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

If you have sold or transferred all your shares in Yoho Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Yoho Group Holdings Limited

友和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2347)

**APPROVAL OF THE PROPOSED FINAL DIVIDEND
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES
(INCLUDING SALE OR TRANSFER OF TREASURY SHARES)
AND
PROPOSED ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Yoho Group Holdings Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 29 August 2025 at 3:00 pm is set out on pages 33 to 37 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 pm on Wednesday, 27 August 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.yohohongkong.com).

References to time and dates in this circular are to Hong Kong time and dates.

7 August 2025

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held physically at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 29 August 2025 at 3:00 pm, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 33 to 37 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the AGM, which is set out on pages 33 to 37 to this circular
“Amended and Restated Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company following adoption of proposed amendments to the existing Articles of Association, the details of which are set out in the section headed “7. Proposed Adoption of the Amended and Restated Memorandum and Articles of Association” in the Letter from the Board and Appendix III to this circular
“Articles of Association”	the memorandum and articles of association of the Company currently in force (as amended, supplemented or otherwise modified from time to time)
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	Yoho Group Holdings Limited, an exempted company incorporated in the Cayman Islands on 13 April 2021 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and otherwise deal with additional Shares (including sale or transfer of treasury shares held by the Company, if any) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 7 of the AGM Notice
“Latest Practicable Date”	1 August 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	10 June 2022, being the date on which the Shares first becoming listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or other modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, Macau special Administrative Region and Taiwan, unless otherwise specified
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the AGM Notice

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.0001 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the same meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



Yoho Group Holdings Limited

友和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2347)

Executive Directors:

Mr. Wu Faat Chi (*Chairman and
Chief Executive Officer*)
Ms. Tsui Ka Wing (*Chief Operating Officer*)

Non-executive Director:

Mr. Man Lap

Independent Non-executive Directors:

Dr. Qian Sam Zhongshan
Dr. Leung Shek Ling Olivia
Mr. Ho Yun Tat

Registered Office:

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

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

9A, Bamboos Centre
52 Hung To Road
Kwun Tong, Kowloon
Hong Kong

7 August 2025

To the Shareholders

Dear Sir/Madam,

**APPROVAL OF THE PROPOSED FINAL DIVIDEND
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES
(INCLUDING SALE OR TRANSFER OF TREASURY SHARES)
AND
PROPOSED ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on 29 August 2025 including, among other matters, (i) the approval of the proposed final dividend; (ii) the proposed re-election of

LETTER FROM THE BOARD

the retiring Directors; (iii) the proposed re-appointment of auditor; (iv) the proposed grant to the Directors of the Issuance Mandate to issue Shares (including sale or transfer of treasury shares) and the Repurchase Mandate to repurchase Shares; (v) the proposed amendments to the Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association; and (vi) to give the Shareholders notice of the AGM.

2. APPROVAL OF THE PROPOSED FINAL DIVIDEND

As stated in the annual results announcement of the Company for the year ended 31 March 2025 dated 26 June 2025, the Board has recommended the payment of a final dividend of HK\$0.015 per Share for the year ended 31 March 2025 (the “**Final Dividend**”), representing a total amount of HK\$7,399,010, subject to the approval of the Shareholders at the AGM. Such dividend, which reflects the continued confidence of the Board in the Group’s fundamentals and earning sustainability, is conditional upon the passing of the relevant resolutions (set out in item 2 of the AGM Notice) by Shareholders at the AGM.

The Final Dividend will be paid to Shareholders whose names appear on the register of members of the Company as at the close of business on Wednesday, 10 September 2025. In order to establish entitlements to the proposed Final Dividend, the register of members of the Company will be closed from Friday, 5 September 2025 to Wednesday, 10 September 2025, both days inclusive, during which period no transfer of Shares will be effected or registered. The record date will be Wednesday, 10 September 2025. To qualify for the proposed Final Dividend, all completed transfer documents, accompanied by the relevant share certificates must be lodged for registration 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. (Hong Kong time) on Thursday, 4 September 2025.

