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

If you have sold or transferred all your shares in Yield Go Holdings Ltd., you should at once forward this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Yield Go Holdings Ltd.
耀高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1796)

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM (as defined below) to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Friday, 23 August 2024, at 10:00 a.m. is set out on pages 23 to 27 of this circular. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions as indicated on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the AGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the AGM (or any adjournment of such meeting) and voting in person should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

26 July 2024

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DEFINITIONS

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

| | |
|---------------------------|---|
| “AGM” | the annual general meeting of the Company to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Friday, 23 August 2024 at 10:00 a.m., or, where the context so admits, any adjournment of such annual general meeting |
| “AGM Notice” | the notice convening the AGM set out on pages 23 to 27 of this circular |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “Companies Act” | the Companies Act, (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time |
| “Companies Ordinance” | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time |
| “Company” | Yield Go Holdings Ltd., an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange |
| “Connected person(s)” | has the same meaning as defined in the Listing Rules |
| “Director(s)” | director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “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” | Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

| | |
|-----------------------------|---|
| “Latest Practicable Date” | Wednesday, 17 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum of Association” | the memorandum of association of the Company, as amended from time to time |
| “Nomination Committee” | the nomination committee of the Company |
| “PRC” | the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Remuneration Committee” | the remuneration committee of the Company |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholders” | 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 as amended from time to time and approved by the Securities and Futures Commission of Hong Kong |
| “Treasury shares” | the Shares bought back and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and the Articles of Association, which for the purpose of the Listing Rules, include Shares bought back by the Company and held or deposited in CCASS for sale on the Stock Exchange |
| “%” | per cent. |

The English text of this circular, the notice of the AGM and accompanying form of proxy shall prevail over their respective Chinese text in case of inconsistency.

DEFINITIONS

If there is any inconsistency between the official Chinese name of the PRC entities mentioned in this circular and their English translation, the Chinese version shall prevail. English translations of official Chinese names and English translations which are marked with “” are for identification purposes only.*

LETTER FROM THE BOARD

Yield Go Holdings Ltd.
耀高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1796)

Executive Directors:

Mr. Man Hoi Yuen (*Chairman*) (resigned on 3 January 2024)

Ms. Ng Yuen Chun (resigned on 3 January 2024)

Mr. Ho Chi Hong (resigned on 3 January 2024)

Mr. Zheng Gang (resigned on 3 January 2024)

Mr. Lin Zheng (resigned on 3 January 2024)

Mr. Zheng Chenhui

Mr. Liang Wenzhi (*Chairman*) (appointed on 29 November 2023)

Mr. Han Dongguang (appointed on 29 November 2023)

Mr. Kang Ruipeng (appointed on 29 November 2023)

Non-executive Directors:

Mr. Chen Jian (resigned on 3 January 2024)

Mr. Chen Yidong

Mr. Zhou Danqing (appointed on 29 November 2023)

Independent Non-executive Directors:

Mr. Chan Ka Yu (resigned on 3 January 2024)

Dr. Lo Ki Chiu (resigned on 3 January 2024)

Mr. Leung Wai Lim (resigned on 3 January 2024)

Mr. Ma Hon Yiu (resigned on 3 January 2024)

Mr. He Jianyu (appointed on 29 November 2023)

Mr. Zhou Di (appointed on 29 November 2023)

Ms. Meng Xiaoying (appointed on 29 November 2023)

Mr. Cheng Pak Lam (appointed on 29 November 2023)

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

Unit 3, 32/F

Cable TV Tower

No. 9 Hoi Shing Road

Tsuen Wan, New Territories

Hong Kong

26 July 2024

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue Shares and buy back Shares; (ii) the re-election of Directors; and (iii) the re-appointment of auditors of the Company.

GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

Pursuant to the ordinary resolutions passed by Shareholders at the annual general meeting of the Company held on 21 August 2023, the Directors were granted general mandates to issue new Shares and to buy back existing Shares. Unless otherwise renewed, such general mandates will lapse at the conclusion of the AGM.

