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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yadea Group Holdings Ltd., you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF A FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section “Definitions” of this circular.

A notice convening the Annual General Meeting to be held at 23/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 17 June 2026 at 10:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yadea.com.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude any Shareholder from attending and voting in person at the Annual General Meeting if you so wish and in such event the form of proxy shall be deemed to be revoked. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company, if any, shall abstain from voting at the Annual General Meeting.

27 April 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	10
APPENDIX II — EXPLANATORY STATEMENT	13
NOTICE OF ANNUAL GENERAL MEETING	17

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 23/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 17 June 2026 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 17 to 22 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Yadea Group Holdings Ltd. (雅迪集團控股有限公司), a limited liability company incorporated in the Cayman Islands on 17 July 2014, with its Shares listed on the main board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed to it in the Listing Rules and unless the context otherwise requires, refers to Mr. Dong and Ms. Qian
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general unconditional mandate to be granted to the Directors at the Annual General Meeting to allot, issue and deal in Shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	20 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	19 May 2016, the date on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

DEFINITIONS

“Mr. Dong”	Mr. Dong Jinggui, the chairman of the Board, an executive Director, one of the Controlling Shareholders and spouse of Ms. Qian
“Ms. Qian”	Ms. Qian Jinghong, the chief executive officer of the Group, an executive Director, one of the Controlling Shareholders and spouse of Mr. Dong
“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase such number of Shares of up to 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the 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 nominal value of US\$0.00001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury shares”	the meaning as ascribed thereto under the Listing Rules
“US\$”	United States dollar, the lawful currency of the United States of America
“%”	per cent



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)

Executive Directors:

Mr. Dong Jinggui (*Chairman*)
Ms. Qian Jinghong (*Chief executive officer*)
Mr. Shen Yu

Independent non-executive Directors:

Mr. Wong Lung Ming
Mr. Chen Mingyu
Ms. Ma Chenguang
Ms. Liang Qin

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of business
in the PRC:*

Xishan Road
Dacheng Industrial Zone
Anzhen Town
Xishan District
Wuxi, Jiangsu Province
China

Principal place of business in Hong Kong:

31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

27 April 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF A FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and information and to seek your approval in respect of, among other matters, the following resolutions to be put forward at the Annual General Meeting: (a) the ordinary resolutions granting to the Directors the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate; (b) the ordinary resolutions for re-electing Directors; and (c) the ordinary resolution for declaration of a final dividend.

ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares (including any sale or transfer of treasury shares out of treasury), an ordinary resolution will be proposed at the Annual General Meeting to grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the number of the issued Shares (excluding treasury shares) as at the date of passing of such resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the number of issued Share was 3,112,647,294 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to allot, issue and deal with (including any sale or transfer out of treasury) addition Shares of up to 622,529,458 Shares, representing 20% of the number of the Shares in issue.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares repurchased by the Company under the proposed Repurchase Mandate will also be added to extend the 20% limit of the Issue Mandate provided that such additional number of the Shares shall not exceed 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any new Shares (including to sell or transfer any treasury shares out of treasury) pursuant to the Issue Mandate.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares representing up to 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of such resolution in relation to the Repurchase Mandate.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108(a) of the Articles of Association, Mr. Chen Mingyu, Ms. Ma Chenguang and Ms. Liang Qin, will retire and being eligible, offer themselves for re-election as the Directors at the Annual General Meeting.

Details of the above retiring Directors who are standing for re-election at the Annual General Meeting are set out in Appendix I to this circular.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The purpose of this policy is to state the guidelines for the Nomination Committee on selection, appointment and re-appointment of Directors.

This policy aims to ensure the Board achieves a balance among skills, experience, knowledge and diverse perspectives, which meets the Company's business requirements.

The Nomination Committee will take into account the following criteria with due consideration for the assessment, selection and recommendation to the Board of the proposed Director. The criteria include but not limited to:

- (a) Diversification, including but not limited to gender, age, cultural background and educational background, professional experience, skills, knowledge and length of service;
- (b) Commitment to the duties of the Board;
- (c) Qualifications, including achievements and experience in the relevant industries the Company's business is involved in;
- (d) Independence;
- (e) Reputation for integrity; and
- (f) Potential contributions that the individual(s) can bring to the Board.