Subject to the approval by the Shareholders at the AGM, the proposed Final Dividend is expected to be payable on or around Friday, 26 September 2025.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 16.19 of the Articles of Association, Mr. Wu Faat Chi, as an executive Director, and each of Mr. Ho Yun Tat and Dr. Leung Shek Ling Olivia, as independent non-executive Directors, shall retire from the Board of Directors by rotation at the AGM. All of the above Directors, being eligible, have offered themselves for re-election at the AGM. None of the independent non-executive Directors had served more than nine years as at the Latest Practicable Date.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Wu Faat Chi, as an executive Director, and each of Mr. Ho Yun Tat and Dr. Leung Shek Ling Olivia, as independent non-executive Directors.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors standing for re-election, their qualifications, skills and experience, time commitment and contribution with reference to the nomination principles and criteria set out in the Company's board diversity policy, director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. Each member of the Nomination Committee abstained from voting at the committee meeting when his/her respective nomination was being considered. Mr. Wu Faat Chi, who is proposed to be re-elected as an executive Director, and each of Mr. Ho Yun Tat and Dr. Leung Shek Ling Olivia, who are proposed to be re-elected as independent non-executive Directors, confirmed to the Company that they did not, as at the Latest Practicable Date, hold six or more directorships in any listed companies. The Board notes that the Directors standing for re-election have extensive experience in the fields and professions that are relevant to the Company's business as well as sound understanding of the Group's operations; and thus, they are expected to continue to provide valuable and relevant insights and contribute towards the governance and oversight of the Company, both at the Board and the Board committee levels.

The Nomination Committee has assessed and reviewed the independence of each of Mr. Ho Yun Tat and Dr. Leung Shek Ling Olivia based on the independence criteria set out in Rule 3.13 of the Listing Rules, and has affirmed that they remain independent.

Details of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular. The re-election of each of the retiring Directors is subject to a separate resolution as set out in the AGM Notice in this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

Deloitte Touche Tohmatsu will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation by the audit committee of the Company, proposed to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. A proposed resolution will also authorise the Board to fix its remuneration as auditor of the Company. Deloitte Touche Tohmatsu has indicated its willingness to be re-appointed as the auditor of the Company for the said period.

LETTER FROM THE BOARD

5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 August 2024, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the AGM Notice. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 499,338,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 49,933,800 Shares, being 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of Shareholders in a general meeting of the Company.

Depending on market conditions and funding arrangements at the time, the exercise of the Repurchase Mandate may lead to an enhancement of the net asset value per Share and/or earnings per Share, and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders.

An explanatory statement required by the Listing Rules to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

6. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES (INCLUDING SALE OR TRANSFER OF TREASURY SHARES)

At the annual general meeting of the Company held on 30 August 2024, a general mandate was granted to the Directors to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to take advantage of market conditions to raise additional capital or to meet other strategic needs of the Company from time to time by way of issuance of new Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue and

LETTER FROM THE BOARD

otherwise deal with additional Shares (including any sale or transfer of treasury shares, if any) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 7 of the AGM Notice. As at the Latest Practicable Date, the number of issued Shares was 499,338,000 Shares and there were no treasury shares. Based on 499,338,000 Shares in issue as at the Latest Practicable Date and subject to the passing of the proposed resolution for the grant of the Issuance Mandate at the AGM and assuming no further Shares will be issued or bought back and no treasury shares held prior to the date of the AGM, the Directors will be authorised to issue up to 99,867,600 Shares under the Issuance Mandate. The Issuance Mandate may be exercised during the period from the passing of the ordinary resolution approving the Issuance Mandate and ending on 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 or the Companies Act or any other applicable laws of the Cayman Islands to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company. The Directors have no present intention to issue any new Shares (including any sale or transfer of Treasury Shares) pursuant to the Issuance Mandate proposed to be granted to them at the AGM.

