

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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YAN TAT GROUP HOLDINGS LIMITED

恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
FINAL DIVIDEND,
AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (the “AGM”) to be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 31 May 2024 at 10:00 a.m. is set out on pages 27 to 31 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Wednesday, 29 May 2024.

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

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

Hong Kong, 25 April 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	5
Proposed Grant of Issue Mandate, Repurchase Mandate and Extension Mandate	5
Proposed Re-election of the Retiring Directors	6
Proposed Final Dividend	9
Proposed amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association	9
AGM	10
Responsibility Statement	10
Recommendations	10
General	10
Miscellaneous	11
APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	12
APPENDIX II — PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM	15
APPENDIX III — PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION	18
NOTICE OF ANNUAL GENERAL MEETING	27

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 31 May 2024 at 10:00 a.m. at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong, notice of which is set out on pages 27 to 31 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“Companies Act”	the Companies Act (as revised) of the Cayman Islands
“Company”	Yan Tat Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Chan Wing Yin, Mrs. Chan Yung and Million Pearl Holdings Ltd.
“Director(s)”	director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 2 June 2022 and effective on 2 June 2022
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“Million Pearl”	MILLION PEARL HOLDINGS LTD., a company incorporated in the BVI with limited liability on 19 May 2014, which is owned by Mr. Chan Wing Yin as to 70% and by Mrs. Chan Yung as to 30%, which is one of our Controlling Shareholders
“New Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating the Proposed Amendments
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“Retiring Directors”	the Directors retiring at the AGM and, being eligible, offering themselves for re-election at the AGM in accordance with the Articles of Association
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, modified or otherwise supplemented from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, modified or otherwise supplemented from time to time
“%”	per cent

LETTER FROM THE BOARD



YAN TAT GROUP HOLDINGS LIMITED
恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

Executive Directors:

Mrs. Chan Yung (*Chairman*)
Mr. Chan Wing Yin
Mr. Chan Yan Wing

Non-executive Director:

Mr. Chan Yan Kwong

Independent Non-executive Directors:

Mr. Chung Yuk Ming
Mr. Lau Shun Chuen
Mr. Yau Wing Yiu

Registered Office:

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

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

Room 809–810
Kwong Sang Hong Centre
151–153 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

25 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
FINAL DIVIDEND,
AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The Company will propose at the AGM resolutions to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by the resolutions passed in the Company's previous annual general meeting on 2 June 2023; (b) re-elect the Retiring Directors; (c) approve the payment of a final dividend for the year ended 31 December 2023; and (d) incorporate and consolidate the Proposed Amendments to the Existing Memorandum and Articles of Association and adopt the New Memorandum and Articles of Association.

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for (a) granting the general mandates to Directors to allot, issue, deal in and repurchase Shares; (b) re-electing the Retiring Directors; (c) approving the payment of a final dividend for the year ended 31 December 2023; and (d) incorporating and consolidating the Proposed Amendments to the Existing Memorandum and Articles of Association and adopting the New Memorandum and Articles of Association, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed in the Company's previous annual general meeting on 2 June 2023, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

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

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of the issued Shares of the Company on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing of such resolution; and

LETTER FROM THE BOARD

- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 5 to 7 in the notice of the AGM contained on pages 27 to 31 of this circular.

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

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

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

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

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

Mr. Chan Wing Yin was appointed as an executive Director on 8 July 2014. Mr. Chan Yan Kwong was appointed as an executive Director on 8 July 2014 and re-designated as a non-executive Director on 1 November 2017. Mr. Chung Yuk Ming was appointed as an independent non-executive Director on 18 November 2014. Pursuant to Article 108 of the Articles of Association, the above Directors shall retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM.

Nomination Procedure

When identifying suitable candidates for directorship, the nomination committee of the Company (the “**Nomination Committee**”) will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company’s needs and other relevant statutory requirements and regulations required for the positions. All candidates

LETTER FROM THE BOARD

must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

Board Diversity Policy

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

Recommendations from the Nomination Committee

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

Having regard to the Board Diversity Policy as well as taking into account the contribution by Mr. Chan Wing Yin and Mr. Chan Yan Kwong to the Company, the Nomination Committee had assessed and was satisfied with each of their suitability for continuous holding of directorship in the Company. Mr. Chan Yan Kwong, who is a member of the Nomination Committee, abstained from voting on the recommendation on his re-election.

