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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 stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Ever Harvest Group Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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EVER HARVEST GROUP HOLDINGS LIMITED

永豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1549)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (the “AGM”) to be held at 12:00 n.n., on Friday, 24 May 2024 at 17/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong is set out on pages 24 to 28 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301–3304, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

Hong Kong, 22 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 12:00 n.n., on Friday, 24 May 2024 at 17/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong, or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 24 to 28 of this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Ever Harvest Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and, in the case of our Company, means Mr. Lau Yu Leung, Madam Tong Hung Sum, Ever Winning Investment Company Limited and Ever Forever Investment Company Limited, individually and as a group of persons;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EHIHL”	Ever Harvest International Holdings Limited (永豐國際控股集團有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company;
“EHIL”	Ever Harvest International Logistics (Shenzhen) Ltd.* (永豐國際貨運(深圳)有限公司), a company established in the PRC and is an indirect wholly-owned subsidiary of the Company;

DEFINITIONS

“Eternity”	Eternity Hong Kong Investment Limited (恒和香港投資有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company;
“Ever Harvest”	Ever Harvest Shipping Limited (永豐船務有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company;
“Existing Articles of Association”	the existing second amended and restated articles of association of the Company adopted on 25 May 2023;
“Existing Memorandum and Articles of Association”	the Existing Memorandum of Association and the Existing Articles of Association;
“Existing Memorandum of Association”	the existing amended and restated memorandum of association of the Company adopted on 25 May 2023;
“Greater China”	Greater China Shipping Limited (大中華船務有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the total number of issued Shares as at the date of the resolution granting the general mandate at the AGM;
“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as may be amended from time to time;
“New Memorandum and Articles of Association”	the third amended and restated memorandum of association and articles of association of the Company proposed to be adopted at the AGM;

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board;
“PRC”	The People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Remuneration Committee”	the remuneration committee of the Board;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum number equivalent to 10% of the total number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM;
“SEHL”	Shenzhen Ever Harvest Logistics Co., Ltd.* (深圳市永豐物流有限公司), a company established in the PRC and is an indirect wholly-owned subsidiary of the Company;
“SFHL”	Shenzhen Forever Harvest Logistics Ltd.* (深圳市永世豐物流有限公司), a company established in the PRC and is an indirect wholly-owned subsidiary of the Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended from time to time;
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Share Option Scheme”	the share option scheme adopted by the Company on 10 June 2016;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission, as may be amended from time to time;
“Xiamen Harvest”	Xiamen Harvest Shipping Limited (鷺豐船務有限公司), a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company; and
“%”	per cent.

* For identification purpose only

LETTER FROM THE BOARD



EVER HARVEST GROUP HOLDINGS LIMITED
永豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1549)

Executive Directors:

Mr. Lau Yu Leung (*Chairman*)
Mr. Lau Tak Fung Wallace
(*Chief Executive Officer*)
Mr. Lau Tak Kee Henry

Registered Office in the Cayman Islands:

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Non-executive Director:

Madam Tong Hung Sum

*Headquarters and Principal Place of
Business in Hong Kong:*

17/F, Excel Centre
483A Castle Peak Road
Cheung Sha Wan
Kowloon
Hong Kong

Independent Non-executive Directors:

Mr. Lo Wan Sing Vincent
Mr. Lam Lo
Mr. Lee Ka Lun
Mr. Kam, Eddie Shing Cheuk

22 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to: (i) provide you with information regarding certain resolutions to be put forward at the AGM including details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the proposed re-election of retiring Directors; (iv) provide you with details of the proposed adoption of the New Memorandum and Articles of Association; and (v) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

At the last annual general meeting of the Company on 25 May 2023, the Directors were granted (a) a general and unconditional mandate to allot, issue and otherwise deal with additional Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the relevant resolution; (b) a general and unconditional mandate to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the relevant resolution; and (c) a general mandate to the Directors to add to the mandate mentioned in (a) above those Shares repurchased by the Company pursuant to the mandate mentioned in (b) above.

The above mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (i) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the resolution granting the Issue Mandate at the AGM; and
- (ii) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the Repurchase Mandate at the AGM.

In addition, a separate ordinary resolution will also be proposed at the AGM to give a general mandate to the Directors to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 4 to 6 as set out in the AGM Notice contained in pages 24 to 28 of this circular.