In addition, ordinary resolution will also be proposed to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate at the AGM.

7. PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 31 July 2025. The Board proposes to amend the Articles of Association for the purposes of, among other things, bringing them in line with amendments to the Listing Rules (including, without limitation, the latest regulatory requirements of the Stock Exchange following conclusion of the consultations regarding further expansion of the paperless listing regime) as well as including express provisions for the Company to hold treasury share (following introduction by the Stock Exchange of the treasury share regime) (the “**Proposed Amendments**”).

The Proposed Amendments are summarised as follows:

- (i) **facilitation of electronic communication:** inclusion of provisions for enabling the use of electronic communication for notices and documents (including financial statements), permitting proxy instruments to be executed by electronic means and execution of any notice or document by the Company by electronic means. Following adoption of the Amended and Restated Memorandum and Articles of Association, Shareholders may receive notices and documents via electronic number or address or website provided to the Company or publication on the Company’s website or the website of the Stock Exchange, subject to applicable regulations;

LETTER FROM THE BOARD

- (ii) **facilitation of electronic and hybrid general meetings:** to modernize and provide flexibility to the Company in relation to the conduct of general meetings by including provisions for enabling general meetings or class meetings of the Company to be held physically, as a hybrid meeting (i.e. partially physical and partially by electronic means);
- (iii) **treasury shares:** inclusion of provisions expressly allowing the Company to hold shares it repurchases or acquires. This will empower the Board to cancel, transfer, or otherwise deal with treasury shares in accordance with the law and the Listing Rules, providing greater flexibility in managing share capital; and
- (iv) incorporating consequential and other housekeeping amendments in the Articles of Association.

The Board proposes to adopt the Amended and Restated Memorandum and Articles of Association, incorporating the Proposed Amendments, in substitution for, and to the exclusion of the existing Articles of Association.

Details of the Proposed Amendments (marked up against the relevant provisions of the existing Articles of Association) are set out in Appendix III to this circular. The Amended and Restated Memorandum and Articles of Association will also be published on the Company's website (www.yohohongkong.com) upon approval by Shareholders at the AGM.

Save for the Proposed Amendments, other articles in the existing Articles of Association shall remain unchanged. The Amended and Restated Memorandum and Articles of Association are written in English and the Chinese translation is purely for Shareholders' reference only. Should there be any discrepancy, the English version shall prevail.

The Hong Kong and Cayman legal advisers of the Company have confirmed that the Proposed Amendments and the Amended and Restated Memorandum and Articles of Association comply with the provisions of the Listing Rules and do not violate the applicable laws of the Cayman Islands, respectively. The Directors also confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles of Association are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the AGM and will become effective upon the approval by the Shareholders at the AGM.

LETTER FROM THE BOARD

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 33 to 37 of this circular at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the Final Dividend; (ii) the re-election of the retiring Directors; (iii) the re-appointment of auditors; (iv) the Issuance Mandate to issue Shares (including sale or transfer of treasury shares); and (v) the Repurchase Mandate to repurchase Shares, and a special resolution will be proposed to the Shareholders to consider and approve the Proposed Amendments to the existing Articles of Association and adoption of the Amended and Restated Memorandum and Articles of Association.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.yohohongkong.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 pm on Wednesday, 27 August 2025) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

9. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 25 August 2025 to Friday, 29 August 2025, both dates inclusive, during which period no transfer of shares will be registered. The record date will be Friday, 29 August 2025. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that 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, 22 August 2025.

LETTER FROM THE BOARD

10. RESPONSIBILITY OF DIRECTORS

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.

11. RECOMMENDATION

The Board are pleased to recommend the re-election of the retiring Directors at the AGM whose biographical details are set out in Appendix I to this circular. The Board also consider that the proposed resolutions set out in the notice convening the AGM, including without limitation, regarding (i) the approval of the proposed Final Dividend; (ii) the proposed re-appointment of auditor; (iii) the proposed grant to the Directors of the Issuance Mandate and the Repurchase Mandate; and (iv) the Proposed Amendments to the Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association, are fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the AGM, respectively.

