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If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 Yues International Holdings Group Limited (“Company”), you should at once hand this circular with the enclosed form of proxy 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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Yues International Holdings Group Limited

樂氏國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1529)

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on 18 June 2024 at 2:00 p.m. is set out on pages 18 to 22 of this circular. A proxy form for use by the shareholders at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event before 2:00 p.m. on 16 June 2024 (Hong Kong Time), which is no less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment (as the case may be) thereof. Completion and return of the proxy form will not preclude you from attending the meeting or any adjournment (as the case may be) thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.goalrise-china.com.

29 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on 18 June 2024 at 2:00 p.m., for the purpose of considering and if thought fit, approving, <i>inter-alia</i> , the resolutions proposed in this circular;
“Articles of Association”	the third amended and restated articles of association of the Company adopted on 16 June 2023 and “Article” shall mean an article of the Articles of Association;
“Board”	the board of Directors;
“Cayman Companies Law”	the Companies Act (as revised) of the Cayman Islands;
“Chairman”	the chairman of the Board;
“Close Associate(s)”	has the meaning defined in the Listing Rules;
“Company”	Yues International Holdings Group Limited (樂氏國際控股集團有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange (stock code: 1529);
“Core Connected Person(s)”	has the meaning defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
“Group”	the Company and its Subsidiaries;
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares not exceeding 20% of the number of the issued Shares as at the date of the passing the relevant resolution at the AGM;

DEFINITIONS

“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the second amended and restated memorandum of association of the Company adopted on 16 June 2023;
“PRC”	the People’s Republic of China, which shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular;
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of nominal value of HKD0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere;
“Takeovers Code”	The Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD

Yues International Holdings Group Limited

樂氏國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1529)

Executive Directors:

Mr. Le Kang (*Chairman*)
Mr. Li Jiahao (*Chief Executive Officer*)
Mr. Li Jiali
Mr. Du Yingyou
Mr. Li Zhigang
Ms. Liu Ping

Registered Office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Independent non-executive Directors:

Mr. Yu Chun Man
Mr. Lau Wai Piu Patrick
Dr. Wang Yi
Mr. Chan Koon Yung

*Principal Place of Business
in Hong Kong:*

Room 3, 5/F, United Centre,
95 Queensway, Admiralty,
Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of, among other matters: (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of Directors; and (v) to give you the notice for convening the AGM.

LETTER FROM THE BOARD

PROPOSED GRANT OF THE ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

On 16 June 2023, an ordinary resolution was passed by the Shareholders to grant general unconditional mandates (the “**Existing General Mandates**”) to the Directors to exercise all powers of the Company to allot, issue and repurchase Shares. The Existing General Mandates will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM for the Shareholders to consider, and if thought fit, approve the granting of new general mandates to the Directors:

- (i) the Issue Mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of issued Shares of the Company at the date of the passing of such resolution;
- (ii) the Repurchase Mandate to repurchase Shares not exceeding 10% of the total number of issued Shares of the Company at the date of the passing of such resolution; and
- (iii) subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, the extension of the Issue Mandate to add the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, a total of 1,141,280,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that none of the outstanding share options granted under the share option scheme of the Company is exercised and no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 228,256,000 Shares.

At the AGM, an ordinary resolution will also be proposed to grant the Directors the Repurchase Mandate to exercise the powers of the Company to repurchase Shares of not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate. Pursuant to the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote in favour of or against the ordinary resolution regarding the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

LETTER FROM THE BOARD

The Issue Mandate and the Repurchase Mandate would expire on the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of Company is required by the Cayman Companies Laws or any other applicable laws or the Articles of Association to be held; or (c) the revocation or variation by ordinary resolution(s) by the Shareholders in a general meeting prior to the next annual general meeting of the Company.

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of six executive Directors, namely, Mr. Le Kang (Chairman), Mr. Li Jiahao (Chief Executive Officer), Mr. Li Jiali, Mr. Du Yingyou, Mr. Li Zhigang and Ms. Liu Ping and four independent non-executive Directors, namely, Mr. Yu Chun Man, Mr. Lau Wai Piu Patrick, Dr. Wang Yi and Mr. Chan Koon Yung.

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three(3), the number nearest to but not less than one-third) shall retire from office by rotation. A retiring Director shall be eligible for re-election.

