
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Yihai International Holding Ltd., you should at once hand this circular together with the form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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YIHAI INTERNATIONAL HOLDING LTD.

頤海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1579)

- (1) PROPOSED RE-ELECTION OF DIRECTORS**
- (2) PROPOSED RE-APPOINTMENT OF THE AUDITOR**
- (3) PROPOSED DECLARATION OF FINAL DIVIDEND**
- (4) PROPOSED GENERAL MANDATES TO ISSUE
NEW SHARES AND BUY BACK SHARES**
- (5) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Yihai International Holding Ltd. to be held at Meeting Room, 3rd Floor, Yihai International Holding Ltd. Building, 2300 Huxinan Road, Yushan District, Ma'anshan City, Anhui Province, PRC at 2:00 p.m. on Thursday, 18 May 2023 is set out on pages 26 to 31 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.yihchina.com).

Whether or not you are able 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

24 April 2023

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 2:00 p.m. on Thursday, 18 May 2023 at Meeting Room, 3rd Floor, Yihai International Holding Ltd. Building, 2300 Huxinan Road, Yushan District, Ma’anshan City, Anhui Province, PRC
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Board Meeting”	the meeting of the Board held on 30 March 2023
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back the Shares not exceeding 10% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	YIHAI INTERNATIONAL HOLDING LTD. (頤海國際控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 18 October 2013
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules, and unless the context otherwise requires, refers to Mr. Zhang Yong, the non-executive Director, Ms. Shu Ping, an executive Director and the spouse of Mr. Zhang Yong, ZYSP YIHAI Ltd, a business company with limited liability incorporated in the British Virgin Islands on 10 October 2013 and SP YH Ltd, a business company with limited liability incorporated in the British Virgin Islands on 30 June 2020
“Director(s)”	director(s) of the Company

DEFINITIONS

“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“Haidilao Group”	Haidilao International Holding Ltd., whose shares are listed on the Stock Exchange (stock code: 6862), and its subsidiaries
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of US\$0.00001 each
“Shareholder(s)”	the holder(s) of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meanings ascribed thereto in the Listing Rules

DEFINITIONS

“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“Yihai Shanghai”	Yihai (Shanghai) Food Co., Ltd.* (頤海(上海)食品有限公司), a foreign investment enterprise incorporated in the PRC on 1 December 2014 and an indirectly wholly owned subsidiary of the Company
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	percentage

* *English translations of company names are for identification purposes only.*

LETTER FROM THE BOARD



YIHAI INTERNATIONAL HOLDING LTD.

頤海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1579)

Executive Directors:

Mr. Sean Shi (*Chairman*)
Mr. Guo Qiang
Mr. Sun Shengfeng
Ms. Shu Ping
Mr. Zhao Xiaokai

Non-executive Director:

Mr. Zhang Yong

Independent non-executive Directors:

Mr. Yau Ka Chi
Mr. Qian Mingxing
Ms. Ye Shujun

Registered office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205 Cayman Islands

***Corporate Headquarters
in the PRC:***

Room 1810
No. 2500 Zhenbei Road
Putuo District
Shanghai, PRC

***Principal place of business
in Hong Kong:***

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

24 April 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION OF DIRECTORS**
(2) PROPOSED RE-APPOINTMENT OF THE AUDITOR
(3) PROPOSED DECLARATION OF FINAL DIVIDEND
**(4) PROPOSED GENERAL MANDATES TO ISSUE
NEW SHARES AND BUY BACK SHARES**
**(5) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND**
(6) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting including: (a) the proposed re-election of Directors; (b) the proposed re-appointment of the auditor of the Company; (c) the proposed declaration of final dividend; (d) the granting of the General Mandate to issue Shares and the Buy-back Mandate to buy back Shares; and (e) the proposed amendments to the Memorandum and Articles of Association and adoption of new Memorandum and Articles of Association.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Zhao Xiaokai, Mr. Zhang Yong and Ms. Ye Shujun shall retire by rotation, and being eligible, offered themselves for re-election at the Annual General Meeting.