12. MISCELLANEOUS

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

Yours faithfully,
By order of the Board
Yoho Group Holdings Limited
Wu Faat Chi
Chairman and Executive Director

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following Directors do not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in Shares and underlying Shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(1) Mr. Wu Faat Chi

Mr. Wu Faat Chi (“**Mr. Wu**”), aged 39, co-founded Yoho OMO Business in 2013, is an executive Director and Chairman of the Board. Mr. Wu was appointed as a Director in April 2021, and was re-designated as an executive Director and appointed as the Chairman of the Board in June 2021. Mr. Wu is responsible for formulating the strategic development plans of the Group and overall management of the Group. Mr. Wu has more than 17 years of experience in the consumer electronics and home appliances industry in Hong Kong and the PRC. Prior to commencing the Group’s e-commerce business in 2013, he was involved in the trading and distribution of consumer electronics through offline channels in Hong Kong from 2008 to 2013. He was also engaged in the trading of consumer electronics in the PRC from 2011 to 2013. Mr. Wu holds a degree of Bachelor of Business Administration with a major in Economics and a minor in Humanities and China Studies from the Hong Kong University of Science and Technology.

Mr. Wu is also one of the directors of each of the subsidiaries of the Group.

Mr. Wu is the spouse of Ms. Tsui Ka Wing (“**Ms. Tsui**”).

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Wu was interested in 321,955,708 Shares. Of these Shares, Mr. Wu beneficially owned 8,014,000 Shares. He was deemed to be interested in 168,003,522 Shares held by The Mearas Venture Limited, a company wholly-owned by him. He was also deemed to be interested in 145,938,186 Shares in which his spouse, Ms. Tsui Ka Wing, is interested.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Wu has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis. His appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Wu is entitled to a monthly remuneration of HK\$13,000 and a monthly salary of HK\$70,750 for acting as an executive Director and the Chief Executive Officer of the Group, respectively (excluding any discretionary bonus) which was determined with reference to his duties and responsibilities within the Group and the Group's performance.

(2) Mr. Ho Yun Tat

Mr. Ho Yun Tat ("**Mr. Ho**"), aged 39, is the independent non-executive Director and joined the Group in May 2022. Mr. Ho has been serving as the Senior Director, Finance of Klook Travel Technology Limited, an experiences platform which connects users from all over the world with local merchants providing a vast array of activities, tours, attractions and destination services, since April 2020, where he is responsible for managing and leading the finance functions of the company. From October 2009 to July 2015, Mr. Ho worked at PricewaterhouseCoopers, starting as an associate in the tax department and later serving as a manager in the assurance department in the financial services practice. From September 2015 to January 2016, Mr. Ho was an associate in the internal audit division of Morgan Stanley Asia Limited in Hong Kong. From January 2016 to November 2019, Mr. Ho served as a financial director at GOGOX (formerly known as GOGO Tech Limited), a technology platform offering logistics solutions. Mr. Ho obtained a degree of Bachelor of Business Administration in Professional Accounting from the Hong Kong University of Science and Technology in November 2009. Mr. Ho has been a member of the Hong Kong Institute of Certified Public Accountants since March 2013.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Ho was beneficially interested in 560,000 Shares.

