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

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禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01628)

**RE-ELECTION OF DIRECTORS
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Yuzhou Group Holdings Company Limited to be held at Unit 5805, 58/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 28 May 2021 at 10:00 a.m. is set out in this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

22 April 2021

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DEFINITIONS

In this circular, unless the context states otherwise, the following expressions have the following meaning:

“2020 Annual Report”	the annual report of the Company for the financial year ended 31 December 2020 despatched to the Shareholders together with this circular
“AGM”	the annual general meeting of the Company to be held at Unit 5805, 58/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 28 May 2021 at 10:00 a.m., notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Yuzhou Group Holdings Company Limited (禹洲集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	20 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) in issue
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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

LETTER FROM THE BOARD



禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01628)

Executive Directors:

Lam Lung On (*Chairman, J.P.*)

Kwok Ying Lan (*Vice Chairman*)

Lin Conghui

Lam Yu Fong

Registered Address:

Cricket Square, Hutchins Drive,

P.O. Box 2681,

Grand Cayman KY1-1111,

Cayman Islands

Non-executive Director:

Xie Mei

*Principal place of business
in Hong Kong:*

Units 5801-02, 58/F

The Center,

99 Queen's Road Central,

Central

Hong Kong

Independent Non-executive Directors:

Lam Kwong Siu

Wee Henny Soon Chiang

Zhai Pu

22 April 2021

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give Shareholders information on matters to be dealt with at the forthcoming AGM, which include the (i) re-election of Directors; and (ii) grant of general mandates to issue and repurchase Shares.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In relation to resolution No. 3 in the notice of the AGM, Mr. Lam Lung On, Mr. Wee Henny Soon Chiang, Dr. Zhai Pu and Ms. Xie Mei will retire at the AGM by rotation pursuant to Article 84 of the Articles of Association and, being eligible, have offered themselves for re-election.

Each of Mr. Wee Henny Soon Chiang and Dr. Zhai Pu, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is satisfied that both Mr. Wee Henny Soon Chiang and Dr. Zhai Pu meet the independence requirements set out in Rule 3.13 of the Listing Rules and considers that each of the re-elections of Mr. Lam Lung On, Mr. Wee Henny Soon Chiang, Dr. Zhai Pu and Ms. Xie Mei as a Director is in the best interest of the Company and the Shareholders as a whole.

The Board has noted that the re-election of Mr. Wee Henny Soon Chiang, who has been serving as an independent non-executive Director since 2009 for more than nine years, will be subject to separate resolution to be approved by the Shareholders at the AGM in accordance with the Corporate Governance Code in Appendix 14 to the Listing Rules. Throughout his tenure of office, Mr. Wee Henny Soon Chiang has fulfilled the criteria for independence pursuant to Rule 3.13 of the Listing Rules. In addition, he has been providing objective and independent view to the Company over the years, and remain committed to his independent role. The Board is of the view that the long service of Mr. Wee Henny Soon Chiang would not affect his exercise of independent judgment and was satisfied that he has the required character, integrity and experience.

In addition, the nomination committee of the Company had evaluated the performance of each of Mr. Wee Henny Soon Chiang and Dr. Zhai Pu and is of the view that each of Mr. Wee Henny Soon Chiang and Dr. Zhai Pu has provided valuable contributions to the Company and have demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs. The nomination committee of the Company is also of the view that each of Mr. Wee Henny Soon Chiang and Dr. Zhai Pu would bring to the Board his own perspective, skills and experience, as further described in the respective biographies in Appendix I to this circular, and can contribute to the diversity of the Board taking into account their diversified educational background and professional experience.

The biographical details and interests in the Shares of all retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

By ordinary resolutions passed by the Shareholders on 4 June 2020, general and unconditional mandates were granted to the Directors to issue and repurchase Shares.

During the period from 4 June 2020 and up to the Latest Practicable Date, there had been no repurchase of the Shares by the Company. The above general and unconditional mandates will expire at the conclusion of the AGM.