In considering and approving the proposal for Ms. Ye to be re-elected as an independent non-executive Director and to assess her suitability to be re-elected, the nomination committee of the Board, having regard to the board diversity policy and nomination policy of the Company, considered Ms. Ye's background, skills and experience as well as her past performance, commitment and contribution to the Company and her independence confirmation pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Board is satisfied that Ms. Ye has the required character, integrity, skills, experience and independence to continue fulfilling the role of independent non-executive Director. Furthermore, with her extensive knowledge on economics and management, the Board considers that Ms. Ye will be able to provide valuable and relevant insights and contribute to the diversity of the Board. Ms. Ye does not hold seven or more listed company directorship and thus can give sufficient time and attention to the Company's affairs.

Details of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF THE AUDITOR

The mandate of the current auditor of the Company, PricewaterhouseCoopers, will expire at the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be put forward for approval of the re-appointment of the auditor and to authorise the Board to fix the remuneration of the auditor.

The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Board which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.

DECLARATION OF FINAL DIVIDEND

Reference is made to the annual results announcement for the year ended 31 December 2022 of the Company dated 30 March 2023. The Board resolved to propose to the Shareholders at the Annual General Meeting to be held on Thursday, 18 May 2023 for the distribution of a final dividend of RMB17.72 cents per Share for the year ended 31 December 2022 payable to the Shareholders whose names are listed in the register of members of the Company on Thursday, 25 May 2023. Subject to the consideration and approval of the Shareholders at the Annual General Meeting, the final dividend will be paid in Hong Kong dollars based on the average benchmark exchange rate of RMB against Hong Kong dollars as announced by the

LETTER FROM THE BOARD

People's Bank of China in the five working days prior to but excluding the date of the Board Meeting, that is HK\$20.255732 cents per Share. If approved by the Shareholders at the Annual General Meeting, the final dividend of 2022 will be distributed on or around Wednesday, 14 June 2023.

GENERAL MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by the Shareholders on 20 May 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

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, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares at the Annual General Meeting, an ordinary resolution no. 7 will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,046,900,000 Shares which have been fully paid. Subject to the passing of the ordinary resolution no. 7 and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 209,380,000 Shares (whether by way of Share or otherwise). In addition, subject to a separate approval of the ordinary resolution no. 9, the number of the Shares bought back by the Company under ordinary resolution no. 8 will also be added to extend the General Mandate as mentioned in the ordinary resolution no. 7, provided that such additional value shall represent up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the resolutions in relation to the General Mandate and Buy-back Mandate.

BUY-BACK MANDATE TO BUY BACK SHARES

Pursuant to a resolution passed by the Shareholders on 20 May 2022, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back the Shares representing up to 10% of the number of issued shares of the Company as at the date of passing of the resolution in relation to the Buy-back Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix I 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.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 March 2023, in accordance with the amendments to Appendix 3 to the Listing Rules which sets out a uniform set of core shareholder protection standards for issuers regardless of their place of incorporation, the Board resolved to propose to amend the second amended and restated memorandum and articles of association of the Company (the “**Amended and Restated M&A**”) and to adopt the third Amended and Restated M&A, subject to the approval of the Shareholders. Details of the proposed amendments (the “**Proposed Amendments**”) to the second Amended and Restated M&A are set out in the Appendix III to this circular. The Company has been advised by Kirkland & Ellis, the Company’s legal advisor as to Hong Kong laws, and Maples and Calder (Hong Kong) LLP, the Company’s legal advisor as to the Cayman Islands laws, that the Proposed Amendments and the adoption of the third Amended and Restated M&A are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments and the adoption of the third Amended and Restated M&A for a company listed on the Stock Exchange.

A special resolution will be proposed at the Annual General Meeting for the Shareholders to, among others, consider and, if thought fit, approve the Proposed Amendments and the adoption of the third Amended and Restated M&A. The Proposed Amendments and the adoption of the third Amended and Restated M&A shall take effect immediately upon the passing of the relevant resolution.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 26 to 31 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the re-election of Directors, the re-appointment of auditor, the declaration of final dividend, the granting of the General Mandate to issue Shares and the Buy-back Mandate to buy back Shares, and a special resolution will be proposed to Shareholders to consider and approve the Proposed Amendments and the adoption of the third Amended and Restated M&A.

LETTER FROM THE BOARD

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.yihchina.com). Whether or not you are able 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 return of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should they so wish.

VOTING AT THE ANNUAL GENERAL MEETING

There is no Shareholder who has any material interest in the proposed resolutions, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, a resolution put to vote at any general meeting is to be decided by way of a poll, except where the chairman of the 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.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote need not use up all his/her/its votes nor cast all the votes in the same way.