Mr. Ho has entered into a letter of appointment with the Company for a term of one year commencing from the Listing Date and entered into a letter of renewal with the Company for a term of one year commencing from 10 June 2023 and shall thereafter continue on a month to month basis. His appointment is subject to termination at any time by either party giving to the other not less than one month's notice in writing, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Ho is entitled to a monthly remuneration of HK\$13,000 (excluding any discretionary bonus) which was determined with reference to his duties and responsibilities within the Group and the Group's performance.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(3) Dr. Leung Shek Ling Olivia

Leung Shek Ling Olivia (formerly known as Leung Wai Fong Olivia, “**Dr. Leung**”), aged 53, is the independent non-executive Director and joined the Group in July 2023. Dr. Leung is a Canadian Chartered Accountant, PhD and associate professor of teaching in Accounting. Dr. Leung has been the principle lecturer of the Faculty of Business and Economics of The University of Hong Kong since July 2011 and the associate dean of the Faculty of Business and Economics of The University of Hong Kong since January 2020. Her primary working experience includes assistant professor and principle lecturer of accounting at The City University of Hong Kong from August 2004 to June 2011, director of the International Business and Global Management Program of The University of Hong Kong from June 2016 to October 2018 and assistant dean of the Faculty of Business and Economics of The University of Hong Kong from June 2016 to December 2019. Dr. Leung obtained a bachelor’s degree from The University of British Columbia in Canada and a doctorate degree from The Chinese University of Hong Kong in June 1994 and June 2004, respectively. Since June 2020, Dr. Leung has been an independent non-executive director of GF Securities Co., Ltd. (廣發証券股份有限公司) a company listed on the Main Board of the Stock Exchange (stock code: 1776) and the Shenzhen Stock Exchange (stock code: 000776).

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Dr. Leung was beneficially interested in 448,000 Shares.

Dr. Leung has entered into a letter of appointment with the Company for an initial term of one year commencing from 31 July 2023 and shall thereafter continue on a month to month basis. Her appointment is subject to termination at any time by either party giving to the other not less than one month’s notice in writing, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Dr. Leung is entitled to a monthly remuneration of HK\$13,000 (excluding any discretionary bonus) which was determined with reference to her duties and responsibilities within the Group and the Group’s performance.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 499,338,000 Shares in issue with no treasury shares.

Subject to the passing of the ordinary resolution set out in item 6 of the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 49,933,800 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM.

2. REASONS FOR SHARE REPURCHASE

Shares repurchase may, depending on the 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 a repurchase will benefit the Company and the Shareholders. As such, the Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

On the other hand, Shares repurchased by the Company and held as treasury shares may provide more flexibility to the Board to resell the treasury shares on the market prices to raise additional funds for the Company, or transfer or use for share grants under share schemes that comply with Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be. The Directors may not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement other than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

4. IMPACT OF SHARE REPURCHASE

Following the repurchase of Shares, the Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) not, or procure its broker not to, give any instructions to HKSCC to vote at general meetings of the Company for its treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them; and (iii) adopt any other measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares, in each case before the record date for the dividends or distributions.

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 audited accounts contained in the annual report of the Company for the year ended 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up) in the event that the Repurchase Mandate was 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 of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2024		
September	0.71	0.60
October	0.69	0.60
November	0.66	0.53
December	0.79	0.59
2025		
January	0.79	0.63
February	0.76	0.61
March	0.67	0.61
April	0.66	0.56
May	0.80	0.61
June	0.70	0.61
July	0.74	0.65
August (<i>up to the Latest Practicable Date</i>)	0.73	0.69

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of Cayman Islands. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Wu, Ms. Tsui, The Mearas Venture Limited and The Wing Venture Limited (collectively, the **"Controlling Shareholders"**), were beneficially interested in an aggregate of 321,955,708 Shares, representing approximately 64.48% of the issued Shares. In the event that the Directors exercise the proposed Repurchase Mandate in full and assuming that there is no other change in the total number of issued Shares between the Latest Practicable Date and the date of Share repurchase, the aggregate shareholding of the Controlling Shareholders would be increased to approximately 71.64% of the issued Shares. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company has repurchased a total of 348,000 Shares of the Company on the Stock Exchange and the details are set out below.