At the AGM, separate ordinary resolutions will be proposed relating to the following general mandates:

- (i) authorising the Directors to allot, issue and otherwise deal with (including but not limited to the resale of treasury shares) additional Shares (not exceeding 20% of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution);
- (ii) authorising the Directors to buy back Shares not exceeding 10% of the aggregate number of Shares in issue (excluding treasury shares, if any) (“**Buy-back Mandate**”) as at the date of passing the resolution; and
- (iii) authorising the addition to the mandate to issue new Shares (referred to in (i) above) of those Shares bought-back by the Company pursuant to the Buy-Back Mandate (referred to in (ii) above).

As at the Latest Practicable Date, the issued Shares comprised 480,000,000 Shares. Assuming that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Shares (referred to in (i) above), the maximum number of Shares which may be issued pursuant to the mandate would be 96,000,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the mandate referred to in (iii) above. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

LETTER FROM THE BOARD

The Board notes that with effect from 11 June 2024, the Listing Rules was amended to introduce flexibility for listed companies to cancel shares bought back and/or to adopt a framework to (i) allow shares bought back to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company buys back Shares pursuant to the general mandate to buy back Shares, the Company may cancel the Shares bought back and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share buy-back. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4 of the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution to approve the Buy-back Mandate by the Company of its Shares. This explanatory statement is set out in Appendix I to this circular.

The general mandates to issue new Shares and to buy back Shares, if granted at the AGM, will remain in effect until 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 law or the Articles of Association to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

RE-ELECTION OF THE DIRECTORS

Pursuant to Articles 83 and 84 of the Articles of Association, Mr. Zheng Chenhui, Mr. Liang Wenzhi, Mr. Han Dongguang, Mr. Kang Ruipeng, Mr. Chen Yidong, Mr. Zhou Danqing, Mr. He Jianyu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam shall retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

The nomination was made in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company.

LETTER FROM THE BOARD

In recommending Mr. Zheng Chenhui, Mr. Liang Wenzhi, Mr. Han Dongguang and Mr. Kang Ruipeng to stand for re-election as executive Directors, Mr. Chen Yidong and Mr. Zhou Danqing to stand for re-election as non-executive Directors and Mr. He Jianyu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam to stand for re-election as independent non-executive Directors, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

1. Mr. Zheng Chenhui is mainly responsible for overall management, strategic development and major decision-making of our Group. He has over 19 years of experience in sales and marketing.
2. Mr. Liang Wenzhi is mainly responsible for overall management, strategic development and major decision making of our Group. He has over five years of experience in the cultural and travel industry and over ten years of experience in the management consulting industry.
3. Mr. Han Dongguang is mainly responsible for overall business management, strategic planning and looking for potential investment projects to expand the business sector of the Group in the Mainland China and Hong Kong. He has over 13 years of experience in the asset management and financial services.
4. Mr. Kang Ruipeng is mainly responsible for overseeing the day-to-day operation and management of our Group. He has over 5 years of experience in property construction and development and over 13 years of experience in corporate social relations, top-level design of corporate development strategic planning, and corporate investment and financing.
5. Mr. Chen Yidong is mainly responsible for overall management, strategic development and major decision-making of our Group. He has over four years of experience in trading of commodities.
6. Mr. Zhou Danqing is mainly responsible for overall management, strategic development and major decision-making of our Group. He has over 13 years of experience in corporate finance.
7. Mr. He Jianyu is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He has years of experience in investment in the jewelry industry.
8. Mr. Zhou Di is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He has over 14 years of experience in the cultural and travel industry and over five years of experience in marketing operation.

LETTER FROM THE BOARD

9. Ms. Meng Xiaoying is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. She has over seven years of experience in the cultural and travel industry and over ten years of experience in marketing.
10. Mr. Cheng Pak Lam is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He has ten years of experience in audit and finance.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience as mentioned above and as set out in Appendix II to this circular, the re-appointment of Mr. Zheng Chenhui, Mr. Liang Wenzhi, Mr. Han Dongguang, Mr. Kang Ruipeng, Mr. Chen Yidong, Mr. Zhou Danqing, Mr. He Jianyu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business.