RECOMMENDATION

The Board considers that the proposed ordinary resolutions for the re-election of Directors, the re-appointment of the auditor of the Company, the declaration of final dividend, the granting of the General Mandate and the Buy-back Mandate, and that the proposed special resolution for approval of the Proposed Amendments and adoption of the third Amended and Restated M&A are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommends all the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Yihai International Holding Ltd.
Sean Shi
Chairman

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,046,900,000 Shares of nominal value of US\$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 104,690,000 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation of the Buy-back Mandate by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first; or (iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or the applicable laws of the Cayman Islands.

REASONS AND FUNDING OF BUY-BACKS

The Directors believe that it is in the Company's and the Shareholders' best interests for the Directors to have the general authority to execute buy-backs of Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such buy-backs will benefit the Company and the Shareholders.

The buy-back of the Shares listed on the Stock Exchange must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands. The Directors may not buy back the Shares on the Stock Exchange for consideration other than cash or for settlement other than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make buy-backs with profits of the Company or proceeds from a new issuance of Shares made for the purpose of the buy-back or, if authorised by the Articles of Association and subject to the Companies Act, out of capital. In the case of any premium payable on the buy-backs, it may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company.

The Directors believe that, if the Buy-back Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, 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.

GENERAL

To the best of their knowledge, and having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, if the Buy-back Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-back pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

To the best knowledge of the Company, as at the Latest Practicable Date, the Controlling Shareholders were interested in 325,896,021 Shares representing approximately 31.13% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Buy-back Mandate in full, the aggregate shareholding interest of the Controlling Shareholders would be increased to approximately 34.59% of the total issued share capital of the Company.

The Directors consider that such increase in shareholding may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the proposed Buy-back Mandate to such an extent as would give rise to such an obligation. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code even if the Buy-back Mandate is exercised in full.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares have been made by the Company in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

PUBLIC FLOAT

The Directors do not have a present intention to exercise the Buy-back Mandate to the effect that will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve calendar months before the Latest Practicable Date were as follows:

	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2022		
March	33.95	19.32
April	24.85	19.34
May	24.35	19.54
June	28.60	22.05
July	29.50	22.45
August	23.40	19.20
September	19.90	15.68
October	17.08	12.60
November	24.50	13.00
December	28.60	23.20
2023		
January	33.20	26.70
February	29.00	20.80
March	25.45	19.74
April (<i>up to the Latest Practicable Date</i>)	25.20	21.10

The following are the biographical details of the Directors proposed for re-election at the Annual General Meeting.

1. MR. ZHAO XIAOKAI

Mr. Zhao Xiaokai (趙曉凱), aged 47, was appointed as an executive Director of the Company on 25 August 2020. He is currently the director of the supply system of the Company. He is responsible for the management of the supply system of the Company. He is committed to optimizing and managing the production of factories, inventory logistics and technological research. He has extensive experience in risk management and control, cost optimization, quality control and supply chain management. Mr. Zhao joined the Company on 31 March 2017, and served as the special assistant of the general manager, and the director of the supply management department since 1 December 2017. Prior to this, Mr. Zhao served as the general manager in production of Douglas (Qingdao) Wines Co., Ltd (青島道格拉斯洋酒有限公司) from May 2016 to March 2017, worked at Heinz (Qingdao) Food Co., Ltd. (亨氏(青島)食品有限公司) from April 2004 to April 2016 (and had been the operational director). He served as the quality auditor of Unilever Bestfood* (聯合利華百仕福) from October 2000 to April 2004 and the production officer of Weifang Yue Hwa Food Co., Ltd.* (濰坊裕華食品有限公司) from July 1998 to October 2000. Mr. Zhao graduated from Jimei University and obtained a bachelor's degree in engineering in 1998.

Mr. Zhao is also holding directorships at the following members of the Group:

Yihai Natural Food Manufacture Sdn. Bhd
Yihai (Australia) Food Proprietary Limited
Fuhai (Shanghai) Food Technology Co., Ltd.* (馥海(上海)食品科技有限公司)
Yihai Zhaoqing Food Co., Ltd.* (頤海肇慶食品有限公司)
Fuhai Zhaoqing Food Co., Ltd.* (馥海肇慶食品有限公司)
Sichuan Yihai Magic Cook Food Co., Ltd.* (四川頤海筷手食品有限公司)
Yihai (Anhui) Food Technology Co., Ltd.* (頤海(安徽)食品科技有限公司)

Mr. Zhao's appointment continued for a term of three years, subject to the retirement and rotation provisions set out in the Articles of Association. The service agreement can be terminated by not less than one month's notice in writing served by either Mr. Zhao or the Company.