Date of Buy-back	No. of Shares	Price Per Share	
		Highest HK\$	Lowest HK\$
14 April 2025	24,000	0.62	0.61 ^{Note}
16 April 2025	154,000	0.64	0.62 ^{Note}
16 July 2025	42,000	0.67	0.67 ^{Note}
18 July 2025	128,000	0.69	0.68 ^{Note}

Note: The Company intends to cancel these repurchased shares and does not intend to hold them as treasury shares.

Save as disclosed above, the Company has not purchased, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

The details of the Proposed Amendments and restatement to the existing Articles of Association of the Company are set out below¹:

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“Communication Facilities”

means video, video-conferencing, internet or online conferencing applications, telephone or teleconferencing and/or any other video communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all Members’ rights to speak and vote at the meeting are maintained.

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“Corporate Communication”

shall have the meaning given to it in the Listing Rules.

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“ordinary resolution”

shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles, and shall include an ordinary resolution passed pursuant to Article 13.101.

.....

“Person”

shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.

1. Due to the addition/deletion of clauses, the numbering of the relevant provisions and cross-references in the Amended and Restated Memorandum and Articles of Association are adjusted accordingly without further indications. Housekeeping amendments (including update of margin notes) are also adjusted without further indications.
2. The Proposed Amendments are prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

“Present”

shall mean, in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being:

- (a) physically present at the meeting; or
- (b) in the case of any meeting at which Communication Facilities are permitted, in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.

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“special resolution”

shall have the same meaning as ascribed thereto in the Companies Act and for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members (excluding voting rights attaching to treasury shares) as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and shall include a special resolution passed pursuant to Article 13.101.

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~~“transfer office”~~

~~shall mean the place where the principal register is situate for the time being.~~

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“treasury shares”

shall mean shares of the Company that were previously issued but were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury shares.

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“Virtual Meeting”

shall mean any general meeting of members at which the members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.

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How class rights
may be modified
App A1 r.15

- 3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares (other than the Company in respect of the treasury shares) of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares (excluding treasury shares) of that class.

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Company may
purchase and
finance the
purchase of own
shares and
warrants

- 3.7 Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrant for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and

the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force. Subject to the Companies Act and the Listing Rules, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

.....

Share certificates 4.11 ~~Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question.~~ A member shall only be entitled to a share certificate if the Board resolves that share certificates be issued, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

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Requirements as to transfer 7.6 The Board may also decline to register any transfer of any shares unless:

- (a) the instrument of transfer is lodged with the Company accompanied by the certificate (if any) for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;

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Certificate to be given up on transfer 7.8 Upon every transfer of shares, the certificate (if any) held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall, subject to the Board resolving to issue share certificates pursuant to Article 4.11, be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred

to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, subject to the Board resolving to issue share certificates pursuant to Article 4.11, be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.

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10A Treasury Shares

10A.1 Subject to the Companies Act and the Listing Rules, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares. Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as treasury shares and not treated as cancelled if: (a) the Board so determines prior to the purchase, redemption or surrender of those shares: and (b) the relevant provisions of the Memorandum, these Articles and the Companies Act are otherwise complied with.

10A.2 No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be declared or paid in respect of a treasury share. Nothing in this Article 10A.2 prevents an allotment of shares as fully paid bonus shares in respect of a treasury share and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.

10A.3 The Company shall be entered in the register of members as the holder of the treasury shares provided that:

- (a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void: and
- (b) a treasury share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Act, save that an allotment of shares as fully paid bonus shares in respect of a treasury share is permitted and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.

10A.4 Subject to the Companies Act and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Directors.

10A.5 Subject to the these Articles, the Listing Rules, other rules and regulations of the Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time: (a) cancel any one or more treasury shares: or (b) transfer any one or more treasury shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).

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Annual general
meeting
App 3A1 r.14(1)

12.1 The Company shall hold a general meeting as its annual general meeting ~~in~~ for each financial year. The within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place (which, in the case of a Virtual Meeting, includes a virtual place) as the Board shall appoint.