The Nomination Committee has also assessed the independence of Mr. He Jianyu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam based on reviewing their respective annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that Mr. He Jianyu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam remain independent.

Accordingly, the Board, upon the recommendation of the Nomination Committee, proposed Mr. Zheng Chenhui, Mr. Liang Wenzhi, Mr. Han Dongguang, Mr. Kang Ruipeng, Mr. Chen Yidong, Mr. Zhou Danqing, Mr. He Jianyu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam, the retiring Directors, to stand for re-election as Directors at the AGM.

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITORS

Messrs. Grant Thornton Hong Kong Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint Messrs. Grant Thornton Hong Kong Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for
registration with the Company's branch
share registrar at 4:30 p.m. on
Monday, 19 August 2024

Closure of register of members Tuesday, 20 August 2024 to
Friday, 23 August 2024,
both days inclusive

The register of members of the Company will be closed during the above period, during which no share transfer will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than the aforementioned latest time.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to approve, *inter alia*, (i) the grant of the general mandates to issue and buy back Shares; (ii) the re-election of Directors; and (iii) the re-appointment of auditors of the Company are set out on pages 23 to 27 of this circular.

A proxy form for use at the AGM is enclosed herewith, and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.yield-go.com>). Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions as indicated on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the AGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the AGM (or any adjournment of such meeting) and voting in person should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, all resolutions set out in the AGM Notice will be voted on by poll at the AGM. Article 66 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. An announcement on the poll results will be made by the Company after the AGM.

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 or this circular misleading.

RECOMMENDATION

The Directors consider that (i) the grant of the general mandates to issue and buy back Shares, the extension of the general mandate to issue new Shares; (ii) the re-election of Directors; and (iii) the re-appointment of auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

Yours faithfully,
For and on behalf of the Board
Yield Go Holdings Ltd.
Liang Wenzhi
Chairman and executive Director

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the general mandate for buy-backs of Shares to be proposed at the AGM.

(a) LISTING RULES IN RELATION TO SHARES BUY-BACK

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed share buy-backs by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction. Such authority may only continue in force during the period from the passing of the resolution until the earliest of: (i) the conclusion of the next annual general meeting of the company; (ii) the expiry of the period within which the next annual general meeting of the company is required by law to be held; and (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

(b) SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 480,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions granting to the Director a general mandate to buy back Shares up to an aggregate number of Shares not exceeding 10% of the number of issued Shares at the date of the passing of the relevant resolution (the “**Buy-back Mandate**”) and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to buy back Shares up to a limit of 48,000,000 Shares.

(c) STATUS OF SHARES BOUGHT BACK

As stated in the Letter from the Board, with effect from 11 June 2024, the Listing Rules was amended to introduce flexibility for listed companies to cancel shares bought back and/or to adopt a framework to (i) allow shares bought back to be held in treasury; and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company buys back Shares pursuant to the Buy-back Mandate, the Company may cancel such Shares bought back and/or hold them as treasury shares, subject to market conditions and the Group’s capital management needs at the relevant time of the Share buy-back. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4 of the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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

(d) REASONS FOR BUY-BACK

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

(e) FUNDING AND EFFECT OF BUY-BACKS

The Company is empowered by the Articles of Association to buy back its Shares. In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association, the Companies Act and all other applicable laws, rules and regulations, as the case may be.

Under the Listing Rules, a listed company may not buy back its own shares listed on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

In accordance with the Companies Act, the Memorandum of Association and the Articles of Association, Shares may only be bought back out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on purchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are bought back or out of capital, subject to the statutory test of solvency.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 March 2024 in the event that the buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back 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.

(f) CONFIRMATIONS BY THE DIRECTORS AND THE COMPANY

The Directors have confirmed that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the Buy-back Mandate has any unusual features.