Mr. Zhao does not have any relationship with other Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhao's interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance are set out below:

Capacity/Nature of interest	Number of Shares	Approximate percentage of shareholding in the total issued share capital (%)
Beneficial owner	160,000 (long position)	0.02

2. MR. ZHANG YONG

Mr. Zhang Yong (張勇), aged 52, was appointed as a non-executive Director on 7 March 2016. Mr. Zhang is one of the founders of the Haidilao Group and has over 20 years of food industry and management experience within the Haidilao Group. He has been a Director since December 2015 and is primarily responsible for participating in making major decisions for the Company. Mr. Zhang served as the general manager of Sichuan Haidilao Catering Co., Ltd.* (四川海底撈餐飲股份有限公司) (“**Sichuan Haidilao**”) from April 1994 to March 2001. Between April 2001 and June 2009, Mr. Zhang served as both the executive director and the general manager of Sichuan Haidilao. Since July 2009, Mr. Zhang has served as the director and chairman of Sichuan Haidilao. Mr. Zhang also serves as a director and member of senior management of associates of the Company's Controlling Shareholders. He is currently an executive director of Haidilao International Holding Ltd., whose shares are listed on the Stock Exchange (stock code: 6862). Mr. Zhang completed the executive master of business administration program and completed the finance master of business administration program from Cheung Kong Graduate School of Business (長江商學院) in October 2011 and August 2012, respectively.

Mr. Zhang's appointment continued for a term of three years, subject to the retirement and rotation provisions set out in the Articles of Association. The service agreement can be terminated by not less than one month's notice in writing served by either Mr. Zhang or the Company.

Mr. Zhang is the spouse of Ms. Shu Ping, an executive Director and Controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhang's interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance are set out below:

Capacity/Nature of interest	Number of Shares	Approximate percentage of shareholding in the total issued share capital (%)
Founder of a discretionary trust, interest of controlled corporation, beneficial owner, beneficiary of a trust and interest of spouse	325,896,021 (long position)	31.13

Note:

Mr. Zhang Yong and Ms. Shu Ping, as the settlors and protectors, established for their own benefit the ZYSP Trust, which holds the entire share capital of (i) ZYSP YIHAI Ltd, which in turn holds 236,814,275 Shares, and (ii) SP YH Ltd, which in turn holds 88,621,746 Shares. For the purpose of the SFO, Mr. Zhang Yong and Ms. Shu Ping are deemed to be interested in the Shares in which ZYSP YIHAI Ltd and SP YH Ltd are interested.

Mr. Zhang Yong is the spouse of Ms. Shu Ping and is deemed to be interested in the same number of Shares in which Ms. Shu Ping is interested for the purpose of the SFO.

3. MS. YE SHUJUN

Ms. Ye Shujun (葉蜀君), aged 61, was appointed as an independent non-executive Director on 20 June 2016. She is primarily responsible for participating in making major decisions for the Company and advising on issues relating to corporate governance, remuneration of Directors and senior management, nomination of Directors and audit. Ms. Ye served as an independent director of Beijing New Universal Science and Technology Co., Ltd. (北京萬向新元科技股份有限公司) (stock code: 300472) from June 2011 to October 2021, and served as an independent director of Anhui Guozhen Environment Protection Technology Joint Stock Co., Limited (安徽國禎環保節能科技股份有限公司) (stock code: 300388) from August 2016 to December 2020, both being companies listed on the Shenzhen Stock Exchange (深圳證券交易所). Ms. Ye has been serving as independent director of Anhui Telit Science and Technology Co., Ltd. (stock code: 831918), a company listed on National Equities Exchange and Quotation System, since July 2017, and served as independent director of Wuhu Fuchun Dye And Weave Co., Ltd. (蕪湖富春染織股份有限公司) (stock code: 605189), a company listed on the Shanghai Stock Exchange, from November 2017 to July 2022. Ms. Ye also served as lecturer, associate professor and professor successively at the economic management college of Beijing Jiaotong University (北京交通大學) since December 1994. Ms. Ye completed a program in international accounting and international tax at Xiamen University in January 1990. Ms. Ye then obtained a master's degree in economics from Tsinghua University in July 1994. She obtained a doctoral degree in management from Beijing Jiaotong University in July 2007.