The above mandates shall only continue in force until:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or
- (c) revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

LETTER FROM THE BOARD

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,550,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 310,000,000 Shares, representing 20% of the total number of issued Shares as at the date of the resolution granting the Issue Mandate at the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

By virtue of Article 108(a) of the Existing Articles of Association, Mr. Lau Tak Kee Henry, Madam Tong Hung Sum and Mr. Lo Wan Sing Vincent shall retire by rotation and, being eligible, offer themselves for re-election, at the AGM.

Nomination Procedure

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

To enhance the quality of the performance of the Board and to achieve diversity on the Board, the Board adopted on 10 June 2016 its board diversity policy, and amended such policy on 31 December 2018, pursuant to which (i) all Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board; and (ii) selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. If it involves the appointment of an independent non-executive Director, the Nomination Committee shall also consider the perspectives, skills and experience that the person can bring to the Board, and how the person would contribute to the diversity of the Board. The Company shall take into account its own business model and specific needs, and disclose the rationale for the factors it uses for this purpose. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee

The Nomination Committee considered Mr. Lau Tak Kee Henry's extensive experience in the freight forwarding industry, familiarity with the operation of the Group, connection with the PRC, working profile and other experience and factors, and was satisfied that Mr. Lau had the required character, integrity and experience to continuously fulfil his role as an executive Director effectively.

The Nomination Committee considered Madam Tong Hung Sum's skill and experience, time commitment and contribution, and was satisfied that Madam Tong had the required character, integrity and experience to continuously fulfil her role as a non-executive Director effectively.

The Nomination Committee assessed the independence of Mr. Lo Wan Sing Vincent based on his annual written confirmation of independence given to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent to the Company. Furthermore, the Nomination Committee considered Mr. Lo's qualification, skill and experience, time commitment and contribution, and was satisfied that Mr. Lo had the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

In view of the above, the Board believes that the re-election of Mr. Lau Tak Kee Henry as the executive Director, Madam Tong Hung Sum as the non-executive Director and Mr. Lo Wan Sing Vincent 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. Lau Tak Kee Henry, Madam Tong Hung Sum and Mr. Lo Wan Sing Vincent stand for re-election as Directors at the AGM. Further information about the Board's composition and diversity as well as the attendance record of the Directors (including the retiring Directors) at the meetings of the Board and/or its committees and the general meetings is disclosed in the corporate governance report set out in the annual report.

The particulars of the Directors proposed to be re-elected are set out in Appendix II to this circular.

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 25 March 2024, the Board proposes to amend the Existing Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association for the purposes of, among others, (i) updating and bringing the Existing Memorandum and Articles of Association in line with the amendments to the Listing Rules in relation to the expanded paperless listing regime and electronic dissemination of the corporate communications by listed issuers and (ii) making housekeeping changes.

LETTER FROM THE BOARD

For details of the proposed amendments to the Existing Memorandum and Articles of Association, please refer to Appendix III to this circular.

The Company has been advised by its legal advisers that the proposed adoption of the New Memorandum and Articles of Association is not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the proposed adoption of the New Memorandum and Articles of Association.

The amendments to the Existing Memorandum and Articles of Association will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the proposed adoption of the New Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

The proposed adoption of the New Memorandum and Articles of Association is subject to the passing of a special resolution at the AGM.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 12:00 n.n. on Friday, 24 May 2024 at 17/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong is set out on pages 24 to 28 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

ACTIONS TO BE TAKEN

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301–3304, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

VOTING BY POLL AT THE AGM

Pursuant to Article 72 of the Articles of Association and the requirement of Rule 13.39 of the Listing Rules, every resolution submitted to the AGM shall be determined by voting by poll except where the chairman of the AGM, 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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares

LETTER FROM THE BOARD

accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301–3304, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Monday, 20 May 2024.

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the adoption of the New Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all resolutions set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I, Appendix II and Appendix III to this circular.

By Order of the Board
Ever Harvest Group Holdings Limited
Lau Yu Leung
Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders concerning the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders of the company in advance by an ordinary resolution in a general meeting, either by way of general mandate or by specific approval in relation to a particular transaction and that the shares to be repurchased must be fully paid up.