(g) TAKEOVER CODE CONSEQUENCE

If as a result of a share buy-back a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the shareholding of substantial Shareholders are as follows:

| Name of Shareholders | Capacity/Nature of Interest | Total number of Shares/ underlying Shares | Approximate % of the issued share capital of the Company | Approximate % of shareholding should the Repurchase Mandate be exercised in full |
|---|------------------------------------|---|--|--|
| Yuan Feng Ventures Limited ^{(2), (3) & (4)} ("Yuan Feng") | Beneficial owner | 360,000,000 (L) | 75% | 83.3% |
| Ms. Huang Hou ⁽²⁾ | Interest in controlled corporation | 360,000,000 (L) | 75% | 83.3% |
| Tse's Finance Limited ⁽³⁾ | Security interest | 360,000,000 (L) | 75% | 83.3% |
| Sincere Finance Holding Limited ⁽⁴⁾ | Interest in controlled corporation | 360,000,000 (L) | 75% | 83.3% |
| Jade Stones Group Limited ⁽⁵⁾ | Interest in controlled corporation | 360,000,000 (L) | 75% | 83.3% |
| Mr. Tse Shiu Hoi ⁽⁶⁾ | Interest in controlled corporation | 360,000,000 (L) | 75% | 83.3% |

- (1) The letter “L” denote the respective “long position” (as defined under Part XV of the SFO) of the relevant person/entity in such Shares.
- (2) Yuan Feng held 75% of the total issued share capital of our Company and Yuan Feng was in turn wholly and beneficially owned by Ms. Huang Hou. Therefore, Ms. Huang Hou is deemed or taken to be interested in the Shares held by Yuan Feng under the SFO.
- (3) On 4 March 2024, Yuan Feng has executed a share charge (“**TFL Share Charge**”) over the 360,000,000 Shares held by Yuan Feng, in favour of Tse’s Finance Limited (“**Tse’s Finance**”) as a security for the loan facility granted by Tse’s Finance. As such, under the SFO, Tse’s Finance is taken to have a security interest of 360,000,000 Shares under the TFL Share Charge.
- (4) Sincere Finance Holding Limited holds approximately 99.99% interest in the issued share capital of Tse’s Finance. By virtue of the SFO, Sincere Finance Holding Limited is deemed to be interested in all the Shares held by Tse’s Finance.
- (5) Jade Stones Group Limited holds approximately 97.02% interest in the issued share capital of Sincere Finance Holding Limited. By virtue of the SFO, Jade Stones Group Limited is deemed to be interested in all the Shares held by Sincere Finance Holding Limited.
- (6) Mr. Tse Shiu Hoi holds approximately 51% interest in the issued share capital of Jade Stones Group Limited. By virtue of the SFO, Mr. Tse Shiu Hoi is deemed to be interested in all the Shares held by Jade Stones Group Limited.

Based on such interests, in the event that the Directors exercised in full the power to buy back Shares which is proposed to be granted at the AGM, the interests in the aggregate number of Shares in issue of the above Controlling Shareholders would be increased from approximately 75% to 83.33%. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors are not aware of any consequence under the Takeovers Code as a result of a share buy-back made under the Buy-back Mandate and have no present intention to exercise the Buy-back Mandate to such extent that the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

(h) SHARE BOUGHT BACK BY THE COMPANY

During the previous six months preceding the Latest Practicable Date the Company did not buy back any Shares whether on the Stock Exchange or otherwise.

(i) DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE 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), presently intend to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them, to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

(j) SHARE PRICES

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

| | Price per Share | |
|--|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2023 | | |
| July | 0.96 | 0.86 |
| August | 1.06 | 0.83 |
| September | 2.20 | 1.03 |
| October | 3.61 | 1.20 |
| November | 3.45 | 2.53 |
| December | 3.35 | 2.90 |
| 2024 | | |
| January | 3.29 | 2.65 |
| February | 3.60 | 2.84 |
| March | 4.49 | 2.73 |
| April | 5.50 | 3.78 |
| May | 4.48 | 3.68 |
| June | 4.00 | 2.50 |
| July (up to the Latest Practicable Date) | 2.55 | 1.26 |

