

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**YAN TAT GROUP HOLDINGS LIMITED**

**恩達集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1480)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (the “AGM”) to be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 2 June 2023 at 10:00 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Wednesday, 31 May 2023.

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.

Hong Kong, 25 April 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 2 June 2023 at 10:00 a.m. at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong, notice of which is set out on pages 13 to 16 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“Companies Act”	the Companies Act (as revised) of the Cayman Islands
“Company”	Yan Tat Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Chan Wing Yin, Mrs. Chan Yung and Million Pearl Holdings Ltd.
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM

## DEFINITIONS

“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“Million Pearl”	MILLION PEARL HOLDINGS LTD., a company incorporated in the BVI with limited liability on 19 May 2014, which is owned by Mr. Chan Wing Yin as to 70% and by Mrs. Chan Yung as to 30%, which is one of our Controlling Shareholders
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“Retiring Directors”	the Directors retiring at the AGM and, being eligible, offering themselves for re-election at the AGM in accordance with the Articles of Association
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, modified or otherwise supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, modified or otherwise supplemented from time to time
“%”	per cent

LETTER FROM THE BOARD



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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1480)**

*Executive Directors:*

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:*

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

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

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

25 April 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Company will propose at the AGM resolutions to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by the resolutions passed in the Company's previous annual general meeting on 2 June 2022; (b) re-elect the Retiring Directors; and (c) approve the payment of a final dividend for the year ended 31 December 2022.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for (a) granting the general mandates to Directors to allot, issue, deal in and repurchase Shares; (b) re-electing the Retiring Directors; (c) approving the payment of a final dividend for the year ended 31 December 2022, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

### **PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

Pursuant to annual general meeting resolutions passed on 2 June 2022, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

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

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of the issued Shares of the Company on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 5 to 7 in the notice of the AGM contained on pages 13 to 16 of this circular.

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

## LETTER FROM THE BOARD

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

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

### PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

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

Mrs. Chan Yung and Mr. Chan Yan Wing were appointed as an executive Director on 8 July 2014. Mr. Lau Shun Chuen was appointed as an independent non-executive Director on 30 September 2016. Pursuant to Article 108 of the Articles of Association, the above Directors shall retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM.

With the assistance and recommendation from the nomination committee of the Company, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge and length of service and decided to propose the re-election of Mr. Lau Shun Chuen as independent non-executive Director at the AGM. Having made all necessary and reasonable enquiries, the Board is satisfied that Mr. Lau has no financial, business or family relationships with any other Directors, senior management or substantial or controlling Shareholders of the Company. In addition, the Board has assessed and reviewed his written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that Mr. Lau remains independent. Given that Mr. Lau does not hold any directorship in more than seven listed companies, the Board believes that he can commit sufficient time to assume his director's duties.

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

As a good corporate governance practice, Mrs. Chan Yung, Mr. Chan Yan Wing and Mr. Lau Shun Chuen each abstained from voting on the respective propositions of their recommendations for re-election by Shareholders.

## LETTER FROM THE BOARD

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

### PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 24 March 2023 relating to the annual results of the Group for the year ended 31 December 2022, the Board recommended that, subject to Shareholders' approval in the AGM, the Company shall declare and distribute a final dividend of HK12.0 cents per Share for the year ended 31 December 2022, which, if approved, is expected to be paid on or about Thursday, 6 July 2023, to the Shareholders whose names appear on the register of members of the Company on Wednesday, 14 June 2023.

To determine Shareholders' entitlement to the proposed final dividend, the register of members of the Company shall be closed from Monday, 12 June 2023 to Wednesday, 14 June 2023 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all completed transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 pm on Friday, 9 June 2023.

### AGM

A notice of the AGM is set out on pages 13 to 16 of this circular.

The form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Wednesday, 31 May 2023. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (b) the re-election of the Retiring Directors; and (c) the approval of the payment of a final dividend for the year ended 31 December 2022, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

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

### MISCELLANEOUS

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

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

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

## **LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

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

## **SHARE CAPITAL**

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

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

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the earliest of conclusion of the next annual general meeting of the Company or the date by which the next general meeting is required by the Companies Act or the Articles of Association be held, which is expected to be convened on or before 30 June 2023.

## **FUNDING OF REPURCHASE**

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

## **REASONS FOR REPURCHASES**

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

**EFFECT OF EXERCISING THE REPURCHASE MANDATE**

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

**CONNECTED PERSONS**

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

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

**UNDERTAKING**

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

**THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

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

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

As at the Latest Practicable Date and insofar the Directors are aware of, the Controlling Shareholders owned 180,000,000 Shares, representing 75% of the issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the interest of Controlling Shareholders in the Company will be increased to approximately 83.33%. In the opinion of the Directors, such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would contravene the requirement under Rule 8.08 of the Listing Rules that at least 25% of the Shares must be held by the public. The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in hands of public falling below the prescribed minimum

percentage of 25%. Accordingly, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

### SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since 1 January 2022 up to, and including, the Latest Practicable Date.

### SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 1 April 2022 and up to the Latest Practicable Date were as follows:

Month	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
April	1.26	1.16
May	1.44	1.16
June	1.22	1.07
July	1.26	1.10
August	1.29	1.02
September	1.25	1.10
October	1.12	0.90
November	1.20	0.97
December	1.17	1.07
<b>2023</b>		
January	1.53	1.10
February	1.44	1.20
March	1.39	1.27
April (up to the Latest Practicable Date)	1.36	1.27

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

### EXECUTIVE DIRECTORS

**Mrs. Chan Yung (陳勇)**, aged 73, is our executive Director and vice president. She has participated in the management of the Group since September 1996. Mrs. Chan is one of the directors of four of our subsidiaries. Mrs. Chan is responsible for overseeing the administration, purchasing and logistics of the Group, corporate strategic planning and overall business development of the Group. Mrs. Chan is the spouse of Mr. Chan Wing Yin, and the mother of Mr. Chan Yan Kwong and Mr. Chan Yan Wing.

Mrs. Chan completed her secondary school education in Fujian province, the PRC in June 1968.

As at the Latest Practicable Date, Million Pearl, which is held as to 70% by Mr. Chan Wing Yin, the Chairman and an executive Director, and 30% by Mrs. Chan Yung, is interested in approximately 75% of issued Shares, representing 180,000,000 Shares of the Company. Under the SFO, Mrs. Chan Yung is taken to be interested in the same number of shares in which Mr. Chan Wing Yin is interested.

**Mr. Chan Yan Wing (陳恩永)**, aged 43, is our executive Director and vice president. Mr. Chan is the son of Mr. Chan Wing Yin and Mrs. Chan Yung, and the brother of Mr. Chan Yan Kwong. Mr. Chan is one of the directors of five of our subsidiaries.

Mr. Chan has approximately 17 years of experience in the PCB industry. Mr. Chan joined our Group in July 2003 and is primarily responsible for overseeing the sales and marketing of the Group.

Mr. Chan graduated from University of London in the United Kingdom with a bachelor's degree of science in Management in August 2002. Since 2016 till now, Mr. Chan was elected as a member and standing committee member of the Shenzhen Municipal Pingshan District Chinese People's Political Consultative Conference and he has been a member and the executive director of the Youth Committee of Hong Kong Printed Circuit Association since January 2013, October 2017 respectively. He has been the vice chairman of the Fujian Chamber of Commerce in Shenzhen (深圳市福建商會) since January 2012. Since 2019, he has served as the executive director of the Hong Kong Federation of Fujian Associations and the executive deputy director of the youth committee of the association. Since 2019, he has served as the deputy secretary of the Friends of Wuyi. Since 2020, he has served as the vice chairman of Hong Kong Shenzhen Youth Association. Since 2020, he has served as vice chairman of the Hong Kong Youth Development Alliance. Since March 2021, he has served as the vice chairman of Hong Kong Ping Shan Youth Association.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Lau Shun Chuen** (劉順銓), aged 72, was appointed as our independent non-executive Director on 30 September 2016. He is a retired banker. Mr. Lau held senior positions at the Bank of East Asia, HSBC and Hang Seng Bank, he has over 37 years of experience in the banking industry in Hong Kong, China and Canada. Mr. Lau obtained a Bachelor of Science degree from the University of Hong Kong in July 1973. He was a Fellow of the Chartered Institute of Bankers and a Fellow of the Hong Kong Institute of Bankers.

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

As at the Latest Practicable Date, save as disclosed above, each of Mrs. Chan Yung, Mr. Chan Yan Wing and Mr. Lau Shun Chuen does not have any interests in the Shares within the meaning of Part XV of the SFO.

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

Each of Mrs. Chan Yung and Mr. Chan Yan Wing has entered into service agreements with the Company on 18 November 2014, Mr. Lau Shun Chuen has entered into a letter of appointment with the Company on 30 September 2016 and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Articles of Association. The emoluments of each of Mrs. Chan Yung, Mr. Chan Yan Wing and Mr. Lau Shun Chuen as set out in the service agreements or letters of appointment in the coming financial year are HK\$1,566,750, HK\$1,200,500 and HK\$204,000 per annum, respectively, and they, except for Mr. Lau Shun Chuen, are entitled to such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31 December 2022, each of Mrs. Chan Yung, Mr. Chan Yan Wing and Mr. Lau Shun Chuen received a total emolument of HK\$2,091,000, HK\$6,008,000 and HK\$204,000 (including pension scheme contributions and commission) for being a Director, respectively.

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

# NOTICE OF ANNUAL GENERAL MEETING



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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1480)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Yan Tat Group Holdings Limited (the “**Company**”) will be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 2 June 2023 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements together with the report of the directors (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2022.
2. To declare and pay to the shareholders of the Company a final dividend of HK12.0 cents per share of the Company for the year ended 31 December 2022.
3.
  - (a) To re-elect Mrs. Chan Yung as an executive Director of the Company;
  - (b) To re-elect Mr. Chan Yan Wing as an executive Director of the Company;
  - (c) To re-elect Mr. Lau Shun Chuen as an independent non-executive Director of the Company; and
  - (d) To authorise the board of Directors to fix their remuneration.
4. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of Directors to fix their remuneration.

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

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

## NOTICE OF ANNUAL GENERAL MEETING

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

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

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

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

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

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

6. **“THAT:**

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

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

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

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

Hong Kong, 25 April 2023

*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 member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 10:00 a.m. (Hong Kong Time) on Wednesday, 31 May 2023.
3. The register of members of the Company will be closed from Tuesday, 30 May 2023 to Friday, 2 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 29 May 2023.
4. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to ordinary resolutions set out in paragraphs 3 and 5 to 7 of this notice, a circular giving details of the re-electing of Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.