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

Mr. Chung Yuk Ming has served the Company for more than nine years. His re-election as an independent non-executive Director will therefore be subject to a separate resolution to be approved by the Shareholders at the AGM. In assessing the re-election of Mr. Chung, the

LETTER FROM THE BOARD

Nomination Committee and the Board have considered Mr. Chung's contribution and service to the Company, and reviewed his expertise and professional qualifications to determine whether Mr. Chung satisfies the selection criteria under the nomination policy of the Company.

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

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

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

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

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

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 25 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board recommended that, subject to Shareholders' approval in the AGM, the Company shall declare and distribute a final dividend of HK10.0 cents per Share for the year ended 31 December 2023, which, if approved, is expected to be paid on or about Thursday, 4 July 2024, to the Shareholders whose names appear on the register of members of the Company on Wednesday, 12 June 2024.

To determine Shareholders' entitlement to the proposed final dividend, the register of members of the Company shall be closed from Friday, 7 June 2024 to Wednesday, 12 June 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all completed transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 pm on Thursday, 6 June 2024.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to (i) make the Proposed Amendments to the Existing Memorandum and Articles of Association to conform to certain amendments to the Listing Rules regarding the mandatory electronic dissemination of corporate communications by listed issuers which took effect from 31 December 2023, and (ii) to adopt the New Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

The Board proposes to put forward to the Shareholders for approval at the AGM a special resolution to consider and, if thought fit, approve the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association. For details of the Proposed Amendments, please refer to Appendix III to this circular.

The Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM. The Proposed Amendments are prepared in the English language and its Chinese language translation is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments, the English language version shall prevail.

LETTER FROM THE BOARD

AGM

A notice of the AGM is set out on pages 27 to 31 of this circular.

The form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Wednesday, 29 May 2024. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

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

RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (b) the re-election of the Retiring Directors; (c) the approval of the payment of a final dividend for the year ended 31 December 2023; and (d) the Proposed Amendments to the Existing Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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

LETTER FROM THE BOARD

MISCELLANEOUS

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

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

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

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

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

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

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the earliest of conclusion of the next annual general meeting of the Company or the date by which the next general meeting is required by the Companies Act or the Articles of Association be held, which is expected to be convened on or before 30 June 2025.

FUNDING OF REPURCHASE

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

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

CONNECTED PERSONS

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

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

UNDERTAKING OF THE DIRECTORS

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

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

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a shares repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

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

As at the Latest Practicable Date and insofar the Directors are aware of, the Controlling Shareholders owned 180,000,000 Shares, representing 75% of the issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the interest of Controlling Shareholders in the Company will be increased to approximately 83.33%. In the opinion of the Directors, such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would contravene the requirement

under Rule 8.08 of the Listing Rules that at least 25% of the Shares must be held by the public. The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%. Accordingly, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since 1 January 2023 up to, and including, the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 1 April 2023 and up to the Latest Practicable Date were as follows:

Month	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	1.36	1.21
May	1.32	1.25
June	1.35	1.10
July	1.27	1.14
August	1.20	1.01
September	1.10	1.00
October	1.15	1.02
November	1.12	1.00
December	1.09	1.00
2024		
January	1.08	1.00
February	1.15	1.08
March	1.13	1.05
April (up to the Latest Practicable Date)	1.11	1.06

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

EXECUTIVE DIRECTOR

Mr. Chan Wing Yin (陳榮賢), aged 74, is executive Director (resigned as chairman and chief executive officer and effective on 1 August 2023). He is the founder of the Group and has participated in the management of the Group since January 1992. Mr. Chan is the director of all our subsidiaries. Mr. Chan is responsible for the corporate strategic planning and overall business development and overseeing the administration of the Group. Mr. Chan is the spouse of Mrs. Chan Yung, the father of Mr. Chan Yan Kwong (the non-executive Director) and Mr. Chan Yan Wing (the executive Director).

Before incorporation of Yan Tat (HK) Industrial Limited (“**YT Industrial**”) in 1992, Mr. Chan was a sole proprietor conducting business under the name of Yan Tat (HK) Industrial Co. from September 1989, which was primarily engaged in the manufacturing of PCBs and which enabled Mr. Chan to acquire relevant industry knowledge and accumulate relevant experience. Mr. Chan has more than 34 years of experience in the PCB production and sales.