Pursuant to Article 112 of the Articles of Association, 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 additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed under Article 112 shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Accordingly, Mr. Le Kang, Mr. Li Jiahao, Mr. Li Jiali, Mr. Du Yingyou, Mr. Li Zhigang and Ms. Liu Ping shall retire at the AGM and being eligible, offer themselves for re-election.

The re-election of Directors has been reviewed by the nomination committee (the “**Nomination Committee**”) of the Company which recommended to the Board that the re-election be proposed for Shareholders’ approval at the AGM.

LETTER FROM THE BOARD

The biographical details of above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 18 to 22 of this circular to consider the resolutions relating to, *inter alia*, (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of Directors.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the AGM will be made by the Company after the AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that, (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders of the Company to attend and vote by proxy at the AGM, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both days inclusive during which no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 12 June 2024.

RESPONSIBILITY OF DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in

LETTER FROM THE BOARD

this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Yues International Holdings Group Limited
Le Kang
Chairman

This Appendix I is an explanatory statement, as required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, a total of 1,141,280,000 Shares were in issue.

Assuming that none of the outstanding share options granted under the share option scheme of the Company is exercised and no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, exercise in full of the Repurchase Mandate, on the basis of 1,141,280,000 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 114,128,000 Shares being repurchased by the Company.

3. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

4. SOURCE OF FUNDS

The Company is empowered by the Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Cayman Companies Law, the Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

Any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorized by the Articles of Association and subject to the Cayman Companies Law and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorized by the Articles of Association and subject to Cayman Companies Law and/or other applicable laws, rules and regulations, out of capital. The Shares so repurchased will be treated as cancelled but the aggregate amount of authorized share capital will not be reduced.

The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company have been made up. However, the Directors do not intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their Close Associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders and exercised, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its 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 Repurchase Mandate is approved and exercised.

7. THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column “Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate” while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital remains unchanged up to the date of the AGM) is shown under the column “Approximate % of the issued share capital should the Repurchase Mandate be exercised in full”:

Name of Shareholder	Nature of Interest	Number of Shares and underlying Shares held as at the Latest Practicable Date (Note 1)	Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate	Approximate % of the issued share capital should the Repurchase Mandate be exercised in full
戴庭基	Beneficial Owner	88,000,000 (L)	7.71%	8.57%
中北投資控股集團 (海南)有限公司	Beneficial Owner	80,000,000 (L)	7.01%	7.79%
謝志民	Beneficial Owner	82,000,000 (L)	7.19%	7.98%
Mr. Zhu Zhijian (“Mr. Zhu”)	Interest in a controlled corporation (Note 2)	166,700,000 (L)	14.61%	16.23%
Portree Wealth Limited (“Portree Wealth”)	Beneficial Owner (Note 2)	166,700,000 (L)	14.61%	16.23%

The above are calculated based on 1,141,280,000 Shares in issue as at the Latest Practicable Date.

Notes:

- (1) The letter (L) denotes the person’s long interest in the Company’s Shares.
- (2) Portree Wealth is the registered owner of 166,700,000 Shares. The entire issued share capital of Portree Wealth is owned by Mr. Zhu. Under the SFO, Mr. Zhu is deemed to be interested in all the Shares registered under the name of Portree Wealth.

In the event that the Directors exercise the Repurchase Mandate in full, the increase in above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

8. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange in each of the twelve months immediately preceding (and including) the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2023		
April	0.210	0.164
May	0.228	0.180
June	0.270	0.186
July	0.300	0.220
August	0.285	0.163
September	0.199	0.055
October	0.163	0.118
November	0.196	0.101
December	0.170	0.140
2024		
January	0.173	0.146
February	0.170	0.143
March	0.161	0.115
April (up to the Latest Practicable Date)	0.160	0.110

9. SHARE REPURCHASES MADE BY THE COMPANY

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

10. DIRECTORS' UNDERTAKING

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 repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and all applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The followings are the particulars of the retiring Directors proposed to be re-elected at the AGM:

Mr. Le Kang (樂康), aged 35, was appointed as an executive Director and the chairman of the Board on 6 December 2021 and 30 December 2021 respectively. He is the chairman of the Nomination Committee and a member of the remuneration committee of the Company (the “Remuneration Committee”). He has over 11 years of experience in marketing and company management, mainly covering cultural tourism consulting, tourism and wellness, Chinese medicine retailing, health management, etc. Mr. Le Kang is currently the legal representative and partner of a number of domestic companies, and has served as the legal representative of Shanghai Leshi Medical Technology Group Co., Ltd.* (上海樂氏醫藥科技集團有限公司) and Shanghai Leshi Tourism Development Group Co., Ltd.* (上海樂氏旅遊發展集團有限公司). Since 2020, he has been the partner of Shanghai Didi Technology Partnership (Limited Partnership)* (上海帝帝科技合夥企業(有限合夥)), the legal representative of Panjin Liaohu Leqin Health Care Management Co., Ltd.* (盤錦遼滬樂沁健康養生管理有限公司) and Leshi Materia Medica (Shanghai) Cosmetics Technology Co., Ltd.* (樂氏本草(上海)化妝品科技有限公司).

