERSONAL TO GRANTEES

Subject to the provisions of the 2026 Share Scheme, an Award shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Award or enter into any agreement to do so. Any breach of the foregoing by a Grantee shall entitle the Company to cancel any Award or any part thereof granted to such Grantee to the extent not already exercised/accepted.

The Company may at its absolute discretion determine whether to apply to the Stock Exchange for a waiver to allow a transfer of an Award to a vehicle (such as trust or private company) for the benefit of the Grantee and any family members of such Grantee that would continue to meet purpose of the 2026 Share Scheme and comply with the requirements of Chapter 17 of the Listing Rules.

14. RIGHTS ON CESSATION OF EMPLOYMENT OR DIRECTORSHIP

In the event that the Grantee ceases to be an Eligible Participant by reason of termination of his employment, service or directorship with any member of the Group on any one or more of the following grounds:

(a) that the Grantee has been guilty of serious misconduct;

(b) that the Grantee has been convicted of any criminal offence involving the person's integrity or honesty or in relation to any member of the Group (if so determined by the Board);

(c) that the Grantee has become insolvent, bankrupt or has made arrangements or compositions with the Grantee's creditors generally; or

(d) on any other ground as determined by the Board that would warrant the termination of the Grantee's employment, service or directorship at common law or pursuant to any applicable laws or under the Grantee's service contract with any member of the Group,

before exercising/accepting the Award in full, the Grantee's Award (to the extent not already exercised/accepted) shall lapse automatically on the date of cessation and shall no longer be exercisable/accepted, or such other date as the Board may determine.

15. RIGHTS ON DEATH

In the event that the Grantee ceases to be an Eligible Participant by reason of the person's death before exercising/accepting the Award in full, and provided that none of the events which would be a ground for termination of the person's employment, service or directorship under paragraph 14 arises:

(a) in the case of Share Options, any outstanding Share Options not yet vested shall immediately lapse, and the Grantee's personal representative may exercise the Share Options (to the extent vested but not already exercised) in whole or in part within one hundred and eighty (180) days following the date of death, or such longer period as the Board may determine, and any Share Options not exercised shall lapse upon the expiration of the abovementioned period;

(b) in the case of Share Awards, any outstanding Share Awards not yet vested shall immediately lapse, and the Company shall deliver (i) such number of vested but not yet delivered Award Shares; or (ii) an amount which is equal to the Actual Selling Price less any Issue Price (as applicable) (hereinafter referred to as "**Benefits**") of such Share Awards at its discretion to the Grantee's estate within two (2) years following the date of death, or such other period as the Board may determine, or if the Benefits would otherwise become bona vacantia, the Benefits shall be forfeited and cease to be transferable and such Benefits shall lapse.

16. RIGHTS ON INJURY, DISABILITY, ILL-HEALTH OR RETIREMENT, OR TERMINATION OF THE GRANTEE'S EMPLOYMENT OR SERVICE

In the event that the Grantee, by reason of the Grantee's employment or service with any member of the Group, ceases to be an Eligible Participant by reason of injury, disability, ill-health, retirement as an employee in accordance with the Grantee's contract of employment or service (all evidenced to the satisfaction of the Board), or the termination of the Grantee's employment or service with the Group provided that none of the events which would be a ground for termination of the Grantee's employment, service or directorship under paragraph 14 arises, before exercising/accepting the Award in full, the Grantee may exercise/accept the Award (to the extent vested but not already exercised/accepted) in whole or in part within (a) three (3) months in the case of voluntary termination by the Grantee; or (b) six (6) months in the case of termination by reason of injury, disability, ill health or retirement, following the date of such cessation, or such longer period as the Board may determine, and any Award not exercised/accepted shall lapse upon the expiration of the abovementioned period.

17. RIGHTS ON CESSATION FOR OTHER REASONS

In the event that the Grantee ceases to be an Eligible Participant for any reason other than the reasons specified above, the Grantee's Award (to the extent not already exercised/accepted) shall lapse and shall not be exercisable/accepted on the date of cessation provided that in each case, the Board may, in its absolute discretion, decide that such Award or any part thereof shall not so lapse or determine such conditions or limitations to which the exercise/acceptance of such Award will be subject.

18. RIGHTS ON A CORPORATE TRANSACTION

If there is an event of change in control of the Company as the result of a merger, scheme of arrangement or general offer, or in the event of a dissolution or liquidation of the Company, the Company shall at its sole discretion determine whether the vesting dates of any Awards to the Eligible Participants who are Employee Participants will be accelerated and/or determine such conditions or limitations to which the exercise/acceptance of such Award will be subject. The Board expects that such discretion may be exercised having regard to the specific circumstances of the relevant event, including (i) whether the employment of the Employee Participants may be terminated or materially affected as a result of the transaction; (ii) whether the unvested Awards would fail to achieve their intended incentive effect due to the accelerated timeframe; (iii) the extent of contribution of the Employee Participants to the Group's performance and value leading up to the transaction; and (iv) whether, in the absence of accelerated vesting, the interests of the Grantee would be materially adversely affected by the transaction (for example, where the value of the Awards would be significantly diminished), which would be unfair to the Grantee having regard to the purpose of the 2026 Share Scheme and his/her contributions to the Group.