LETTER FROM THE BOARD

The Nomination Committee will take into account the following criteria with due consideration to assess and recommend to the Board of one or more retiring Directors subject to re-appointment. The criteria include but not limited to:

- (a) The overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance at the meetings of the Board and/or meetings and general meetings of its committees (where applicable), and the level of participation and performance of the Board and/or its committees; and
- (b) Whether the retiring Director(s) continue to meet these criteria.

In addition to these criteria, the Nomination Committee will take into account a number of factors with due consideration to assess and recommend one or more candidates to serve as an independent non-executive Director. The factors include but not limited to those factors set out in Rules 3.10(2) and 3.13 of the Listing Rules and are subject to amendments from time to time.

The Nomination Committee will make recommendations to the Board for the appointment of Directors in accordance with the following procedures and processes:

- (a) The Nomination Committee will, after giving due consideration to the current composition and size of the Board, prepare a list of desirable skills, perspectives and experience so as to devote its efforts in identifying candidates from the beginning;
- (b) The Nomination Committee may, after giving due consideration to these criteria, identify or select suitable candidates through various methods, including referrals from existing Directors, advertising, recommendations from third party agency firms and proposals from Shareholders;
- (c) The Nomination Committee may carry out verification by ways such as interviews, reference checks, brief statements and third party references when evaluating the suitability of the candidates;
- (d) Upon considering the suitability of a candidate for the directorship, the Nomination Committee will hold a meeting and/or by way of a written resolution, if thought fit, to approve the recommendations to the Board for appointment;
- (e) The Nomination Committee will then make recommendations to the Board in respect of the proposed appointment. In case of a non-executive Director, the Remuneration Committee will make recommendations on the proposed remuneration package to the Board; and
- (f) The Board may arrange for the selected candidates to be interviewed by the members of the Board who are not members of the Nomination Committee, and the Board will thereafter deliberate and decide the appointment (as the case may be).

LETTER FROM THE BOARD

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has assessed the independence of the proposed independent non-executive Directors, Mr. Chen Mingyu, Ms. Ma Chenguang and Ms. Liang Qin, with reference to the criteria set out in Rule 3.13 of the Listing Rules and confirmed that they are independent.

The Nomination Committee has also considered Mr. Chen Mingyu extensive experience in financial management, tax and business advisory field, his working profile and other experience and factors as set out in Appendix I to this circular. The Nomination Committee is satisfied that Mr. Chen Mingyu has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has also considered Ms. Ma Chenguang extensive experience in the legal field, her working profile and other experience and factors as set out in Appendix I to this circular. The Nomination Committee is satisfied that Ms. Ma Chenguang has the required character, integrity and experience to continuously fulfil her role as an independent non-executive Director effectively. The Board believed that her re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has also considered Ms. Liang Qin extensive experience in business management field, her working profile and other experience and factors as set out in Appendix I to this circular. The Nomination Committee is satisfied that Ms. Liang Qin has the required character, integrity and experience to continuously fulfil her role as an independent non-executive Director effectively. The Board believed that her re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely, Mr. Chen Mingyu, Ms. Ma Chenguang and Ms. Liang Qin stand for re-election as Directors at the Annual General Meeting. Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report of the annual report of the Company.

DECLARATION OF A FINAL DIVIDEND

The Board recommends to distribute a final dividend in respect of the year ended 31 December 2025 at 53.0 HK cents per Share (2024: 22.0 HK cents per Share) which is subject to the approval from the Shareholders at the Annual General Meeting and is expected to be distributed to the Shareholders whose names appear on the register of members of the Company on Tuesday, 30 June 2026.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 22 of this circular is the notice convening the Annual General Meeting to consider and, if appropriate, to approve the ordinary resolutions in relation to, among others, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the declaration of a final dividend.

CLOSURE OF REGISTER OF MEMBERS

For determining eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlement of the shareholders to attend and vote at the Annual General Meeting will be Wednesday, 17 June 2026. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 11 June 2026.

For determining the entitlement of Shareholders to receive final dividend, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to receive final dividend, all transfer of Shares, accompanied by the relevant shares certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yadea.com.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if you so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions, therefore none of the Shareholders are required to abstain from voting at the Annual General Meeting. Separately, holders of treasury shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Annual General Meeting.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RECOMMENDATION

The Board considers that the grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the declaration of a final dividend are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

ADDITIONAL INFORMATION

Your attention is also drawn to Appendices I and II of this circular.

