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Yadea Group Holdings Ltd.

雅迪集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1585)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Yadea Group Holdings Ltd. (the “**Company**”) will be held at Xishan Road, Dacheng Industrial Zone, Anzhen Town, Xishan District, Wuxi, Jiangsu Province, China on Friday, 17 June 2022 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2021.
2. To declare a final dividend of 28.0 HK cents per share of the Company (the “**Share**”) for the year ended 31 December 2021.
3. (A) To re-elect the following retiring directors of the Company (the “**Directors**”) who are standing for re-election at the Annual General Meeting:
 - (i) Mr. Shen Yu as an executive Director;
 - (ii) Mr. Zhang Yiyin as a non-executive Director; and
 - (iii) Mr. Wong Lung Ming as an independent non-executive Director.
- (B) To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix its remuneration.

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

(A) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options (including bonds, warrants and debentures exchangeable for or convertible into Shares) and rights of exchange or conversion, which would or might require the exercise of such powers subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures exchangeable or convertible into Shares) and rights of exchange or conversion which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) or (ii) of this resolution, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed the aggregate of:

- (a) 20% of the number of the Shares in issue as at the date of passing this resolution 5(A); and

- (b) (if the Board is so authorised by resolution 5(C)) the number of the Shares repurchased by the Company subsequent to the passing of resolution 5(B) (up to a maximum equivalent to 10% of the number of the issued Shares as at the date of passing resolution 5(B)),

and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (c) 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

- (2) “**Rights Issue**” means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of Shares as at that date (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 exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase 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 recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the Shares, which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) for the purpose of this resolution:

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

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon resolutions 5(A) and 5(B) above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution 5(A) above be and is hereby extended by the additional thereto of an amount representing the aggregate number of the Shares repurchased by the Company under the authority granted pursuant to resolution 5(B) above, provided that such number of the Shares shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing the resolution.”

SPECIAL RESOLUTION

6. To consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution:

“**THAT**

(A) the proposed amendments to the existing articles of association of the Company (the “**Articles of Association**”) as set out in Appendix III to the circular of the Company dated 28 April 2022 (the “**Circular**”) which contains this notice be and are hereby approved and **THAT** the amended and restated Articles of Association, a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting, which consolidates all the proposed amendments mentioned in the Circular, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Articles of Association in force immediately before the passing of this special resolution; and

- (B) the Directors be and are hereby authorised to do all such acts, deeds, matters and things and to sign and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By order of the Board
Yadea Group Holdings Ltd.
Dong Jinggui
Chairman

Hong Kong, 28 April 2022

<i>Registered office:</i>	<i>Head office and principal place of business in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
Windward 3, Regatta Office Park PO Box 1350 Grand Cayman KY1-1108 Cayman Islands	Xishan Road Dacheng Industrial Zone Anzhen Town Xishan District Wuxi, Jiangsu Province China	31/F., Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. Shareholders can join the Annual General Meeting at Xishan Road, Dacheng Industrial Zone, Anzhen Town, Xishan District, Wuxi, Jiangsu Province, China; or to view a live streaming webcast of the meeting. Through the live streaming webcast on the e-Meeting System, registered shareholders and proxies will be able to view and listen to the Annual General Meeting and submit questions online. Each registered shareholder’s personalized username and password will be sent to him/her/it under separate letter. If a Shareholder (other than those who can attend the Annual General Meeting physically) wishes to vote on any resolution at the Annual General Meeting, he/she/it can appoint the chairman of the Annual General Meeting or proxy who can attend the Annual General Meeting physically to exercise his/her/its right to vote at the Annual General Meeting in accordance with his/her/its instructions. Beneficial owners or the Central Clearing and Settlement System’s non-registered shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“**HKSCC**”) can also join the meeting in-person or view and listen to the Annual General Meeting and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to them by email upon receipt of request through their respective bank, broker, custodian or HKSCC. Shareholders and proxies participating in the Annual General Meeting using the e-Meeting System will not be counted towards the quorum.
- (ii) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

- (iii) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof), and shall not preclude the shareholders from viewing and listening to the Annual General Meeting and submitting questions online through the e-Meeting System if you so wish.
- (iv) The register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022, both days inclusive, to determine the entitlement of the shareholders of the Company to attend and vote at the Annual General Meeting, during which period no Share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 13 June 2022.
- (v) The Company will adopt the following arrangements at the Annual General Meeting:
 - (a) All resolutions at the Annual General Meeting will be decided on a poll. Shareholders are entitled to attend and vote in person at the Annual General Meeting or to appoint the chairman of the Annual General Meeting or proxy who can attend the Annual General Meeting physically to exercise his/her/its right to vote at the Annual General Meeting in accordance with his/her/its instructions.
 - (b) Shareholders can view and listen to the Annual General Meeting through online access by visiting the website <https://spot-emeeting.tricor.hk/#/326>. Shareholders participating in the Annual General Meeting using the e-Meeting System can also submit questions through the e-Meeting System. The e-Meeting System will be open for shareholders to log in approximately 30 minutes prior to the commencement of the Annual General Meeting and can be accessed from any location with internet connection by a smart phone, tablet device or computer.
 - (c) Shareholders attending the Annual General Meeting using the e-Meeting System will be able to submit questions relevant to the Company's proposed resolutions online during the Annual General Meeting.
 - (d) Registered shareholders are requested to provide a valid email address of his or her proxy (except appointing "the chairman of the Annual General Meeting" as proxy) to receive the username and password to view a live streaming webcast of the Annual General Meeting and submit questions online on the e-Meeting System. To vote at the Annual General Meeting, you should attend and vote in person at the Annual General Meeting or complete the form of proxy in accordance with the instructions printed thereon, return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjourned meeting thereof) and appoint the chairman of the Annual General Meeting or proxy who can attend the Annual General Meeting physically.

As at the date of this notice, Mr. Dong Jinggui, Ms. Qian Jinghong and Mr. Shen Yu are the executive Directors; Mr. Zhang Yiyin is the non-executive Director; and Mr. Li Zongwei, Mr. Wu Biguang, Mr. Yao Naisheng and Mr. Wong Lung Ming are the independent non-executive Directors.