The Directors believe that renewal of such general mandates is in the interest of the Company and the Shareholders. Accordingly, the following ordinary resolutions will be proposed at the AGM in order to grant to the Directors the new general and unconditional mandates to exercise the powers of the Company to issue and repurchase Shares:

- (i) an ordinary resolution (resolution No. 6) to grant to the Directors a general and unconditional mandate to authorise them to allot, issue and deal with additional Shares up to 20% of the aggregate number of the issued share capital of the Company as at the date of the passing of such resolution (the “**Issue Mandate**”);
- (ii) an ordinary resolution (resolution No. 7) to grant to the Directors a general and unconditional mandate to authorise them to repurchase Shares up to a maximum of 10% of the aggregate number of the issued share capital of the Company as at the date of the passing of such resolution (the “**Repurchase Mandate**”); and
- (iii) conditional upon the passing of the resolutions No. 6 and No. 7 as stated above, an ordinary resolution (resolution No. 8) to extend the Issue Mandate by an amount representing the aggregate number of Shares purchased by the Company under the Repurchase Mandate provided that such aggregated amount shall not exceed 10% of the aggregate number of the issued share capital of the Company as at the date of the passing of such resolution.

As at the Latest Practicable Date, the number of Shares in issue was 5,693,702,258. On the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed to allot and issue a maximum of 1,138,740,451 Shares under the Issue Mandate and to repurchase a maximum of 569,370,225 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the notice of the AGM set out in this circular for details of the abovementioned ordinary resolutions. An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is also set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 15 to 18 of this circular is the notice of the AGM to be held on Friday, 28 May 2021. A form of proxy for use in connection with the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the commencement of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be taken by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposals mentioned above, including the proposals for re-election of the Directors, the grant of the general mandates to issue, allot and repurchase Shares, and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders. The Directors recommend the Shareholders to vote in favour of all the ordinary resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Yuzhou Group Holdings Company Limited
Lam Lung On
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected (as the case may be) at the AGM.

Mr. Lam Lung On, aged 56, was appointed as the Chairman of our Board of Directors and our executive Director on 9 October 2009, and he is also a member of the remuneration committee and the nomination committee of our Company. Since he founded our Group in December 1994, Mr. Lam has held various positions including but not limited to chairman, deputy chairman, director and general manager in most of our subsidiaries and is primarily responsible for overseeing the development planning and strategic layout of the Company as well as the major decisions on the investment and human resources of the Company. He has over 27 years of experience in residential, commercial and hotel property development and investment. In 2006, Mr. Lam became an honorary citizen of Xiamen accredited by the mayor of Xiamen. Besides, he was appointed as a Deputy of the Hong Kong Special Administrative Region (HKSAR) of the People's Republic of China to the 13th National People's Congress (NPC) and has served in various public service positions, including a member of the HKSAR Election Committee, Vice Chairman of the All-China General Chamber of Industry and Commerce (member of the All-China Federation of Industry and Commerce), a member of the Standing Committee of the All-China Federation of Returned Overseas Chinese, Director of the External Liaison Committee of the Central Committee of the China Democratic National Construction Association and a member of the Tianjin Committee of the Chinese People's Political Consultative Conference. Mr. Lam also serves as the President of the Hong Kong Chinese Importers' & Exporters' Association, the investment consultant of Xiamen, the Honorary Chairman of the Hong Kong Federation of Fujian Associations, the Executive Deputy Chairman of the board of directors of the Hong Kong Volunteers Federation, the Honorary President of the Hong Kong Federation of Overseas Chinese Associations, the visiting professor of the University of Science and Technology of China and the executive Director and visiting professor of Jimei University. Mr. Lam graduated from the University of Science and Technology of China with a master's degree in Engineering in November 1996. Mr. Lam is the spouse of Ms. Kwok Ying Lan, the executive Director, the father of Ms. Lam Yu Fong, the executive Director, and the brother-in-law of Mr. Lin Conghui, the executive Director. Mr. Lam worked for Xiamen Land Development Company, a state-owned enterprise, before he founded the Group.