Ms. Ye's appointment continued for a term of three years, subject to the retirement and rotation provisions set out in the Articles of Association. The letter of appointment can be terminated by not less than one month's notice in writing served by either Ms. Ye or the Company.

Ms. Ye does not have any relationship with other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Ms. Ye has no interest in the Company's securities within the meaning of Part XV of the Securities and Futures Ordinance.

DIRECTORS' REMUNERATION

The total amount of the Directors' remuneration for the year ended 31 December 2022 received by each of the retiring Directors are set out in note 36 to the financial statements of the Company's annual report 2022. The Directors' remuneration is determined by the remuneration committee of the Company having regard to the Company's and the Director's performance.

Save as disclosed in this circular, to the best knowledge of the Company, each of the Directors who stand for re-election (i) does not hold other positions in the Company or other members of the Group, (ii) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (iii) does not have any relationship with any other Director, senior management, substantial shareholder or Controlling Shareholder of the Company and (iv) has no information to disclose pursuant to any of the requirements of Rules 13.51(2)(h)-13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

The proposed amendments to the second Amended and Restated M&A are set out in the table below:

Provision in memorandum of association before amendments	Provision in memorandum of association after amendments
REGISTERED OFFICE ADDRESS	
2 The Registered Office of the Company shall be at the offices of Offshore Incorporations (Cayman) Limited, Floor, 4, Willow House, Cricket Square, PO Box 2804, Grand Cayman KY1-1112, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.	2 The Registered Office of the Company shall be at the offices of Offshore Incorporations <u>Vistra</u> (Cayman) Limited, Floor, 4, Willow House, Cricket Square, PO Box 2804 <u>P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1112</u> 1205, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.
Article before amendments	Article after amendments
INTERPRETATION	
–	<p data-bbox="801 921 1359 953"><u>“Communication Facilities”</u></p> <p data-bbox="801 1002 1359 1349"><u>shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other.</u></p>
–	<p data-bbox="801 1357 1359 1389"><u>“Person”</u></p> <p data-bbox="801 1438 1359 1672"><u>shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.</u></p>

-	<p><u>“Present”</u></p> <p><u>shall mean, in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being:</u></p> <p><u>(a) physically present at the meeting; or</u></p> <p><u>(b) in the case of any meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.</u></p>
-	<p><u>“Virtual Meeting”</u></p> <p><u>shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.</u></p>

GENERAL MEETINGS	
<p>12.1 The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	<p>12.1 The Company shall hold a general meeting as its annual general meeting in each <u>financial year</u> other than the year of the Company's adoption of these Articles, <u>within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles</u> (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>
<p>12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist,</p>	<p>12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any twoone or more members <u>holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company.</u> <u>The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.</u> General meetings may also be convened on the written requisition of any one member which is a</p>

<p>provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in HongKong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company <u>the resolutions to be added to the meeting agenda, and signed by the requisitionist(s).</u> If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>
<p>–</p>	<p><u>12.4 The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.</u></p>

12.4 An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

12.5~~2.4~~ An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. The notice of any general meeting at which Communication Facilities will be utilised (including any Virtual Meeting) must disclose the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

PROCEEDINGS AT GENERAL MEETINGS	
<p>13.1 For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>	<p>13.1 For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy<u>Present</u> provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy<u>Present</u>. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present<u>Present</u> at the commencement of the business.</p>
<p>13.2 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum and may transact the business for which the meeting was called.</p>	<p>13.2 If within 15 minutes from the time appointed for the meeting a quorum is not present<u>Present</u>, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present<u>Present</u> within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy<u>Present</u> shall be a quorum and may transact the business for which the meeting was called.</p>

-	<p><u>13.4 The Chairman of any general meeting shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairman, in which event:</u></p> <p><u>(a) the Chairman shall be deemed to be Present at the meeting; and</u></p> <p><u>(b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other Persons attending and participating at the meeting, then the other Directors Present at the meeting shall choose another Director Present to act as Chairman of the meeting for the remainder of the meeting; provided that (i) if no other Director is Present at the meeting, or (ii) if all the Directors Present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.</u></p>
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VOTE OF MEMBERS	
<p>14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>	<p>14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where<u>(a) every member Present shall have the right to speak, (b) on</u> a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative)<u>Present</u> shall have one vote, and <u>(c)</u> on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy<u>Present</u> shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>
BOARD OF DIRECTORS	
<p>16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.</p>	<p>16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following<u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.</p>