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

Mr. Zheng Chenhui (鄭晨輝) (“Mr. Zheng”), aged 45, was appointed as our executive Director on 1 October 2022. He has over 19 years of experience in sales and marketing. From September 2003 to November 2006, Mr. Zheng served as a sales manager at the Beijing Branch of Fujian Start Group Co. Ltd* (福建實達電腦集團股份有限公司北京分公司), a company principally engaged in the sales of computers and ancillary devices, office devices, telecommunications devices and home appliances and provision of technological consulting and related services related to computers, where he was primarily responsible for sales and marketing. From November 2006 to August 2013, Mr. Zheng worked for Biovin Electronic Co., Ltd.* (北京標映電子科技有限公司) (which was deregistered in August 2017), a company principally engaged in the assembly of electronic devices, technological development and sales of electronic products, computers, software and ancillary devices and trading of products, with his last position as a director and he was primarily responsible for sales and marketing. From November 2016 to December 2018, Mr. Zheng worked for Beijing Xiaohe Technology Co., Ltd.* (北京小禾科技有限公司) (which was deregistered in September 2019), a company principally engaged in the development and sales of software applied in automotive electronics, optical products and mobile applications, with his last position as general manager. Mr. Zheng is currently a director of Shenzhen Dsit Technology Co., Ltd.* (深圳點石創新科技有限公司), a company principally engaged in, amongst others, the technological development and sales of electronic components, integrated circuits, optoelectronic products, semiconductors, solar energy products, instrument components, digital televisions, telecommunication products, traffic management solutions, road traffic facilities, broadcasting equipment, electronic equipment for use in aviation and testing equipment, where he is primarily responsible for sales and marketing. Mr. Zheng has been a sales director of Beijing Zhexing Information Technology Co., Ltd.* (北京浙星資訊技術有限公司) since December 2018, a company principally engaged in the development and sales of mobile applications, electronic payment platforms and point of sales systems. Since September 2019, Mr. Zheng has been a director of Silk Chain Limited, a company principally engaged in the trading of circuit boards, integrated circuits, electronic components, and other electronic products, and he is primarily responsible for overall business management, strategic planning and daily operation.

Mr. Zheng has entered into a service agreement with the Company for an initial term of three years commencing on 1 October 2022 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Zheng year ended 31 March 2024 of the Company’s annual report is set out in note 12 to the consolidated financial statements for the year ended 31 March 2024 of the Company’s annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

As at the Latest Practicable Date, save as disclosed above, Mr. Zheng (i) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interest in the shares,

underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Mr. Liang Wenzhi (梁文志) (“Mr. Liang”), aged 40, was appointed as our executive Director on 29 November 2023. He is the chairman of our Board, and is mainly responsible for overall management, strategic development and major decision making of our Group.

Mr. Liang has over five years of experience in the cultural and travel industry and over ten years of experience in the management consulting industry. Mr. Liang has since September 2021 been the president of Shenzhen Yuanfeng Cultural and Travel Industry Development Company Limited* (深圳圓豐文化旅遊產業發展有限公司), a company principally engaged in development, planning and design, preparation and management of cultural tourism-related projects and investment in cultural tourism, and the president of Shenzhen Yuanfeng Enterprise Management Company Limited* (深圳元豐企業管理有限公司), a company principally engaged in corporate management consulting, business information consulting and marketing planning. Mr. Liang has since February 2023 been the non-executive director of China Investment Fund Company Limited (currently known as Ding Yi Feng Holdings Group International Limited), a company listed on the Stock Exchange (stock code: 612). Mr. Liang obtained a bachelor’s degree majoring in foreign languages in June 2006 from the Wuhan Institute of Technology in Hubei Province, the PRC.

Mr. Liang has entered into a service agreement with the Company for an initial term of three years commencing on 29 November 2023 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Liang is set out in note 12 to the consolidated financial statements for the year ended 31 March 2024 of the Company’s annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee.

As at the Latest Practicable Date, save as disclosed above, Mr. Liang (i) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Mr. Han Dongguang (韓東廣) (“Mr. Han”), aged 39, was appointed as our executive Director on 29 November 2023. He is mainly responsible for overall management, strategic development and major decision-making of our Group.