Mr. Chan currently serves as the vice chairman of the Fujian Chamber of Commerce in Shenzhen (深圳市福建商會), the vice chairman of The Employers’ Federation of Shenzhen (深圳市企業投資者聯合會) since September 2004 and currently as the honorary president of the highest ranking members (最高級別會員榮譽會長) since 2010. Mr. Chan is also currently the vice chairman of China Printed Circuit Association (中國印製電路行業協會) (CPCA) since March 2010. Mr. Chan was recognised as “Pioneer Worker” by CPCA in 2012.

Mr. Chan attended his secondary school education in Fujian province, the PRC from 1962 to 1964.

NON-EXECUTIVE DIRECTOR

Mr. Chan Yan Kwong (陳恩光), aged 45, is our non-executive Director. Mr. Chan is the son of Mr. Chan Wing Yin and Mrs. Chan Yung, and the brother of Mr. Chan Yan Wing. Mr. Chan is one of the directors of seven of our subsidiaries.

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

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

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chung Yuk Ming (鍾玉明), aged 76, was appointed as our independent non-executive Director on 18 November 2014. Mr. Chung has over 35 years of experience in manufacturing of motor cars, toys, electronics and communications. Mr. Chung was the executive director of L.K. Technology Holdings Limited (stock code: 558) and Kader Holdings Company Limited (stock code: 180). Both companies are listed on the main board of the Stock Exchange.

Mr. Chung obtained a master's degree in Business Administration in the University of East Asia (currently known as University of Macau) in the Macau Special Administrative Region in May 1989. He is currently a fellow member of the Hong Kong Institute of Directors.

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

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

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

Mr. Chan Wing Yin has entered into service agreement with the Company on 18 November 2014, Mr. Chan Yan Kwong has entered into service agreement with the Company on 1 November 2017. Mr. Chung Yuk Ming has entered into a letter of appointment with the Company on 18 November 2014 and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Articles of Association. The emoluments of each of Mr. Chan Wing Yin, Mr. Chan Yan Kwong and Mr. Chung Yuk Ming as set out in the service agreements or letters of appointment or amendment letter in the coming financial year are HK\$2,140,725, HK\$553,800 and HK\$204,000 per annum, respectively, and they are entitled to such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31 December 2023, each of

Mr. Chan Wing Yin, Mr. Chan Yan Kwong and Mr. Chung Yuk Ming received a total emolument of HK\$2,181,325, HK\$554,300 and HK\$221,000 (including pension scheme contributions and commission) for being a Director, respectively.

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

Details of the Proposed Amendments to the Existing Memorandum and Articles of Association are set out as follows:

Existing Provision	Proposed Amendments
Cover page	
<p style="text-align: center;">AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司</p> <p>(as adopted by a Special Resolution passed on 2 June 2022 and effective on 2 June 2022)</p>	<p style="text-align: center;"><u>SECOND</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司</p> <p>(as adopted by a Special Resolution passed on 2 June 2022 and effective on 2 June 2022 <u>31 May 2024 and effective on 31 May 2024</u>)</p>
Memorandum of association	
<p>Title</p> <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司 (the “Company”)</p> <p>(Adopted by a Special Resolution passed on 2 June 2022 and effective on 2 June 2022)</p>	<p>Title</p> <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES <u>SECOND</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司 (the “Company”)</p> <p>(Adopted by a Special Resolution passed on 2 June 2022 and effective on 2 June 2022 <u>31 May 2024 and effective on 31 May 2024</u>)</p>

Articles of association	
<p>Title</p> <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司</p> <p>(Adopted by a Special Resolution passed on 2 June 2022 and effective on 2 June 2022)</p>	<p>Title</p> <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES <u>SECOND</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司</p> <p>(Adopted by a Special Resolution passed on 2 June 2022 and effective on 2 June 2022 31 May 2024 and effective on 31 May 2024)</p>
<p>Nil</p>	<p>Insert a new definition to Article 1(b)</p> <p><u>“corporate communication” has the meaning given to it in the Listing Rules;</u></p>
<p>Article 1(b)</p> <p>...</p> <p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) words denoting the singular number shall include the plural number and vice versa;</p> <p>(ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p>	<p>Article 1(b)</p> <p>...</p> <p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) words denoting the singular number shall include the plural number and vice versa;</p> <p>(ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p>