Mr. Le Kang was the leader of the new era of Chinese brands in 2019. He also served as the secretary-general of the Shanghai International Volunteer Service Station* (上海國際志願者服務站) of the International Peace Exchange Foundation.

Mr. Le Kang has entered into a service agreement with the Company for an initial fixed term of three years commencing from 6 December 2021, which may be terminated by either party serving on the other a written notice of not less than three months. Mr. Le Kang shall be subject to retirement and re-election in accordance with the Articles of Association. Mr. Le Kang is entitled to receive a director’s remuneration of HK\$720,000 per annum plus a discretionary bonus, which is determined by the Board upon recommendation of the Remuneration Committee from time to time with reference to the financial results of the Company and his performance.

As at the Latest Practicable Date, save as disclosed above, Mr. Le Kang (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Mr. Li Jiahao (黎嘉浩), aged 33, was appointed as an executive Director on 4 August 2021. He is the Chief Executive Officer of the Company and also a member of the Remuneration Committee. He obtained the degree of Bachelor of Arts in International Trade and Business Communication from University of Portsmouth in 2012. He joined the operating subsidiary of the Company, namely Guangzhou World-Link (China) Co. Limited (廣州中聯環宇現代物流有限公司) (“**Guangzhou World-Link**”) as assistant manager since September 2012. Mr. Li Jiahao was promoted as project manager of Guangzhou World-Link and assistant general manager of Guangzhou World-Link in April 2013 and April 2017 respectively. He has been promoted as a deputy general manager of Guangzhou World-Link since January 2019. Mr. Li Jiahao is mainly responsible for the business operations of the Company and its subsidiaries (collectively, the “**Group**”). Mr. Li Jiahao is also a director of Goal Rise Logistics (Egypt) Limited which is a wholly owned subsidiary of the Company.

Mr. Li Jiahao has entered into a service agreement with the Company for an initial fixed term of three years commencing from 4 August 2021, which may be terminated by either party serving on the other not less than a three-month written notice, and is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Mr. Li Jiahao is entitled to receive a director’s remuneration of RMB480,000 per annum plus a discretionary bonus, which is determined by the Board upon recommendation of the Remuneration Committee from time to time with reference to the financial results of the Company and his performance.

As at the Latest Practicable Date, Mr. Li Jiahao is interested in 800,000 share options which confer him a right to subscribe for 800,000 shares of the Company. Mr. Li Jiahao is the brother of Mr. Li Jiali.

As at the Latest Practicable Date, save as disclosed above, Mr. Li Jiahao (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Mr. Li Jiali (黎嘉力), aged 32, was appointed as an executive Director on 4 August 2021. He is a member of the nomination committee. He obtained the degree of Bachelor of Science in Economics and Mathematics from Royal Holloway and Bedford New College, University of London in 2015 and Master of Science in e-Business Management from the University of Warwick in 2016. He joined Guangzhou World-Link as assistant general manager since January 2017. He has been promoted as deputy general manager of Guangzhou WorldLink since January 2019. Mr. Li Jiali is mainly responsible for formulating matching logistics plans and strategies and developing and optimizing logistics systems based on the development of the Group's business strategy. Mr. Li Jiali is also a director of Goal Rise Logistics (Egypt) Limited which is a wholly owned subsidiary of the Company.

Mr. Li Jiali has entered into a service agreement with the Company for an initial fixed term of three years commencing from 4 August 2021, which may be terminated by either party serving on the other not less than a three-month written notice, and is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Mr. Li Jiali is entitled to receive a director's remuneration of RMB480,000 per annum plus a discretionary bonus, which is determined by the Board upon recommendation of the Remuneration Committee from time to time with reference to the financial results of the Company and his performance.

As at the Latest Practicable Date, Mr. Li Jiali is interested in 800,000 share options which confer him a right to subscribe for 800,000 shares of the Company. Mr. Li Jiali is the brother of Mr. Li Jiahao.

