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YGM TRADING LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00375)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of the members of YGM Trading Limited (the “**Company**”) will be held at 22 Tai Yau Street, San Po Kong, Kowloon, Hong Kong on Tuesday, 4 November 2025 at 2:30 p.m. for the for the purpose of considering, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the share purchase agreement dated 11 September 2025 (the “**SPA**”) entered into among YGM Limited and Yampa Investments Limited (collectively, the “**Vendors**”), the Company and Citimark Trading Limited (the “**Purchaser**”) in relation to the sale and purchase of the entire issued shares (the “**Sale Shares**”) in YGM Retail Limited (“**YGM Retail**”) and the assignment of the Sale Loan (as defined in the SPA) (a copy of which has been produced to the EGM marked “**A**” and signed by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and
- (b) any one Director be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the SPA and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

2. “**THAT:**

- (a) the distribution and manufacturing license agreement to be entered into between YGM Retail and YGM Marketing (the “**DML Agreement**”) which will take effect immediately upon completion of the transactions pursuant to the SPA (the “**Completion**”) (a copy of which has been produced to the EGM marked “**B**” and signed by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the proposed annual cap amounts for the transactions under the DML Agreement for

the three years commencing from the date of Completion as set out in the Circular of the Company dated 13 October 2025 be and are hereby approved; and

- (c) any one Director be and is hereby authorized, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the DML Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

SPECIAL RESOLUTION

3. “THAT:

- (a) conditional only upon the satisfaction of either one of the conditions set out in paragraph (b) of this special resolution and subject to any conditions imposed in accordance with paragraph (c) of this special resolution, the reduction of the amount standing to the credit of the share capital account of the Company by an amount equal to HK\$363,909,000 without cancelling or extinguishing any ordinary shares (the “**Capital Reduction**”) be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply the credit arising from the Capital Reduction to a capital reduction reserve account of the Company and to use such reserve to make distribution to the shareholders of the Company as and when the Directors think fit;
- (b) the approval and authorisation set out in paragraph (a) of this special resolution shall be conditional upon either (i) there being no application to the Court of First Instance of the High Court of Hong Kong (the “**Court**”) for cancellation of the approval of the Capital Reduction, set out in this special resolution, by creditors or members of the Company within five weeks of the date of this special resolution (the “**Application**”); or (ii) if any such Application is made, the Court making an order to confirm this special resolution;
- (c) if such an Application is made and the Court makes an order to confirm this special resolution upon the Application, the approval and authorisation in paragraph (a) of this special resolution shall be subject to any conditions that may be imposed by the Court; and
- (d) any one of the Directors be and is hereby authorised to submit or file all such relevant documents with the relevant regulatory authorities for approval, endorsement and/or registration as appropriate, and to do or authorise the doing of all such acts and things and to execute all such further documents or deeds as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Capital Reduction.”

By Order of the Board
YGM Trading Limited
Kwok Ying Tung
Company Secretary

Hong Kong, 13 October 2025

Notes:

- (a) For the purpose of ascertaining the entitlement of the shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 30 October 2025 to Tuesday, 4 November 2025 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 28 October 2025.
- (b) A member entitled to attend and vote at the above meeting may appoint more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (c) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited at the registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (d) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjourned meeting thereof if the shareholder of the Company so wish, and in such event, the form of proxy will be deemed to be revoked.
- (e) The resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the website of the Company www.ygmtrading.com and the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk in accordance with the Listing Rules.
- (f) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the website of the Company at www.ygmtrading.com and on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the adjourned meeting.
- (g) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises five executive Directors, namely Mr. Chan Wing Sun, Samuel, Madam Chan Suk Ling, Shirley, Mr. Fu Sing Yam, William, Mr. Chan Wing Fui, Peter, and Mr. Chan Wing Kee; and three independent non-executive Directors, namely Mr. Choi Ting Ki, Mr. So Stephen Hon Cheung and Mr. Li Guangming.