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.

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

The following are the particulars of the Directors who will retire, and being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Articles of Association.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein:

- (i) did not have any interest in the Shares within the meaning of Part XV of the SFO.
- (ii) did not hold any other position within the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.
- (iii) did not have any relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company.

Save as disclosed herein, there is no other information relating to the following Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of the following Directors

DIRECTORS CANDIDATES

Independent Non-executive Directors

Mr. Chen Mingyu (陳明宇), aged 63, was appointed as an independent non-executive director on 16 June 2023. Mr. Chen is responsible for supervising the Board and providing independent judgment. He is an outstanding senior tax and business advisory consultant with over 35 years of international experience in finance and taxation. Fluent in both English and Mandarin, his business expertise particularly focuses on providing financial and tax advisory services to Chinese enterprises expanding globally and operating overseas. His professional areas cover guiding cross-border merger and acquisition transactions, corporate valuation, personal wealth management, and designing and implementing global holding company structures for Chinese multinational companies, which combine tax optimization, financing, and capital repatriation strategies. Mr. Chen has served as a partner in tax and business advisory at three leading global firms: Deloitte, Ernst & Young, and KPMG. He has held various leadership positions in offices located in Hong Kong, the United States, China, and Singapore, with a central focus on serving the international business needs of Chinese clients. Mr. Chen is currently based in Singapore and serves as an independent non-executive director of GHY Culture & Media Holding Co., Ltd. (a company listed on the Singapore Exchange, stock code: XJB) and China National Pharmaceutical Group Pharmaceutical Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600511).

Mr. Chen holds a Master of Business Administration degree from Fordham University in the United States. In 2000, he passed all five subjects of the Chinese Certified Tax Agent examination in one attempt and obtained the professional qualification certificate as a Chinese Certified Tax Agent.

As at the Latest Practicable Date, Mr. Chen did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chen signed a letter of appointment with the Company for a term of three years commencing from 16 June 2023. Such letter of appointment is renewable upon expiry. Mr. Chen is entitled to receive an annual remuneration of HKD300,000. The amount of emoluments is determined by the Board with reference to Mr. Chen's experience, duties, responsibilities as well as the Company's policy.

Ms. Ma Chenguang (馬晨光), aged 49, was appointed as the independent non-executive Director on 16 June 2023. Ms. Ma is responsible for supervising and providing independent judgement to the Board. She has been serving as a senior partner of Shanghai Co-effort Law Firm since January 2003 and has served as the legal specialist of Shanghai Yidong Construction Development Co., Ltd. from 2000 to 2003.

Ms. Ma has assumed various social responsibilities and roles, such as being, a member of the Standing Committee of the Shanghai Pudong New Area People's Congress, the deputy chairman of the Shanghai Pudong District Committee of the China Zhigong Party, the deputy director of the Financial Professional Committee of the All China Lawyers Association, a director of the Fund Committee of the Financial Law Research Association of the Shanghai Law Society, a director of the Fund Business Research Committee of Shanghai Lawyers Association, the legal advisor of the Shanghai Pudong New Area Committee of the Communist Party of China, the legal advisor of the Shanghai Pudong New Area People's Government and China (Shanghai) Pilot Free Trade Zone Management Committee, an arbitrator of the Shanghai Arbitration Commission, an arbitrator of Shanghai International Economic and Trade Arbitration Commission, and a postgraduate tutor at Fudan University, East China University of Political Science and Law, and Shanghai University of International Business and Economics.

Ms. Ma won the titles of the 4th "Oriental Lawyer", "Shanghai Excellent Lawyer" and "National Thousand Foreign Lawyers" in 2019; awarded the "Top Ten Financial Lawyers in China" by "Chief Legal Officer" in 2018; awarded as "China's Best Female Lawyer" by Thomson Reuters (ALB) in 2017; awarded as "Shanghai 8th March Red Banner Pacesetter" in 2015; awarded as "Shanghai Outstanding Young Lawyer" in 2014; and won the title of "Shanghai Pudong New Area Top Ten Outstanding Young Lawyers" in 2009. Ms. Ma has been classified as a band 1 lawyer by Chambers and Partners (Greater China Region, Corporate/Commercial: Shanghai) for several consecutive years, and was on the 2020 "A-List Legal Elite" list of "Business Law", 2021 LEGALBAND Billboard: Top 15 Innovative Lawyers, "IFLR1000 China" 2022 Regional List Leading Lawyer in the field of private equity (Leading Lawyer), and IFLR1000 China 2022/23 List of highly recommended lawyers in the field of merger and acquisition.

