

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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YAN TAT GROUP HOLDINGS LIMITED

恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED FINAL DIVIDEND
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 21 April 2021 and the notice convening an annual general meeting of the Company to be held at 10:00 a.m. on Friday, 21 May 2021 at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong. A supplemental notice of the AGM is set out on page 5 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular.

Whether or not you are able to attend the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Wednesday, 19 May 2021.

Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish.

Hong Kong, 4 May 2021

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LETTER FROM THE BOARD



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

Executive Directors:

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

Non-executive Director:

Mr. Chan Yan Kwong

Independent Non-executive Directors:

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

Registered Office:

Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

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

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

4 May 2021

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED FINAL DIVIDEND
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 21 April 2021 (the “**Circular**”) which contains, *inter alia*, the notice of the AGM (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the resolution to approve the payment of final dividend for the year ended 31 December 2020, and to give you a supplemental notice of the AGM and the Second Proxy Form.

PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 24 March 2021 relating to the annual results of the Group for the year ended 31 December 2020, the Board recommended that, subject to Shareholders' approval in the AGM, the Company shall declare and distribute a final dividend of HK6.0 cents per Share for the year ended 31 December 2020, which, if approved, is expected to be paid on or about Wednesday, 23 June 2021, to the Shareholders whose names appear on the register of members of the Company on Wednesday, 2 June 2021.

To determine Shareholders' entitlement to the proposed final dividend, the register of members of the Company shall be closed from Monday, 31 May 2021 to Wednesday, 2 June 2021 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all completed transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 pm on Friday, 28 May 2021.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the form of proxy (the "**First Proxy Form**") sent together with the Circular do not contain the proposed resolution in relation to the proposed final dividend as set out in this supplemental circular, a supplemental notice of the AGM is set out on page 5 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return to same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited (the "**Share Registrar**") at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Wednesday, 19 May 2021 (the "**Closing Time**"). Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed final dividend as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

VOTING BY WAY OF POLL

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

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

RECOMMENDATIONS

In addition to the recommendations contained in the Circular, the Directors believe that the proposed final dividend as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

MISCELLANEOUS

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

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



YAN TAT GROUP HOLDINGS LIMITED

恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original Notice**”) of Yan Tat Group Holdings Limited (the “**Company**”) dated 21 April 2021, by which the Company convenes an annual general meeting to be held at 10:00 a.m. on Friday, 21 May 2021 at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong (the “**AGM**”) and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

7. To declare and pay to the shareholders of the Company a final dividend of HK6.0 cents per share of the Company for the year ended 31 December 2020.

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

Hong Kong, 4 May 2021

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

Notes:

- (1) A second form of proxy (the “**Second Proxy Form**”) containing the ordinary resolution numbered 7 is enclosed with the supplemental circular of the Company dated 4 May 2021 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 2–3 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (2) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.