Convening of
extraordinary
general meeting
App A1 r.14(5)

12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights (excluding any voting rights attaching to treasury shares), on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

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12.3

Communications
Facilities
App A1

12.4 The Board may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.

Notice of
meetings
App 3 r.14(2)
Notice of
meetings
App A1 r.14(2)

~~12.4~~

12.5 An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place (which, in the case of a Virtual Meeting, includes a virtual place), and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

~~12.5~~

12.6 Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article ~~12.4~~ 12.5, it shall be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.

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12.9 The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.13) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.

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~~12.9~~

12.11 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general

meeting on the date or at the time and place (whether physical or virtual) specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place (whether physical or virtual) in accordance with Article 12.14~~3~~.

~~12.10~~

12.12 The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.13~~4~~.

~~12.11~~

12.13 Where a general meeting is postponed in accordance with Article 12.11~~9~~ or Article 12.10~~2~~:

- (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.10~~2~~;
- (b) the Board shall fix the date, time and place (whether physical or virtual) for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting ~~by one of the means~~ in the manner specified in Article 30.1; and such notice shall specify the date, time and place (which, in the case of a Virtual Meeting, includes a virtual place) at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and
- (c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article ~~12.4~~12.5.

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Quorum 13.1 For all purposes the quorum for a general meeting shall be two members ~~p~~Present ~~in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~ provided always that if the Company has only one member of record the quorum shall be that one member ~~P~~Present ~~in person or by proxy~~. No business (except the appointment of a Chairperson) shall be transacted at any general meeting unless the requisite quorum shall be ~~p~~Present at the commencement of the business.

When if quorum not present meeting to be dissolved and when to be adjourned 13.2 If within 15 minutes from the time appointed for the meeting a quorum is not ~~P~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~p~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~p~~Present ~~in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~ shall be a quorum and may transact the business for which the meeting was called.

Chairperson of general meeting 13.3 The chairperson of the board of Directors shall take the chair at every general meeting, or, if there be no such chairperson or, if at any general meeting such chairperson shall not be ~~P~~Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors ~~p~~Present shall choose another Director as Chairperson, and if no Director be ~~P~~Present, or if all the Directors ~~p~~Present decline to take the chair, or if the Chairperson chosen shall retire from the chair, then the members ~~p~~Present ~~(whether in person or represented by proxy or duly authorised representative)~~ shall choose one of their own number to be Chairperson.

~~13.3~~

13.4 The Chairperson shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairperson, in which event:

- (a) the Chairperson shall be deemed to be Present at the meeting; and
- (b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairperson to hear and be heard by all other Persons attending and participating at the meeting then the Directors Present at the meeting shall choose another Director Present to act as Chairperson of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.

~~13.4~~

Power to adjourn general meeting/ business of adjourned meeting 13.5 The Chairperson may, with the consent of any general meeting at which a quorum is ~~p~~Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (whether physical or virtual) as the meeting shall determine.

Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place (which, in the case of a Virtual Meeting, includes a virtual place), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Must vote by
poll

~~13.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairperson may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.~~

Must vote by poll

13.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairperson may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

~~13.6~~

Poll

13.7 A poll shall (subject as provided in Article 13.78) be taken in such manner (including the use of ballot or voting papers or tickets or by electronic voting) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairperson directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

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Votes of members
App 3A1 r.14(3)

14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member Present shall have (a) ~~every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to~~ speak, (b) one vote on a show of hands, ~~every member present in such manner shall have one vote~~ and (c) ~~on a poll every member present in such manner shall have one vote for~~ each share registered in his name in the register on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

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Delivery of
authority for
appointment of
proxy

14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place or in such other manner (including by electronic means) as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairperson of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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App 3A1 r.19

14.15 If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting or creditors meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.

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Payment by wire
transfer or by post

24.23 Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his

or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.

- 24.24 The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending wire transfers or cheques for dividend entitlements or dividend warrants after the first occasion on which such a wire transfer, cheque or warrant is returned undelivered.