Ms. Ma graduated from the Law School of Dalian Maritime University in July 2000, and obtained an on-the-job postgraduate degree from the Law School of Fudan University in February 2012.

As at the Latest Practicable Date, Ms. Ma did not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Ma signed a letter of appointment with the Company for a term of three years commencing from 16 June 2023. Such letter of appointment is renewable upon expiry. Ms. Ma is entitled to receive an annual remuneration of HKD300,000. The amount of emoluments is determined by the Board with reference to Ms. Ma's experience, duties, responsibilities as well as the Company's policy.

Ms. Liang Qin (梁勤), aged 54, was appointed as the independent non-executive Director on 16 June 2023. Ms. Liang is responsible for supervising and providing independent judgement to the Board. She is a senior economist with a college degree. Ms. Liang started work in July 1989. Ms. Liang is currently a member of the 12th and 13th Executive Committee of All-China Federation of Industry and Commerce, a standing member of the 12th Executive Committee of Jiangsu Federation of Industry and Commerce, the vice president of Jiangsu General Chamber of Commerce, a member of the Standing Committee of Yangzhou Municipal People's Congress, and the vice president of Yangzhou Women Entrepreneurs Association.

Ms. Liang worked in Yangzhou Hotel Labor Union from September 1989 to April 1993; served as the general manager in Yangzhou Yangjie Electronic Co., Ltd. from March 2000 to August 2006; served as the chairwoman of Yangzhou Yangjie Electronic Technology Co., Ltd. from August 2006 to April 2011; and has been serving as the chairwoman of Yangzhou Yangjie Electronic Technology Co., Ltd. since April 2011.

Ms. Liang has been awarded many honorary titles, such as "National Excellent Private Entrepreneur who Cares for Employees", "National Excellent Entrepreneur in Electronic Information Industry", "National Women Model for Merit Achievement", "Jiangsu Province Model Worker", "Jiangsu Province Excellent Young Entrepreneur", "Jiangsu Province Excellent Private Female Entrepreneur", "Jiangsu Province the Fifth Outstanding Builder of Socialist Cause with Chinese Characteristics", Jiangsu Province Women's Federation "Charity Donation Advanced Individual", Jiangsu Province "8th March Red Banner Pacesetter", "Yangzhou Top Ten Economic News Figures", "Yangzhou Top Ten Meritorious Hero", and "Yangzhou Talent Cultivation Program Phase I Young and Middle-aged Outstanding Entrepreneurs" etc.

Ms. Liang studied at Yangzhou Technician College majoring in electronic instruments from September 1986 to July 1989, and studied in Yangzhou University majoring in electrical technology from September 1993 to June 1997.

As at the Latest Practicable Date, Ms. Liang did not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Liang signed a letter of appointment with the Company for a term of three years commencing from 16 June 2023. Such letter of appointment is renewable upon expiry. Ms. Liang is entitled to receive an annual remuneration of HKD300,000. The amount of emoluments is determined by the Board with reference to Ms. Liang's experience, duties, responsibilities as well as the Company's policy.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

NUMBER OF ISSUED SHARES

As at the Latest Practicable Date, the number of the issued Shares was 3,112,647,294 Shares with nominal value of US\$0.00001 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 311,264,729 Shares, representing 10% of the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) 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 to be held; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS OF REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

Under the Listing Rules, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the Listing Rules and applicable laws and regulations of the Cayman Islands.

For the Shares repurchase for share award scheme, the delegated administrators shall hold such Shares for the benefit of the eligible participants for the purpose of the share award scheme. To the extent that any treasury shares are deposited with Central Clearing and Settlement System (“CCASS”) pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company’s own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will 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.

FUNDING OF REPURCHASES

Any repurchase of Shares by the Company will only be paid out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws and regulations of the Cayman Islands and the Listing Rules. The Company may not repurchase its own Shares 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 from time to time.