2. SOURCE OF FUNDS AND IMPACT OF REPURCHASES

Any repurchase of the Shares under the Repurchase Mandate will be financed from the funds legally available for such purposes in accordance with the New Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company may not repurchase its own securities 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. Any repurchase of Shares by the Company may be made out of profits or share premium account of the Company or out of proceeds of a fresh issue of Shares made for that purpose or, if so authorised by the New Memorandum and Articles of Association and subject to the solvency test and the Companies Act, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be purchased must be paid out of the Company's profits or share premium account, or, if so authorised by the New Memorandum and Articles of Association and subject to the solvency test and the Companies Act, out of capital.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2023, being the date of the Company's latest audited consolidated financial statements). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2023, being the date of the Company's latest audited consolidated financial statements) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,550,000,000 Shares.

As at the Latest Practicable Date, there was no outstanding share option granted under the Share Option Scheme.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 155,000,000 Shares, representing 10% of the number of issued Shares as at the date of the resolution granting the Repurchase Mandate at the AGM. The above mandate will expire on the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or (iii) revoked or varied by ordinary resolution of the Shareholders in general meeting.

4. REASONS FOR THE PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Cayman Islands and the New Memorandum and Articles of Association.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose 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, unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a

consequence of any repurchases pursuant to the Repurchase Mandate. As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Ever Winning Investment Company Limited (which is wholly and beneficially owned by Mr. Lau Yu Leung) and Ever Forever Investment Company Limited (which is wholly and beneficially owned by Mr. Lau Yu Leung's spouse, Madam Tong Hung Sum) held 1,019,831,999 and 52,500,000 Shares, respectively, which in aggregate represents 69.18% of the total number of Shares in issue of the Company. If the Directors were to exercise the Repurchase Mandate in full, the shareholding percentage of Controlling Shareholders would increase from 69.18% to 76.87% of the total number of Shares in issue of the Company. Such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code, but would result in the percentage of issued Shares held by the public to be reduced to below the prescribed minimum percentage of 25% required by the Listing Rules.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in the number of shares which are in the hands of the public falling below 25% of the total number of shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

The Directors will not exercise the power to repurchase the Shares if it will cause further concentration of the shareholding of the Company, unless the repurchase of Shares will not cause insufficient public float of the Company.

The Directors will not propose to repurchase Shares as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve (12) calendar months preceding and up to Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	0.198	0.142
May	0.189	0.156
June	0.197	0.153
July	0.172	0.143
August	0.150	0.112
September	0.122	0.102
October	0.103	0.080
November	0.113	0.077
December	0.095	0.080
2024		
January	0.086	0.073
February	0.095	0.075
March	0.093	0.077
April (up to the Latest Practicable Date)	0.090	0.073

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

DIRECTORS**Mr. Lau Tak Kee Henry**

Aged 46, joined the Group in 2008, and was appointed as an executive Director on 3 March 2016. Mr. Lau is primarily responsible for formulating and implementing the Group's corporate strategies and sales and marketing strategies, overseeing the Group's overall business development and implementing operation plans and participating in the day-to-day management of the Group's business operations, and overseeing investment activities and transactions. Mr. Lau is also responsible for the freight forwarding and I.T. support services of the Group. Mr. Lau is currently serving as a director of EHIHL, Ever Harvest, Xiamen Harvest, Greater China, Eternity, EHIL and SFHL.

Mr. Lau is a committee member of the 13th Chinese People's Political Consultative Conference in the Xiamen Municipality, the PRC (中國人民政治協商會議廈門市委員會). Mr. Lau has been a member of Hong Kong CPPCC Youth Association Limited (香港政協青年聯會有限公司) since May 2014.

Mr. Lau holds a Bachelor Degree in Business Administration from the University of Southern California. Mr. Lau is the son of Mr. Lau Yu Leung and Madam Tong Hung Sum and the brother of Mr. Lau Tak Fung Wallace.

A service contract has been entered into between Mr. Lau and the Company for a term of three years commencing on 6 July 2016 and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. Mr. Lau is currently entitled to fixed basic annual remuneration of HK\$2,249,000 subject to annual review by the Remuneration Committee and the approval by a majority in number of the members of the Board, and a management bonus to be determined by reference to the general operating results of the Company. Such amount was determined with reference to, among other things, market level of remuneration and compensation paid comparable companies, the responsibilities of the Director concerned and the performance of the Company.