<p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p> <p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</p> <p>...</p>	<p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere;and</p> <p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force; and</p> <p>(v) <u>references to writing shall, unless the contrary intention appears, be construed as including without limitation printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Shareholder’s election comply with all applicable laws, rules and regulations.</u></p> <p>...</p>
<p>Article 29</p> <p>In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers.</p>	<p>Article 29</p> <p>In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers or <u>by any electronic means.</u></p>

Article 175(b)

Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

Article 175(b)

Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post **or in any manner in which notices and documents may be sent to Shareholders as provided in these Articles,** together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

<p>Article 180(A)(i)</p> <p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>	<p>Article 180(A)(i)</p> <p>Except where otherwise expressly stated, aAny notice or document <u>(including any corporate communications within the meaning ascribed thereto under the Listing Rules)</u> to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>
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Article 180(A)(ii)

Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.

Article 180(A)(ii)

~~Except where otherwise expressly stated,~~
~~a~~Any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means ~~authorised in writing by the Shareholder concerned~~ **(including but not limited to electronic means) as permitted by the Companies Act and the Listing Rules** or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, ~~a notice or document~~ **any corporate communication** may be served or delivered by the Company to any Shareholder by ~~electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published~~ **(i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the HK Stock Exchange's website.**

<p>Article 181(a)</p> <p>Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>	<p>Article 181(a)</p> <p>Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an <u>electronic address or</u> address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address <u>or electronic address</u> of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>
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Article 181(b)

Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.

Article 181(b)

Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office ~~or, if the Board sees fit,~~ **by electronic communication or** by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office ~~addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described~~ **or by electronic communication** which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.

Article 183

A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.

Article 183

A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through **electronic means or** the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at **the electronic address or** the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an **electronic address or** address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.

NOTICE OF ANNUAL GENERAL MEETING



YAN TAT GROUP HOLDINGS LIMITED 恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Yan Tat Group Holdings Limited (the “**Company**”) will be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 31 May 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements together with the report of the directors (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2023.
2. To declare and pay to the shareholders of the Company a final dividend of HK10.0 cents per share of the Company for the year ended 31 December 2023.
3.
 - (a) To re-elect Mr. Chan Wing Yin as an executive Director of the Company;
 - (b) To re-elect Mr. Chan Yan Kwong as a non-executive Director of the Company;
 - (c) To re-elect Mr. Chung Yuk Ming as an independent non-executive Director of the Company; and
 - (d) To authorise the board of Directors to fix their remuneration.
4. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of Directors to fix their remuneration.

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

5. “**THAT:**
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to

NOTICE OF ANNUAL GENERAL MEETING

allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of the issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where

NOTICE OF ANNUAL GENERAL MEETING

appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of the issued Shares of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

7. **“THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the total number of the issued shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of the issued shares of the Company repurchased by the Company

NOTICE OF ANNUAL GENERAL MEETING

under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of the issued shares of the Company at the date of the passing of this resolution.”

SPECIAL RESOLUTION

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

8. **“THAT:**

- (A) the proposed amendments (the **“Proposed Amendments”**) to the existing amended and restated memorandum and articles of association of the Company (the **“Existing Memorandum and Articles of Association”**), the details of which are set out in Appendix III to the circular of the Company dated 25 April 2024, be and are hereby approved;
- (B) the second amended and restated memorandum and articles of association of the Company (the **“Second Amended and Restated Memorandum and Articles of Association”**) incorporating and consolidating all the Proposed Amendments (copy of which has been produced to the Annual General Meeting marked “A” and signed by the chairman of the Annual General Meeting for identification purpose) be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect; and
- (C) any one Director, the registered office provider of the Company or the company secretary of the Company be and is hereby authorised severally to do all such deeds, acts, matters and things and execute all such documents and make all such arrangements that he/she/it shall, in his/her/its absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong, respectively.”

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

Hong Kong, 25 April 2024

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 10:00 a.m. (Hong Kong Time) on Wednesday, 29 May 2024.
3. The register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2024.
4. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to ordinary resolutions set out in paragraphs 3 and 5 to 7 of this notice, a circular giving details of the re-electing of Directors and general mandates to issue and to repurchase Shares is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yantat.com). The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
6. With regard to the special resolution set out in paragraph 8 of this notice, a circular giving details of the Proposed Amendments is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yantat.com). Full particulars of the Proposed Amendments are set out in Appendix III to the circular.