There may not be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2025 in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstance, 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.

UNDERTAKING OF THE DIRECTORS

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

The Directors have confirmed that neither the explanatory statement set out in Appendix II to this circular nor the proposed share repurchase has unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

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 Hong Kong Securities Clearing Company Limited 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.

CONNECTED PERSONS

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders and exercised by the Board.

EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, 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 knowledge and belief of the Directors, each of Mr. Dong and Ms. Qian was interested in 1,959,768,943 Shares under the SFO, representing approximately 62.96% of the issued Shares. All of the 1,959,768,943 Shares were held by DQ Prosperity Group Limited, a wholly-owned subsidiary of DQ Prosperity Limited, which is a wholly-owned subsidiary of Trident Trust Company (Cayman) Limited (as the trustee for a family trust founded by Mr. Dong and Ms. Qian). In the event that the Directors should exercise in full the Repurchase Mandate, the interest of each of Mr. Dong and Ms. Qian will be increased to approximately 69.96% of the issued Shares.

In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any repurchase of its Shares by the Company under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to exercise the Repurchase Mandate to such an extent that will result in less than the prescribed minimum percentage of 25%.

SHARE REPURCHASE MADE BY THE COMPANY

Pursuant to the rules of share award scheme adopted by the Company on 23 July 2019 (the “Scheme”), the delegated administrators for the administration of the Scheme purchased on the Stock Exchange a total of 4,346,000 shares at a total consideration of approximately HKD53.0 million (highest price per share: HKD12.84; lowest price per share: HKD11.72) in 2025.

Save as disclosed above, the Company had not repurchased and cancelled any Shares whether on the Stock Exchange or otherwise during the six months prior to the Latest Practicable Date.

SHARE PRICES

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

Month	Highest prices <i>HKD</i>	Lowest prices <i>HKD</i>
2025		
April	15.460	13.040
May	14.580	11.920
June	13.180	11.526
July	13.500	12.220
August	13.930	12.100
September	14.260	13.300
October	15.010	12.100
November	12.790	11.690
December	12.560	11.220
2026		
January	12.470	10.990
February	11.900	10.660
March	13.400	10.850
April (up to the Latest Practicable Date)	13.460	12.460

NOTICE OF ANNUAL GENERAL MEETING

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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 23/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 17 June 2026 at 10:00 a.m. for the following purposes:

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 2025.
2. To declare a final dividend of 53.0 HK cents per share of the Company (the “**Share**”) for the year ended 31 December 2025.
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. Chen Mingyu as an independent non-executive Director;
 - (ii) Ms. Ma Chenguang as an independent non-executive Director; and
 - (iii) Ms. Liang Qin 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 Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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) 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 (excluding treasury shares) 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 (excluding treasury 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:

- (a) “**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 an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “**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

NOTICE OF ANNUAL GENERAL MEETING

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 (the **“Listing Rules”**), 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 (excluding treasury shares) 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:

- (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 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 (including any sale or transfer of shares that are held as treasury shares out of treasury) 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

NOTICE OF ANNUAL GENERAL MEETING

resolution 5(B) above, provided that such number of the Shares shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury shares) as at the date of passing the resolution.”

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

Hong Kong, 27 April 2026

<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	Xishan Road	31/F., Tower Two
Regatta Office Park	Dacheng Industrial Zone	Times Square
P.O. Box 1350	Anzhen Town	1 Matheson Street
Grand Cayman KY1-1108	Xishan District	Causeway Bay
Cayman Islands	Wuxi, Jiangsu Province	Hong Kong
	China	

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. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the Annual General Meeting.
- (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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) if you so wish.
- (iv) The register of members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026, 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. The record date for determining the entitlement of the shareholders to attend and vote at the Annual General Meeting will be Wednesday, 17 June 2026. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 11 June 2026.

NOTICE OF ANNUAL GENERAL MEETING

- (v) The register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, to determine the entitlement of the shareholders of the Company to receive final dividend, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 24 June 2026.

As at the date of this notice, Mr. Dong Jinggui, Ms. Qian Jinghong and Mr. Shen Yu are the executive Directors; and Mr. Wong Lung Ming, Mr. Chen Mingyu, Ms. Ma Chenguang and Ms. Liang Qin are the independent non-executive Directors.