As at the Latest Practicable Date, Mr. Lau is holding 100% interest in Ever Glorious Investment Company Limited. Ever Glorious Investment Company Limited is interested in 52,500,000 Shares, representing approximately 3.39% interest in the Company.

Madam Tong Hung Sum

Aged 71, joined the Group in 2002, and was appointed as a non-executive Director on 3 March 2016. Madam Tong is primarily responsible for advising on overall strategic planning of our Group but not participating in the day-to-day management of our Group's business operation. Madam Tong is currently serving as a director of EHIHL, Ever Harvest, Xiamen Harvest, Greater China, Millions Good and Eternity. Madam Tong is also currently serving as a supervisor of EHIL and SEHL.

Madam Tong is the spouse of Mr. Lau Yu Leung and the mother of Mr. Lau Tak Fung Wallace and Mr. Lau Tak Kee Henry.

A letter of appointment has been entered into between the said Director and the Company for a term of three years commencing on 6 July 2016, subject to rotation and re-election in accordance with the Articles of Association. She is currently entitled to an annual remuneration of HK\$715,000 subject to annual review by the Remuneration Committee of the Company and the approval by a majority in number of the members of the Board, and a discretionary bonus to be determined by reference to the general operating results of the Company. Such amount was determined with reference to, among other things, market level of remuneration and compensation paid comparable companies, the responsibilities of the Director concerned and the performance of the Company.

As at the Latest Practicable Date, Madam Tong is holding 100% interest in Ever Forever Investment Company Limited, one of the Group's Controlling Shareholders. Ever Forever Investment Company Limited is interested in 52,500,000 Shares, representing approximately 3.39% interest in the Company. Further, Mr. Lau Yu Leung is holding 100% interest in Ever Winning Investment Company Limited, one of the Group's Controlling Shareholders. Ever Winning Investment Company Limited is interested in 1,019,831,999 Shares, representing approximately 65.80% interest in the Company. Madam Tong is deemed to be interested in Mr. Lau's interest in the Company by virtue of the SFO.

Mr. Lo Wan Sing Vincent

Aged 76, was appointed as an independent non-executive Director on 10 June 2016, and is chairman of the Nomination Committee and a member of the Remuneration Committee and Audit Committee of the Company.

Mr. Lo has more than 30 years of experience in the field of jewellery and property investment. Mr. Lo is currently an independent non-executive director of Xinyi Solar Holdings Limited (Stock Code: 968), a company listed on the Stock Exchange.

Mr. Lo is a member of the National Committee of the 10th, 11th and 12th Chinese People's Political Consultative Conference (中國人民政治協商會議). Mr. Lo was awarded Bronze Bauhinia Star (BBS) and Silver Bauhinia Star (SBS) by the government of Hong Kong in July 2011 and July 2017 respectively.

A letter of appointment has been entered into between the said Director and the Company for a term of three years commencing on 6 July 2016, renewed on 7 July 2019, subject to rotation and re-election in accordance with the Articles of Association. He is currently entitled to an annual director's fee in the sum of HK\$120,000 or such other sum as the Remuneration Committee of the Board may from time to time decide. Such amount was determined with reference to, among other things, market level of remuneration and compensation paid comparable companies, the responsibilities of the Director concerned and the performance of the Company.

Saved as disclosed above, none of the above retiring Directors has any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the above retiring Directors (i) holds any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; or (ii) has any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information in relation to the above retiring Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to their re-election that need to be brought to the attention of the Shareholders.

The details of the proposed amendments to the Existing Memorandum and Articles of Association are set out below:

General amendments

To renumber the Existing Memorandum and Articles of Association as appropriate.