<p>16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law<u>Act</u>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>
<p>16.18 Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.</p>	<p>16.18 Any Director appointed<u>required to stand for re-election</u> pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining <u>the number of Directors and</u> which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.</p>
<p>AUDIT</p>	
<p>29.2 The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.</p>	<p>29.2 The Company shall at every annual general meeting <u>by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <u>by ordinary resolution</u> provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.</p>

WINDING UP	
–	<u>32.1 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u>
FINANCIAL YEAR	
34. The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.	<p>34. The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.</p> <p><u>Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.</u></p>

NOTICE OF ANNUAL GENERAL MEETING



YIHAI INTERNATIONAL HOLDING LTD.

頤海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1579)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Yihai International Holding Ltd. (the “**Company**”) will be held at Meeting Room, 3rd Floor, Yihai International Holding Ltd. Building, 2300 Huxinan Road, Yushan District, Ma’anshan City, Anhui Province, PRC on Thursday, 18 May 2023 for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and the independent auditor of the Company for the year ended 31 December 2022;
2. To re-elect Mr. Zhao Xiaokai as a director of the Company (“**Director**”) and authorise the board of directors of the Company (the “**Board**”) to fix his remuneration;
3. To re-elect Mr. Zhang Yong as a Director and authorise the Board to fix his remuneration;
4. To re-elect Ms. Ye Shujun as a Director and authorise the Board to fix her remuneration;
5. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix its remuneration;
6. To declare a final dividend of HK\$20.255732 cents per share for the year ended 31 December 2022;

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

7. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares in the capital of the Company and to make or grant offers, agreements

NOTICE OF ANNUAL GENERAL MEETING

and options, including bonds and warrants to subscribe for shares of the Company (“**Shares**”), which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted, and issued or agreed conditionally or unconditionally to be allotted and 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 defined in paragraph (d) below); or (ii) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the Listing Rules; or (iii) 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 of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited by applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the general mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereafter defined) of the Shares at the time of relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Benchmarked Price**” means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) 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 the applicable laws of the Cayman Islands to be held.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holder of shares of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company 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 outside Hong Kong).”

8. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy back shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance

NOTICE OF ANNUAL GENERAL MEETING

with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act (As Revised), Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” shall have the same meaning as ascribed to it under paragraph (d) of the resolution numbered 7 of the notice convening the AGM.”
9. “**THAT** conditional upon the passing of resolutions numbered 7 and 8 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 7 above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 8 above.”

AS SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

10. “**THAT:**
- (a) the proposed amendments to the second amended and restated memorandum and articles of association of the Company (the “**Amended and Restated M&A**”) currently in effect, the details of which are set out in Appendix III to the circular of the Company dated 24 April 2023 (the “**Proposed Amendments**”), be and are hereby approved;
 - (b) the third Amended and Restated M&A incorporating and consolidating the Proposed Amendments, a copy of which has been produced to this meeting and initialled by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the second Amended and Restated M&A currently in effect; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the third Amended and Restated M&A, including, without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board
Yihai International Holding Ltd.
Mr. Sean Shi
Chairman

Hong Kong, 24 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and vote in person. In such event, his form of proxy will be deemed to have been revoked.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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 in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (5) The voting at the AGM will be taken by poll.
- (6) The register of members of the Company will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023, both days inclusive, in order to determine the eligibility of the shareholders to attend and vote at the AGM. The shareholders whose names appear on the register of members of the Company on Monday, 15 May 2023 will be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 12 May 2023.
- (7) The register of members of the Company will also be closed from Wednesday, 24 May 2023 to Thursday, 25 May 2023, both days inclusive, in order to determine the entitlement of the shareholders to the final dividend. The shareholders whose names appear on the register of members of the Company on Thursday, 25 May 2023 will be entitled to the final dividend. In order to be eligible to be entitled to the final dividend, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 23 May 2023.
- (8) In case any extreme conditions caused by a bad weather announced by the government is/are in force at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yihchina.com).