Mr. Han has over 13 years of experience in the asset management and financial services. Mr. Han has since February 2023 been the chief risk officer and chief private banker of Shenghe Family Enterprise Management Co., Ltd.* (深圳晟禾家族企業管理有限公司), a company principally engaged in the management of family assets. Prior to that, Mr. Han was the chief risk

officer of Xi'an Youfa Investment Management Co., Ltd.* (西安友發投資管理有限公司), a company principally engaged in the management of investment, assets, equities and funds, from July 2020 to February 2023. Mr. Han obtained a bachelor's degree majoring in finance in July 2007 from the Harbin University of Commerce in Heilongjiang Province, the PRC. Mr. Han has been a fellow member of the Association of International Accountants (FAIA) since April 2023, an International Certified Public Accountant (ICPA) since January 2023, a member of The Forensic CPA Society (FCPAS) since July 2023, and a member of the Chartered Valuation Analyst (CVA) Institute since January 2020.

Mr. Han has entered into a service agreement with the Company for an initial term of three years commencing on 29 November 2023 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Han is set out in note 12 to the consolidated financial statements for the year ended 31 March 2024 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee.

As at the Latest Practicable Date, save as disclosed above, Mr. Han (i) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Mr. Kang Ruipeng (康睿鵬) ("Mr. Kang"), aged 42, was appointed as our executive Director on 29 November 2023. He is also our chief executive officer and is mainly responsible for overseeing the day-to-day operation and management of our Group. He is a member of our nomination committee.

Mr. Kang has over 5 years of experience in property construction and development and over 13 years of experience in corporate social relations, top-level design of corporate development strategic planning, and corporate investment and financing. Mr. Kang has since 2018 been the president of Zhongxu Guanhong Holding Group Co., Ltd.* (中旭冠閣控股集團有限公司), a conglomerate that focuses on the innovation and transformation of traditional enterprises and integrates industrial revitalization and capital operation. Mr. Kang obtained a diploma in traffic operation management from Hebei Transportation Vocational and Technical College in Hebei Province, the PRC, in 2004.

Mr. Kang has entered into a service agreement with the Company for an initial term of three years commencing on 29 November 2023 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Kang is set out in note 12 to the consolidated financial statements for year ended 31 March 2024 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee.

As at the Latest Practicable Date, save as disclosed above, Mr. Kang (i) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Mr. Chen Yidong (陳怡冬) (“Mr. Chen”), aged 28, was appointed as our non-executive Director on 1 October 2022. He has over 4 years of experience in trading of commodities. Mr. Chen has been a director of Xiamen Dinglong Trading Company Limited* (廈門錠龍貿易有限公司) since September 2019, which is principally engaged in trading business. Mr. Chen has also been a director of China Yong Energy (Xiamen) Co., Ltd.* (華永能源廈門有限公司) since November 2019, a company principally engaged in the trading of commodities such as steel and property investment.

Mr. Chen has entered into a service agreement with the Company for an initial term of three years commencing on 1 October 2022 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Chen is set out in note 12 to the consolidated financial statements for the year ended 31 March 2024 of the Company’s annual report in this report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

As at the Latest Practicable Date, save as disclosed above, Mr. Chen (i) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Mr. Zhou Danqing (周丹青) (“Mr. Zhou DQ”), aged 36, was appointed as our non-executive Director on 29 November 2023. Mr. Zhou DQ has over 13 years of experience in corporate finance. He has since 2020 been a manager of Ultra Accord Limited, a company principally engaged in money lending business in Hong Kong. Mr. Zhou DQ obtained a bachelor’s degree in business administration from the Chinese University of Hong Kong. He is a Chartered Financial Analyst, a Financial Risk Manager charter-holder, an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and a member of the Association of Chartered Certified Accountants.

Mr. Zhou DQ has entered into a service agreement with the Company for an initial term of three years commencing on 29 November 2023 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Zhou DQ is set out in note 12 to the consolidated financial statements for

the year ended 31 March 2024 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhou DQ (i) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Mr. He Jianyu (何建宇) ("Mr. He"), aged 40, was appointed as our independent non-executive Director on 29 November 2023. He is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He is a member of each of our audit committee and remuneration committee.