Mr. Lam entered into a service contract with the Company for a term of three years commencing from 2 November 2015 and 2 November 2018 respectively and such contract may be terminated by not less than three months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the service contract, Mr. Lam is entitled to a fixed remuneration of RMB1,743,000 per annum and discretionary annual bonus of an amount as shall be determined by the Board. Mr. Lam's remuneration is determined by the Board at the recommendation of the remuneration committee of the Company with reference to his duties and responsibilities and the prevailing market conditions.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Lam was interested in 3,347,696,644 Shares, which comprised (i) 7,336,485 Shares (representing approximately 0.13% of the issued share capital of the Company) as beneficial owner; (ii) 1,669,771,721 Shares (representing approximately 29.33% of the issued share capital of the Company) through Studious Profits Limited, a company wholly and beneficially owned by Mr. Lam; and (iii) 1,670,588,438 Shares (representing 29.34% of the issued share capital of the Company) interested by Ms. Kwok Ying Lan, who is the spouse of Mr. Lam, and is also an executive Director, the vice chairman of the Board and a controlling shareholder of the Company, pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam Lung On (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions with other members of the Group; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Lam's re-election that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wee Henny Soon Chiang (also known as Wee Toon Kian), aged 74, was appointed as an independent non-executive Director on 9 October 2009. He is also the chairman of the audit committee, and a member of the remuneration committee and the nomination committee of the Company. He has more than 30 years of experience in public accounting practice. Mr. Wee was an independent non-executive director of The Quaypoint Corporation Limited (now known as China Uptown Group Company Limited), a Cayman Islands incorporated company listed on the Hong Kong Stock Exchange (Stock code: 02330), from September 2001 to November 2006. He is the founder of Henny Wee & Co., a firm of Certified Public Accountants (Practising) registered at Hong Kong Institute of Certified Public Accountants in February 1988. Mr. Wee had been the partner of Henny Wee & Co. since 1988 and following a merger with another local firm of certified public accountants on 1 April 2016, he has been the managing partner of the merged SWC & Partners. He was also a partner of Glass Radcliffe Chan & Wee. Mr. Wee obtained a bachelor's degree in Commerce from the University of Newcastle, New South Wales, Australia, in March 1971. He became an associate member of the Institute of Chartered Accountants (Australia) in July 1975, and a Certified Public Accountant (Practicing) of the Hong Kong Society of Accountants, now known as the Hong Kong Institute of Certified Public Accountant since 1988.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Wee entered into a service contract with the Company for a term of three years commencing from 2 November 2015 and 2 November 2018 respectively and such contract may be terminated by not less than three months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the service contract, Mr. Wee is entitled to a remuneration of HK\$200,000 per annum. Mr. Wee's remuneration is determined by the Board at the recommendation of the remuneration committee of the Company with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wee Henny Soon Chiang (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions with other members of the Group; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Wee's re-election that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Dr. Zhai Pu, aged 46, was appointed as an independent non-executive Director on 28 December 2016. He is also a member of the audit committee of the Company. Dr. Zhai obtained a Ph.D from Cambridge University in the United Kingdom in 2000 and a bachelor's degree in Material Science and Engineering from Tsinghua University, China, in 1996. Recently, he has taken a role of advisory director for Ascendent Capital Partners (Asia) Limited. Ascendent Capital Partners (Asia) Limited is a private equity investment management firm focused on the Chinese market. Dr. Zhai was the chief executive officer of China Alpha Fund Management (HK) Limited between 2015 and 2018. Prior to that, he worked in the field of investment banking as managing director of J.P. Morgan Securities (Asia Pacific) Limited from September 2009 to March 2015, and as managing director of Macquarie (Hong Kong) Limited from May 2007 to August 2009. He has over 21 years of experience in corporate management and investment banking in the Greater China market.