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- Service of notices 30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company and any notices may be served by the Board on any member ~~either personally or by~~ in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules: (a) personally by leaving it at the registered address of such member as appearing in the register; (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or; ~~(c) to the extent permitted by the Listing Rules and all applicable laws and regulations,~~ by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company ~~or by placing it on the Company's Website provided that the Company has obtained either~~ (a) ~~the member's prior express positive confirmation in writing or~~ (b) ~~the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means;~~ (d) by causing it to be placed on the Company's Website and published on the Exchange's website; or (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

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Members out of
Hong Kong
When notice deemed to
be Served

30.4 Any notice or document, including any Corporate Communication:

- (a) ~~Any notice or other document~~ delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) ~~Any notice or document~~ sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (c) ~~Any notice~~ given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) served by being placed on the Company's Website and published on the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and
- (e) ~~Any notice~~ served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

When notice
deemed to be
served

30.4 ~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

- 30.5 ~~Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.~~
- 30.6 ~~Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~
- 30.7 ~~Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).~~
- 30.8 ~~Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

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NOTICE OF ANNUAL GENERAL MEETING



Yoho Group Holdings Limited

友和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2347)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Yoho Group Holdings Limited (the “Company”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 29 August 2025 at 3:00 pm for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and independent auditor of the Company for the year ended 31 March 2025.
2. To declare a final dividend of HK\$0.015 per Share for the year ended 31 March 2025.
3. To re-elect the following retiring Directors:
 - (a) Mr. Wu Faat Chi as an executive Director;
 - (b) Mr. Ho Yun Tat as an independent non-executive Director; and
 - (c) Dr. Leung Shek Ling Olivia as an independent non-executive Director.
4. To authorise the Board to fix the respective Directors’ remuneration.
5. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as amended, supplemented or otherwise modified from time to time) (the “Listing Rules”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of and

NOTICE OF ANNUAL GENERAL MEETING

on behalf of the Company to repurchase its Shares on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs in accordance with all applicable laws, rules and regulations;

- (b) the total number of Shares which may be repurchased by the Company during the Relevant Period (as defined below) pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution); 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;
- (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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and otherwise deal with additional Shares in the capital of the Company (including any sale or transfer of treasury shares, if any) and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers of and on behalf of the Company during the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such power after the end of the Relevant Period (as defined below);

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company (including but not limited to the share option scheme adopted by the Company on 20 May 2022) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; and
- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares (excluding treasury shares, if any) at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly; and

(d) 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;
- (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 to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt in by the Directors (including any sale or transfer of shares that are held as treasury shares, if any) pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number of Shares shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution).”

SPECIAL RESOLUTION

9. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“THAT:

- (a) the proposed amendments to the existing articles of association of the Company (**“Proposed Amendments”**) and the adoption of the amended and restated memorandum and articles of association of the Company which incorporates the Proposed Amendments, in substitution for, and to the exclusion of, the existing articles of association of the Company (the **“Amended and Restated Memorandum and Articles of Association”**) be and are hereby approved; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association of the Company, including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board
Yoho Group Holdings Limited
Wu Faat Chi
Chairman and Executive Director

Hong Kong, 7 August 2025

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Stock Exchange and the Company in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy, or if a Shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it. Holders of treasury shares, if any, shall abstain from voting at the Company's general meeting.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 pm on Wednesday, 27 August 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 25 August 2025 to Friday, 29 August 2025, both dates inclusive, during which period no transfer of shares will be registered. The record date will be Friday, 29 August 2025. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that 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, 22 August 2025.
5. If typhoon signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect/hoisted any time at or after 9:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.yohohongkong.com to notify Shareholders of the date, time and place of the rescheduled meeting. 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.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Wu Faat Chi and Ms. Tsui Ka Wing; the non-executive Director is Mr. Man Lap; and the independent non-executive Directors are Dr. Qian Sam Zhongshan, Dr. Leung Shek Ling Olivia and Mr. Ho Yun Tat.