Mr. He has years of experience in investment in the jewelry industry. Mr. He has since 2020 been the general manager of Shenzhen Kaicheng Jewelry and Gold Industry Co., Ltd.* (深圳市凱程珠寶金業有限公司), a company principally in the trading of jewelry, gold and precious metal.

Mr. He has entered into a letter of appointment for a fixed term of three years with effect from 29 November 2023 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director's fee of HK\$10,000. The amount of emoluments paid for the year ended 31 March 2024 to Mr. He is set out in note 12 to the consolidated financial statements for the year ended 31 March 2024 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee.

As at the Latest Practicable Date, Mr. He has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhou Di (周地) ("Mr. Zhou Di"), aged 59, was appointed as our independent non-executive Director on 29 November 2023. He is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He is a member of each of our audit committee, remuneration committee and nomination committee.

Mr. Zhou Di has over 14 years of experience in the cultural and travel industry and over five years of experience in marketing operation. Mr. Zhou Di has since January 2021 been the general manager of Longxing New Cultural Tourism Development (Shenzhen) Co., Ltd.* (龍行新文旅發展(深圳)有限公司), a company principally engaged in tourism resource development,

marketing, sales and development of tourism supplies, cultural tourism, and investment in projects under the sports, tourism and catering industries. Mr. Zhou Di obtained a bachelor's degree majoring in finance in July 1984 from GuiZhou University of Finance and Economics in Guizhou Province, the PRC.

Mr. Zhou Di has entered into a letter of appointment for a fixed term of three years with effect from 29 November 2023 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director's fee of HK\$10,000. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Zhou Di is set out in note 12 to the consolidated financial statements for year ended 31 March 2024 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee.

As at the Latest Practicable Date, Mr. Zhou Di has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Meng Xiaoying (孟小楹) ("Ms. Meng"), aged 41, was appointed as our independent non-executive Director on 29 November 2023. She is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group.

Ms. Meng has over seven years of experience in the cultural and travel industry and over ten years of experience in marketing. Ms. Meng has since August 2021 been the general manager of Yingyun Cultural (Shenzhen) Co., Ltd.* (楹運文創(深圳)有限公司), a company principally engaged in literary and artistic creation, event planning, education consulting, and cultural and artistic exchange events. Ms. Meng has also been the general manager of Shenzhen Yingyun Health Management Co., Ltd.* (深圳楹運健康管理有限公司), a company principally engaged in health consulting services, health care services, and the sales of health food. Ms. Meng obtained a bachelor's degree majoring in marketing in July 2017 from China University of Geosciences in Hubei Province, the PRC.

Ms. Meng has entered into a letter of appointment for a fixed term of three years with effect from 29 November 2023 and will continue thereafter until terminated in accordance with the terms of the appointment. She is entitled to an annual director's fee of HK\$10,000. The amount of emoluments paid for year ended 31 March 2024 to Ms. Meng is set out in note 12 to the consolidated financial statements year ended 31 March 2024 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee.

As at the Latest Practicable Date, Ms. Meng has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. She is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does she have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Cheng Pak Lam (鄭柏林) (“Mr. Cheng”), aged 34, was appointed as our independent non-executive Director on 29 November 2023. He is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He is the chairman of each of our audit committee, remuneration committee and nomination committee.

Mr. Cheng has ten years of experience in audit and finance. Mr. Cheng has since April 2022 been the chief financial officer of Max Team Engineering Limited, a company principally engaged in maritime construction and vessel chartering services in Hong Kong. Mr. Cheng obtained a bachelor’s degree majoring in accounting in 2012 from Flinders University, Adelaide, Australia. Mr. Cheng is a fellow member and practising member of the Hong Kong Institute of Certified Public Accountants and a member of the CPA Australia. From August 2022 to April 2023, Mr. Cheung was an independent non-executive director of Amuse Group Holding Limited, a company listed on GEM of the Stock Exchange (stock code: 8545).