Specific amendments

Existing Memorandum and Articles of Association	Proposed amendments to the Existing Memorandum and Articles of Association
Cover	
<p>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>Ever Harvest Group Holdings Limited 永豐集團控股有限公司</p> <p>(as adopted by a Special Resolution passed on 25 May 2023)</p>	<p>SECONDTHIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>Ever Harvest Group Holdings Limited 永豐集團控股有限公司</p> <p>(as adopted by a Special Resolution passed on 25 May 2023<u>24 May 2024</u>)</p>
Memorandum of Association	
<p>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>Ever Harvest Group Holdings Limited 永豐集團控股有限公司 (Company)</p> <p>(as adopted by a Special Resolution passed on 25 May 2023)</p>	<p>SECONDTHIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>Ever Harvest Group Holdings Limited 永豐集團控股有限公司 (Company)</p> <p>(as adopted by a Special Resolution passed on 25 May 2023<u>24 May 2024</u>)</p>
Articles of Association	
<p>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>Ever Harvest Group Holdings Limited 永豐集團控股有限公司 (Company)</p> <p>(as adopted by a Special Resolution passed on 25 May 2023)</p>	<p>SECONDTHIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>Ever Harvest Group Holdings Limited 永豐集團控股有限公司 (Company)</p> <p>(as adopted by a Special Resolution passed on 25 May 2023<u>24 May 2024</u>)</p>

175 (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

175 (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be published on the Company's computer network or delivered or sent by post in any manner not prohibited by the Companies Act (including by sending any form of electronic communication) together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

<p>(c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.</p>	<p>(c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements<u>in any manner not prohibited by the Companies Act (including by sending any form of electronic communication)</u> instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those<u>the</u> Shareholders that have consented and elected to receive the summarised financial statements.</p>
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180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by Electronic Means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.

180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served or delivered by the Company to any Shareholder by Electronic Means to such address as may from time to time be ~~authorised~~ supplied by the Shareholder concerned or by publishing it on a ~~website and notifying the Shareholder concerned that it has been so published~~ the website of the Company and the website of the HK Stock Exchange.

<p>181 (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>	<p>181 (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>
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<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>	<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>
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<p>(c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.</p>	<p>(c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.</p>
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NOTICE OF ANNUAL GENERAL MEETING



EVER HARVEST GROUP HOLDINGS LIMITED 永豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1549)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Ever Harvest Group Holdings Limited (the “**Company**”) will be held at 12:00 n.n., on Friday, 24 May 2024 at 17/F, Excel Centre, 483A Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements together with the report of the directors (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Lau Tak Kee Henry as an executive Director of the Company;
 - (b) To re-elect Madam Tong Hung Sum as a non-executive Director of the Company;
 - (c) To re-elect Mr. Lo Wan Sing Vincent as an independent non-executive Director of the Company;
 - (d) To authorise the board of Directors to fix their remuneration.
3. To re-appoint Mazars CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company and securities convertible to shares of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into

NOTICE OF ANNUAL GENERAL MEETING

shares of the Company) which would or might require shares in the capital of the Company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued, allotted or disposed of, either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the number of shares of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; 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 unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or similar giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where

NOTICE OF ANNUAL GENERAL MEETING

appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company 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 which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the number of the shares of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) 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 unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to condition; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution set out in paragraph 5 of this notice convening this meeting.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

SPECIAL RESOLUTION

7. “**THAT:**
- (a) the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contains all the proposed amendments to the existing second amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”), the details of which are set out in Appendix III to the circular of the Company dated 22 April 2024 (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association with immediate effect after the close of this meeting; and
 - (b) any one director, the secretary or the registered office provider of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with, the adoption of the New Memorandum and Articles of Association, including without limitation, dealing with the relevant amendments, notices, filings and registrations which are required in connection with the adoption of the New Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

By Order of the Board
Ever Harvest Group Holdings Limited
Lau Yu Leung
Chairman

Hong Kong, 22 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301–3304, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).
3. The register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301–3304, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 20 May 2024.
4. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to ordinary resolutions set out in paragraphs 2 and 4 to 6 of this notice, a circular giving details of the re-electing of Directors and general mandates to issue and to repurchase shares will be despatched to shareholders of the Company. The biographical details of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to the circular.
6. Where there are joint registered holders of any share, any one of such joint holder may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoon is in effect in Hong Kong any time after 9:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.xhsl.com.hk and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

As at the date of this notice, the board of directors of the Company comprises Mr. Lau Yu Leung, Mr. Lau Tak Fung Wallace and Mr. Lau Tak Kee Henry as executive Directors; Madam Tong Hung Sum as non-executive Director; Mr. Lo Wan Sing Vincent, Mr. Lam Lo, Mr. Lee Ka Lun and Mr. Kam, Eddie Shing Cheuk as independent non-executive Directors.