The Board and the Remuneration Committee consider that such arrangements are appropriate as they provide flexibility to preserve the incentivising purpose of the 2026 Share Scheme in exceptional corporate events and to fairly recognise contributions of Employee Participants. The possibility of accelerated vesting ensures that Employee Participants remain motivated to contribute to the Group's performance and value, particularly in significant periods leading up to such events, and aligns their interests with the Company. Accordingly, the Directors (including the independent non-executive Directors) consider that the arrangements are fair and reasonable and consistent with the purpose of the 2026 Share Scheme.

For the purpose of the above, "control" shall have the meaning as specified in the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC from time to time.

19. CANCELLATION OF AWARDS

Subject to the provisions of the 2026 Share Scheme, the Board may cancel any Share Option granted but unexercised (whether or not vested) or any Share Award granted but not vested, on such terms and conditions and with the consent of the relevant Grantee, as the Board may in its absolute discretion see fit and in a manner that complies with all applicable legal requirements for such cancellation.

Where the Company cancels any Share Option or any Share Award, and makes a new grant to the same Grantee, such new grant may only be made with the available limit (including the Scheme Mandate Limit and the Service Provider Sub-limit) approved by the Shareholders. The Awards cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sub-limit.

20. REORGANISATION OF CAPITAL STRUCTURE

In the event of any alteration in the capital structure of the Company whilst any Award remains exercisable or the 2026 Share Scheme remains in effect, and such event arises from a capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction), then, in respect of any such adjustments (other than an adjustment made due to capitalisation issue) the Company shall instruct the Auditors or independent financial adviser to certify in writing to the Board the adjustment, if any, that ought in their opinion fairly and reasonably to be made either generally or as regards any particular Grantee, to:

(1) the number or nominal amount of Shares to which the 2026 Share Scheme or any Awards relate (insofar as it is/they are unexercised/unaccepted); and/or

(2) the Exercise Price or Issue Price of any unexercised/unaccepted Award,

and an adjustment as so certified by the Auditors or the independent financial adviser shall be made, provided that:

(a) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;

(b) any such adjustment shall be made on the basis that a Grantee shall be given the same proportion of the issued share capital of the Company for which such Grantee would have been entitled to subscribe/receive had the person exercised all the Awards held by him immediately prior to such event (as interpreted in accordance with FAQ, guidance or interpretation of the Listing Rules issued by the Stock Exchange from time to time);

(c) the issue of securities of the Company as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment; and

(d) in respect of any such adjustments, the Auditors or the independent financial adviser must confirm to the Board in writing that the adjustments satisfy the requirements set out above, the requirements of the note to Rule 17.03(13) of the Listing Rules, any relevant provisions of the Listing Rules and any relevant FAQ, guidance and interpretation of the Listing Rules issued by the Stock Exchange and the notes thereto from time to time.

Any dispute arising in connection with the number of Shares of an Award and any of the matters referred to in this section shall be referred to the decision of the Auditors or the independent financial adviser of the Company who shall act as experts and not as arbitrators and whose decision, in the absence of manifest error, shall be final, conclusive and binding on all persons who may be affected thereby.

21. RANKING OF SHARES

Awards do not carry any right to vote at any general meeting of the Company, nor any right to dividends, transfer or other rights, including those arising on the liquidation of the Company. No Grantee shall enjoy any of the rights of a Shareholder by virtue of the grant of an Award unless and until the Shares underlying an Award are issued and delivered or transferred to the Grantee pursuant to the vesting and exercise/acceptance of such Award.

Shares allotted and issued or transferred upon the exercise/acceptance of an Award will be subject to all the provisions of the articles of the Company and will rank pari passu in all respects with the other existing Shares in issue on the date of allotment and issue or transfer of the relevant Shares (the "**Allotment/Transfer Date**") other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Allotment/Transfer Date. The Shares allotted and issued or transferred upon the exercise/acceptance of an Award shall not carry any right of a Shareholder (including voting rights) until registration of the Grantee as the holder thereof on the register of members of the Company.

22. DURATION

Subject to the provisions of the 2026 Share Scheme, the 2026 Share Scheme shall be valid and effective for the period commencing on the Adoption Date and expiring on the Termination Date, after which period no further Awards will be granted but the provisions of the 2026 Share Scheme shall remain in force to the extent necessary to give effect to the exercise/acceptance of any Awards granted on or prior to the Termination Date or otherwise as may be required in accordance with the provisions of the 2026 Share Scheme.

23. ALTERATIONS TO THE TERMS

The 2026 Share Scheme may be altered in any respect by a resolution of the Board provided that:

(a) any alteration to the terms and conditions of the 2026 Share Scheme which is of a material nature or any alteration in relation to any matter contained in Rule 17.03 of the Listing Rules to the advantage of the Eligible Participants must be approved by the Shareholders in a general meeting of the Company;

(b) any change to the terms of Awards granted to a Grantee must be approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Awards was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) (except any changes which take effect automatically under the terms of the 2026 Share Scheme);

(c) any change to the authority of the Directors or the administrator of the 2026 Share Scheme to alter the terms of the 2026 Share Scheme must be approved by the Shareholders in a general meeting of the Company;

(d) the amended terms of the 2026 Share Scheme or the Awards shall remain in compliance with Chapter 17 of the Listing Rules; and

(e) no such alteration shall operate to affect adversely the terms of issue of any Award granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of the Shareholders under the memorandum of association and the articles of the Company being for a variation of the rights attached to Shares.