Mr. Cheng has entered into a letter of appointment for a fixed term of three years with effect from 29 November 2023 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director’s fee of HK\$10,000. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Cheng is set out in note 12 to the consolidated financial statements for the year ended 31 March 2024 of the Company’s annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee.

As at the Latest Practicable Date, Mr. Cheng has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING

Yield Go Holdings Ltd. 耀高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1796)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of Yield Go Holdings Ltd. (the “**Company**”) will be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Friday, 23 August 2024, at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors and auditors for the year ended 31 March 2024;
2. To re-elect directors and to authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company;
3. To re-appoint Messrs. Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the Board to fix its remuneration;

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

4. “**THAT:**
 - (a) subject to paragraphs (b) and (c) of this resolution, the directors of the Company (the “**Director(s)**”) be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company (the “**Share(s)**”), including but not limited to the resale of treasury shares, and to allot, issue or grant securities convertible into Shares, options, warrants and other rights to subscribe for any Shares in the capital of the Company or such convertible securities and to make or grant offers, agreements and options in respect thereof;
 - (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the Directors may during the Relevant Period make or grant offers, agreements, rights and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined hereinafter);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of the subscription rights under any share 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 of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;

shall not exceed 20% of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of passing of this resolution; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or 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 on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the number of issued Shares (excluding treasury shares, if any) at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** subject to the passing of ordinary resolutions numbered 4 and 5 set out in the notice of the Meeting, the aggregate number of Shares that may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under resolution numbered 4 set out in the notice of the Meeting be and is hereby increased and extended by the addition of the aggregate number of Shares in the capital of the Company which may be bought-back by the Company pursuant to and in accordance with the mandate granted under resolution numbered 5 set out in the notice of the Meeting, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution.”

By order of the Board
Yield Go Holdings Ltd.
Liang Wenzhi

Chairman and executive Director

Hong Kong, 26 July 2024

Notes:

- (1) An eligible shareholder is entitled to appoint one or (in respect of a shareholder who is a holder of two or more shares) more proxies to attend, speak and vote in his/her stead at the Meeting (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of Shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
- (2) Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting (or at any adjournment of it), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (3) A proxy form for use at the Meeting is enclosed, and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.yield-go.com>).
- (4) In order to be valid, the completed proxy form must be received by the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Meeting or adjourned meeting (as the case may be). If a proxy form is signed by an attorney or other authority under which it is signed, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its seal or be signed by an officer or agent duly authorised in writing.

NOTICE OF ANNUAL GENERAL MEETING

- (5) In order to determine entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for

registration with the Company's branch share registrar at 4:30 p.m. on Monday,
19 August 2024

Closure of register of members Tuesday, 20 August 2024 to
Friday, 23 August 2024, both days inclusive

The register of members of the Company will be closed during the above period, during which no share transfer will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than the aforementioned latest time.

- (6) In relation to the proposed resolution numbered 2 above, Mr. Zheng Chenhui, Mr. Liang Wenzhi, Mr. Han Dongguang, Mr. Kang Ruipeng, Mr. Chen Yidong, Mr. Zhou Danqing, Mr. He Jianyu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam will retire from office as Directors and, being eligible, have offered themselves for re-election at the Meeting. Brief biographical details of the Directors who offer themselves for re-election at the Meeting are set out in Appendix II to the circular of the Company dated 26 July 2024 (the "Circular").
- (7) Detailed information on other business to be transacted at the Meeting is set out in the Circular.
- (8) As set out in the Letter from the Board included in the Circular, each of the resolutions set out in this notice should be voted on by poll.
- (9) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (10) If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company (<http://www.yield-go.com>) and the HKEXnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Directors are:

Executive Directors

Mr. Zheng Chenhui, Mr. Liang Wenzhi (*Chairman*), Mr. Han Dongguang and Mr. Kang Ruipeng (*Chief Executive Officer*)

Non-executive Directors

Mr. Chen Yidong and Mr. Zhou Danqing

Independent Non-executive Directors

Mr. He Jianyu, Mr. Zhou Di, Ms. Meng Xiaoying and Mr. Cheng Pak Lam