Dr. Zhai entered into a letter of appointment with the Company for a term of three years commencing from 28 December 2016 and 28 December 2019 respectively and such appointment may be terminated by not less than three months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the letter of appointment, Dr. Zhai is entitled to a remuneration of HK\$200,000 per annum. Dr. Zhai's remuneration is determined by the Board at the recommendation of the remuneration committee of the Company with reference to his duties and responsibilities and the prevailing market conditions.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Dr. Zhai Pu (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions with other members of the Group; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Dr. Zhai's re-election that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Xie Mei, aged 53, was appointed as a non-executive Director on September 24, 2018. She has extensive management experience. Ms. Xie joined OCT (Asia) (華僑城(亞洲)) in 2004 and is currently the executive Director and chief executive officer of OCT (Asia). Ms. Xie is also the assistant to the president of Shenzhen Overseas Chinese Town Company Limited (深圳華僑城股份有限公司) ("OCT Ltd."), the director and general manager of Overseas Chinese Town (HK) Company Limited (香港華僑城有限公司), deputy general manager of Shenzhen OCT Capital Investment Management Co., Ltd. (深圳華僑城資本投資管理有限公司). She is also the Director of several subsidiaries of OCT Ltd. such as OCT (Nanchang) Industrial Co., Ltd. (華僑城(南昌)實業發展有限公司), Chengdu Tianfu OCT Industry Development Company Limited (成都天府華僑城實業發展有限公司), Hefei OCT Industry Development Company Limited (合肥華僑城實業發展有限公司) and a non-executive Director of E-House (China) Enterprise Holdings Limited (a company listed on the main board of the Hong Kong Stock Exchange) (Stock Code: 02048.HK). Ms. Xie joined OCT Group in 1994 and was the deputy director and director of the strategic development department of OCT Group. Ms. Xie graduated from the Faculty of Electrical Engineering of Xi'an Jiaotong University and obtained a bachelor's degree in Engineering in 1989. She also obtained a master's degree in Economics from the Renmin University of China in 1999.

Ms. Xie entered into a letter of appointment with the Company for a term of three years commencing from 24 September 2018 and such appointment may be terminated by not less than three months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the letter of appointment, Ms. Xie is not entitled to any director's emoluments as a non-executive Director.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Ms. Xie Mei (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions with other members of the Group; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Xie's re-election that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to the Shareholders for their consideration of the proposed resolutions in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,693,702,258 Shares. Subject to the passing of resolution No. 7 approving the Repurchase Mandate as set out in the notice of the AGM set out in this circular and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 569,370,225 Shares until (i) the conclusion of the next annual general meeting; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the revocation or variation of the authority set out in resolution No. 6 by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an increase of the net asset value of the Company and/or its earnings per Share and will only be made as and when the Directors believe such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

The Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited accounts contained in the 2020 Annual Report) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. The Directors, however, do not propose to exercise the Repurchase Mandate to such an 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 may from time to time be appropriate for the Company.

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 for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Lam Lung On and his spouse, Ms. Kwok Ying Lan, the controlling shareholders of the Company, were the beneficial owners of an aggregate of 3,347,696,644 Shares, representing approximately 58.80% of the total issued share capital of the Company. In addition, Mr. Lam and Ms. Kwok were interested in the share options to subscribe for an aggregate of 24,676,000 Shares, representing approximately 0.43% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, and on the assumption that Mr. Lam Lung On and Ms. Kwok Ying Lan do not receive, acquire or dispose of any Shares and exercise any share options, the aggregate shareholding of Mr. Lam Lung On and Ms. Kwok Ying Lan would be increased to approximately 65.33% of the issued share capital of the Company. Such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

