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YEEBO (INTERNATIONAL HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 259)

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (the “**Meeting**”) of Yeebo (International Holdings) Limited (the “**Company**”) will be held at Huashan Room, Level 5, Island Shangri-la Hong-Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 16 August 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited financial statements and the reports of the Directors and auditor for the year ended 31 March 2024.
2. To declare a final dividend of HK5.0 cents per ordinary share of the Company for the year ended 31 March 2024.
3.
 - (i) To re-elect Mr. Leung Tze Kuen as an Executive Director.
 - (ii) To re-elect Professor Lau Kei May as an Independent Non-executive Director.
 - (iii) To re-elect Mr. Cheung Wai Man as an Executive Director.
4. To authorise the Board of Directors to fix the Directors’ remuneration.
5. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix their remuneration.
6. **As special business**, to consider and if thought fit, pass the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers and authority of the Company to purchase its own shares 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 recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with paragraph (b) of this Resolution, all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized;

- (b) the aggregate number of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of this Resolution and the authority pursuant to paragraph (a) shall be limited accordingly;
 - (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company 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 expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the approval and authority given to the Directors by this Resolution.”
7. **As special business**, to consider and if thought fit, pass the following resolution as an ordinary resolution:

“THAT

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and dispose of shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury, making and granting offer, agreements and options which would or which might require shares to be issued, allotted or disposed of, whether during the Relevant Period or thereafter) otherwise than pursuant to:
 - (i) a rights issue where shares are offered to Shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory outside, Hong Kong);

- (ii) any share option scheme or similar arrangement established by the Company and approved by the Stock Exchange;
 - (iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company which may be issue from time to time; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the bye-laws of the Company;
- (b) the aggregate number of shares of the Company issued, allotted, disposed of or otherwise be dealt with (including any sale or transfer of treasury shares (if any) out of treasury) pursuant to paragraph (a) of this Resolution shall not exceed 20 per cent. of the aggregate number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this Resolution;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) 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;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the approval and authority given to the Directors of the Company by this Resolution.”

8. **As special business**, to consider and if thought fit, pass the following resolutions as an ordinary resolution:

“**THAT** conditional upon Resolution Numbers 6 and 7 being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot shares pursuant to Resolution Number 7 be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors (including any sale or transfer of treasury shares (if any) out of treasury) pursuant to such general mandate an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution Number 6 provided that such number of shares so purchased shall not exceed 10 per cent. of the aggregate number of issued shares of the Company at the date of this Resolution.”

9. **As special business**, to consider and if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, open offer, subdivision, consolidation or reduction of share capital of the Company from time to time) (the “**Share(s)**”) which may be issued in respect of the share options to be granted under the Share Option Scheme (as defined in the circular of the Company dated 22 July 2024), a copy of which is tabled at the meeting and marked “A” and initialled by the chairperson of the meeting for identification purpose, the Share Option Scheme be and is hereby approved and adopted; and any Director and/or his/her delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme, including but without limitation:
- (i) to administer the Share Option Scheme under which share options will be granted to the participants under the Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the Share Option Scheme;
- (ii) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;

- (iii) to grant share options under the Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the share options to be granted under the Share Option Scheme and subject to the Listing Rules;
 - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the share options to be granted under the Share Option Scheme and subject to the Listing Rules; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme and subject to the Listing Rules; and
- (b) the total number of Shares which may be issued in respect of all share options and share awards to be granted under the Share Option Scheme and any other share schemes of the Company (“**Scheme Mandate Limit**”) must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

SPECIAL RESOLUTION

10. **As special business**, to consider and if thought fit, pass the following resolution as a special resolution:

“THAT

- (a) the proposed alterations to the existing memorandum of association of the Company (the “**Proposed Alterations**”, the details of which are set out in the circular of the Company dated 22 July 2024) be and are hereby approved;
- (b) the Directors be and are hereby authorised to sign, submit and take all acts or steps necessary or required in order to effect the Proposed Alterations pursuant to the requirements of the Companies Act 1981 of Bermuda, as amended.”

By order of the Board
Lau Siu Ki, Kevin
Company Secretary

Hong Kong
22 July 2024

Notes:

- (1) A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy needs not be a Shareholder. In order to be valid, the form of proxy must be deposited with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the Meeting (i.e. not later than 11:00 a.m. on Wednesday, 14 August 2024 (Hong Kong time)) or any adjournment and postponement thereof.
- (2) The register of Members of the Company will be closed from Tuesday, 13 August 2024 to Friday, 16 August 2024 both days inclusive, during which period no transfer of shares will be affected. In order to be eligible to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 12 August 2024.

As at the date of this notice, the Board comprises Mr. Fang Yan Tak, Douglas, Mr. Li Kwok Wai, Frankie, Mr. Leung Tze Kuen and Mr. Cheung Wai Man as executive directors; and Mr. Chu Chi Wai, Allan, Mr. Lau Yuen Sun, Adrian and Professor Lau Kei May as independent non-executive directors.