24. CONDITION

The adoption of the 2026 Share Scheme is conditional upon (a) the passing of ordinary resolutions to approve and adopt the 2026 Share Scheme and the Service Provider Sub-limit by the Shareholders in a general meeting of the Company; and (b) the Listing Committee granting approval for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to Awards.

25. LAPSE OF AWARDS

An Award (to the extent not already exercised/accepted) shall automatically lapse on the earliest of:

(1) subject to paragraph 14 to paragraph 18, expiry of the Exercise Period;

(2) the expiry of any of the periods referred to in paragraph 14 to paragraph 18; and

(3) the date of the commencement of the winding-up of the Company.

26. TERMINATION

The Company may at any time terminate the operation of the 2026 Share Scheme by an ordinary resolution in a general meeting of the Company. In such event, no further Awards will be offered but in all other respects, the provisions of the 2026 Share Scheme shall remain in force to the extent necessary to give effect to the exercise of any Awards granted prior thereto or otherwise as may be required in accordance with the provisions of the 2026 Share Scheme and the Awards granted prior to such termination shall continue to be valid and exercisable in accordance with the 2026 Share Scheme.

Upon such termination, details of the Awards granted (including options exercised or outstanding or shares issued and to be issued in respect of the awards granted) under the 2026 Share Scheme and (if applicable) Awards that become void or non-exercisable as a result of the termination are required under the Listing Rules to be disclosed in the circular to Shareholders seeking approval of the first new scheme to be established or refreshment of any scheme mandate limit under any existing scheme after such termination.

Yee Hop Holdings Limited
義合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1662)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Yee Hop Holdings Limited (the "**Company**") will be held at Units 1104-06, Nan Fung Commercial Centre, 19 Lam Lok Street, Kowloon Bay, Hong Kong on Friday, 2 October 2026 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT**:

(a) the rules of the 2026 share scheme (the "**2026 Share Scheme**"), a copy of which has been produced to this meeting marked "A" and for identification purpose signed by the Chairman of the meeting, be and are hereby approved and adopted, and the Directors be and are hereby authorised, (i) to grant share options and share awards in accordance with the rules of the 2026 Share Scheme; (ii) to allot, issue, and deal with from time to time such number of award shares as may be required to be issued or dealt with pursuant to the exercise of the awards under the 2026 Share Scheme; (iii) to administer the 2026 Share Scheme; (iv) to modify and/or amend the 2026 Share Scheme from time to time provided that such modification or amendment is effected in accordance with the terms of the 2026 Share Scheme and subject to the Listing Rules; and (v) to do such acts and things and enter into such transactions, arrangements and agreements as the Directors may in their sole discretion consider necessary, desirable or expedient in order to give full effect to and implement the 2026 Share Scheme; and

(b) the total number of Shares which may be issued in respect of all options and awards to be granted under the 2026 Share Scheme and any other share schemes of the Company as may from time to time be adopted by the Company shall not exceed such number of Shares representing 10% of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution."

2. “**THAT**:

conditional upon the 2026 Share Scheme becoming effective, the total number of Shares which may be issued in respect of all options and awards to be granted to the service providers of the Group under the 2026 Share Scheme and any other share schemes of the Company as may from time to time be adopted by the Company shall not exceed such number of Shares representing 2% of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution (the “**Service Provider Sub-limit**”) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Service Provider Sub-limit.”

By order of the Board
Yee Hop Holdings Limited
Jim Yin Kwan Jackin
Chairman and Executive Director

Hong Kong, 18 September 2026

Notes:

1. For the purpose of determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 28 September 2026 to Friday, 2 October 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 September 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM is 2 October 2026.

2. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint proxy to attend and vote in his/her stead in accordance with the Articles of Association of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent the member.

3. 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 thereof, must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, not less than 48 hours (i.e. 11:00 a.m. on Wednesday, 30 September 2026) before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude members from attending, and voting in person at, the meeting or any adjournment thereof should they so wish.

4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

5. Summary of the principal terms of the 2026 Share Scheme is set out in the Appendix to the circular of the Company dated 18 September 2026.

6. If tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning is in effect at any time after 7:00 a.m. on Friday, 2 October 2026, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no.3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

7. As at the date of this notice, the Executive Directors are Mr. Jim Yin Kwan Jackin, Mr. Chui Mo Ming, Mr. Yan Chi Tat and Mr. Leung Hung Kwong Derrick; the Non-executive Director is Ms. Lee Sze Wing Mabel; and the Independent Non-executive Directors are Mr. Lee Luk Shiu, Mr. Pang Chi Shing and Mr. Wong Antony.