GENERAL

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

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

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Share (whether on the Hong Kong Stock Exchange or otherwise) during the 6 months prior to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Hong Kong Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2020		
April	3.32	2.97
May	3.60	3.10
June	3.70	3.23
July	3.95	3.33
August	4.15	3.46
September	3.67	2.98
October	3.32	2.95
November	3.42	2.96
December	3.11	2.69
2021		
January	3.04	2.64
February	3.06	2.64
March	3.20	2.22
April (up to the Latest Practicable Date)	2.32	2.15

NOTICE OF ANNUAL GENERAL MEETING



禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01628)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Yuzhou Group Holdings Company Limited (the “Company”) will be held at Unit 5805, 58/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 28 May 2021 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To receive and adopt the audited financial statements and the reports of the directors (“**Directors**”) and the auditors of the Company for the year ended 31 December 2020.
2. To declare a final dividend of HK21.5 cents per share for the year ended 31 December 2020 (payable wholly in the form of new fully paid shares of the Company).
3. To re-elect the following retiring Directors:
 - (a) Mr. Lam Lung On as an executive Director;
 - (b) Mr. Wee Henny Soon Chiang as an independent non-executive Director;
 - (c) Dr. Zhai Pu as an independent non-executive Director; and
 - (d) Ms. Xie Mei as a non-executive Director.
4. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Messrs. Ernst & Young, Certified Public Accountants, as the auditors of the Company until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

6. “**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.10 each in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or rights to acquire Shares to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of the share capital of the Company in issue as at the date of this resolution and the said mandate shall be limited accordingly;
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company required by the Company’s articles of association or any applicable law to be held; or
- (iii) the date on which authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Right Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, of or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. “**THAT**

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to purchase or otherwise acquire Shares in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate number of Shares so purchased or otherwise acquired shall not exceed 10% of the aggregate number of the share capital of the Company in issue as at the date of this resolution.

(b) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s articles of association or any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.”

8. “**THAT**, conditional upon the passing of resolutions No. 6 and No. 7 above, the aggregate number of the Shares which are purchased or otherwise acquired by the Company pursuant to resolution No. 7 shall be added to the aggregate number of the Shares which may be issued pursuant to resolution No. 6, provided that such aggregated amount shall not exceed 10% of the aggregate number of the issued share capital of the Company as at the date of this resolution.”

By order of the Board
Yuzhou Group Holdings Company Limited
Lam Lung On
Chairman

Hong Kong, 22 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for use at the above meeting (or at any adjournment thereof) is enclosed. 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 such power or authority shall be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the commencement of the above meeting or any adjournment thereof.
- (3) The register of members of the Company will be closed from 25 May 2021 to 28 May 2021 (both dates inclusive), during which period no transfer of shares of the Company will be registered in order to determine the identities of shareholders entitled to attend and vote at the AGM. In order to be entitled to attend and vote at the AGM, all transfers (accompanied by the share certificates, as applicable) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4: 30 p.m. on 24 May 2021 for registration.
- (4) The final dividend is payable wholly in form of new fully paid shares of the Company to shareholders whose names appear on the register of members of the Company on 21 June 2021, being the record date for determination of entitlement to the final dividend. In order to qualify for the proposed final dividend, all transfers (accompanied by the share certificates, as applicable) must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4: 30 p.m. on 16 June 2021 for registration.
- (5) An explanatory statement containing further details in respect of resolution No. 7 is included in Appendix II to the circular of the Company dated 22 April 2021.
- (6) **BAD WEATHER ARRANGEMENTS:** If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8: 00 a.m. on the date of the meeting, the meeting will be postponed and shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the websites of the Company and The Stock Exchange of Hong Kong Limited. The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the executive Directors of the Company are Mr. Lam Lung On (Chairman, J.P.), Ms. Kwok Ying Lan, Mr. Lin Conghui and Ms. Lam Yu Fong, the non-executive Director of the Company is Ms. Xie Mei, and the independent non-executive Directors are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Dr. Zhai Pu.