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YesAsia Holdings Limited

喆麗控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2209)

(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “**Meeting**”) will be held at 11:00 a.m. on 20 June 2025, Friday at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“**Directors**”) and the independent auditors of the Company (“**Auditors**”) for the year ended 31 December 2024.
2. To declare a final dividend of 7.5 HK cents per ordinary share of the Company for the year ended 31 December 2024 to be paid out of the distributable profits to the shareholders of the Company whose names appear on the register of members of the Company on 3 July 2025.
3. To re-appoint Messrs. RSM Hong Kong as the Auditors and authorise the board of Directors to fix their remuneration.
4.
 - (a) To re-elect Ms. CHU Lai King as an executive Director
 - (b) To re-elect Mr. CHU Kin Hang as an executive Director
 - (c) To re-elect Mr. POON Chi Ho as a non-executive Director
 - (d) To re-elect Mr. SIN Pak Cheong Philip Charles as an independent non-executive Director
5. To authorise the board of Directors to fix the Directors’ remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

6. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“**Shares**”) (including the sale and transfer of treasury shares and out of treasury to the extent permitted by, and subject to the Company complying with the prevailing requirements of the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the number of issued Shares of the Company (excluding treasury shares, if any) as at the date of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares of the Company that may be allotted, issued and/or otherwise dealt with (including the sale and transfer of treasury shares and out of treasury) as a percentage of the total number of issued Shares of the Company (excluding treasury shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same); and

- (b) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until, whichever is the earliest of:
- i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; or
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

Any reference to a/an allotment, issue, grant or offer of, or dealing in, shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the Company complying with the prevailing requirements of the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force.

7. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares on market through The Stock Exchange of Hong Kong Limited or on another recognised stock exchange and, to the extent permitted by, and subject to the Company complying with the prevailing requirements of the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force, the Company may hold the Shares so repurchased in treasury and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
 - (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares on market through The Stock Exchange of Hong Kong Limited or on another recognised stock exchange at such price as the Directors may at their discretion determine;

- (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent of the number of issued Shares (excluding treasury shares, if any) as at the date of passing this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares of the Company that may be repurchased as a percentage of the total number of issued Shares (excluding treasury shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same); 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 law or the articles of association of the Company to be held; or
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT**, conditional upon the resolutions nos. 6 and 7 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 7 above shall be added to the number of Shares that may be allotted, issued and/or otherwise dealt with (including the sale and transfer of treasury shares and out of treasury to the extent permitted by, and subject to the Company complying with the prevailing requirements of the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force) or agreed conditionally or unconditionally to be allotted, issued and/or dealt with (including the sale and transfer of treasury shares and out of treasury to the extent permitted by, and subject to the Company complying with the prevailing requirements of the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force) by the Directors pursuant to and in accordance with resolution no. 6 above.”

9. **“THAT**

- (a) the conditional grant of share options to Mr. Song Howon under the post-IPO share option scheme adopted by the Company on 13 March 2021 (“**Post-IPO Share Option Scheme**”) to subscribe for 20,000,000 Shares at the exercise price of HK\$4.96 per Share and on the terms and conditions set out in the circular of the Company dated 17 April 2025 (“**Grant**”) be and is hereby approved, confirmed and ratified; and
- (b) the Board be and is hereby authorised to exercise all powers available to it as it may in its sole discretion consider desirable, necessary or expedient to give full effect to the Grant and the transactions contemplated thereunder including the powers of the Company to allot and issue Shares of the Company pursuant to the Grant (“**Option Shares**”) in accordance with the terms of the Post-IPO Share Option Scheme, such that the Option Shares shall rank pari passu in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the Option Shares, and that any one Director be and is hereby authorised to do all such acts and things and/or execute all such documents as may be desirable, necessary or expedient in order to give effect to and/or implement the Grant and the transactions contemplated thereunder.”

By order of the Board
Chu Lai King
Chairperson

Hong Kong, 17 April 2025

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the Meeting is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company.
2. A form of proxy for the Meeting is enclosed with the Company’s circular dated 17 April 2025. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.yesasiaholdings.com). In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.

3. The Hong Kong register of members of the Company will be closed from 16 June 2025 to 20 June 2025 (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the Meeting. No transfers of Shares may be registered during the said period. The record date for determining the entitlements of the shareholders of the Company to attend and vote at the Meeting is 20 June 2025, Friday. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 13 June 2025, Friday.
4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.
5. The Hong Kong register of members of the Company will be closed from 27 June 2025, Friday, to 3 July 2025, Thursday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to the proposed final dividend upon the passing of relevant resolution. No transfer of Shares may be registered on those dates. The record date for determining the entitlement of Shareholders to the proposed final dividend is 3 July 2025, Thursday. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:30 p.m. on 26 June 2025, Thursday.
6. With regard to resolutions no. 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares or, to sell or transfer any treasury shares pursuant to the general mandate to be granted under resolution no. 6 above.
7. If a tropical cyclone warning no. 8 or above is hoisted or a black rainstorm warning signal or "extreme conditions" as defined under Chapter 1 of the Rules of the Exchange of The Stock Exchange of Hong Kong Limited is in force at or at any time after 12:00 noon on the date of the meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. The Company will publish an announcement to notify shareholders of the Company of the date, time and place of the adjourned meeting.

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

As at the date of this notice, the board of Directors comprises Mr. LAU Kwok Chu, Ms. CHU Lai King, and Mr. CHU Kin Hang as executive Directors, Mr. HUI Yat Yan Henry, Mr. LUI Pak Shing Michael, and Mr. POON Chi Ho as non-executive Directors, and Mr. CHAN Yu Cheong, Mr. SIN Pak Cheong Philip Charles, and Mr. WONG Chee Chung as independent non-executive Directors.