As at the Latest Practicable Date, save as disclosed above, Mr. Li Jiali (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Mr. Du Yingyou (杜穎友先生) (“**Mr. Du**”), aged 34, was appointed as non-executive Director on 19 October 2022, and re-designated from a non-executive Director to an executive Director on 19 June 2023. He is currently the general manager of Shanghai Youyi Enterprise Management Consulting Company Limited* (上海有懿企業管理諮詢有限公司) since December 2017. Mr. Du held the position as senior director and partner of Shanghai Haobo Investment Company Limited* (上海灝博投資有限公司) from July 2012 to November 2017.

The Company and Mr. Du has entered into a service agreement for an initial term of three years commencing from 19 June 2023, subject to retirement by rotation and re-election pursuant to the articles of association of the Company. Mr. Du shall hold office only until the next annual general meeting of the Company after his appointment and shall be subject to re-election at such meeting in accordance with the articles of association of the Company. Mr. Du is entitled to a director’s remuneration of HK\$50,000 per month, which was approved by the Board on the recommendation of the Remuneration Committee and determined with reference to his general duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Du (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Mr. Li Zhigang (李志剛先生) (“**Mr. Li**”), aged 42, was appointed as executive Director on 9 December 2023. He is currently the executive director and general manager of Suzhou Institute of Traditional Chinese Medicine Co., Ltd.* (蘇州中藥研究所有限公司) and a director of Jiangsu Kangda Testing Technology Co., Ltd. Mr. Li Zhigang has served as an external tutor at Xi’an Jiaotong-Liverpool University since March 2019. Mr. Li Zhigang worked in various positions at Suzhou Yuanchuang Pharmaceutical Research Co., Ltd.* (蘇州源創藥物研究有限公司), Suzhou Youseen New Drug Development Co., Ltd.* (蘇州玉森新藥開發有限公司), and ReneSola Ltd. (now known as Emeren Group Ltd) (NYSE: SOL).

Mr. Li Zhigang passed the National Unified Legal Professional Qualification Examination* (國家統一法律職業資格考試) of the People’s Republic of China (the “**PRC**”) in April 2021. Mr. Li Zhigang is a non-practicing member of Shanghai Institute of Certified Public Accountants, a registered tax agent in the PRC, a certified internal auditor of the Institute of Internal Auditors and obtained the certification in risk management assurance from the Institute of Internal Auditors. He obtained a bachelor’s degree in engineering with major in biological engineering from Wuhan Technical Institute* (武漢工業學院) (now known as Wuhan Polytechnic University* (武漢輕工大學)) in June 2003, a master’s degree in business administration from Xi’an Jiaotong University in June 2017 and a master’s degree in laws with major in civil and commercial law from Renmin University of China in December 2023.

Mr. Li has entered into a service agreement with the Company for an initial term of three years commencing from 9 December 2023, which is terminable by either party by giving to the other one month’s prior notice in writing. Mr. Li shall hold office only until the next annual general meeting of the Company after his appointment and shall be subject to re-election at such meeting in accordance with the articles of association of the Company. Mr. Li is entitled to a director’s remuneration of HK\$10,000 per month, which was approved by the Board on the recommendation of the Remuneration Committee and determined with reference to his general duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Li Zhigang (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Ms. Liu Ping (劉萍), aged 45, was appointed as executive Director on 15 April 2024. She possesses extensive experience in investment and corporate management. Ms. Liu Ping is currently the chief executive officer of Shanghai Chengmai Investment Management Co., Ltd.* (上海誠勸投資管理有限公司), a company principally engaged in investment management, corporate management, asset management, business consulting, health consulting, and other related activities. Ms. Liu Ping is responsible for its operations and overall management.

Ms. Liu Ping has entered into a service agreement with the Company for an initial term of three years commencing from 15 April 2024, which is terminable by either party by giving to the other one month's prior notice in writing. Ms. Liu Ping shall hold office only until the next annual general meeting of the Company after her appointment and shall be subject to re-election at such meeting in accordance with the articles of association of the Company. Ms. Liu Ping is entitled to a director's remuneration of HK\$10,000 per month, which was approved by the Board on the recommendation of the Remuneration Committee and determined with reference to her general duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Ms. Liu Ping (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

* *For identification purpose only*

NOTICE OF THE AGM

Yues International Holdings Group Limited

樂氏國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1529)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**AGM**”) of Yues International Holdings Group Limited (“**Company**”) will be held at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on 18 June 2024 at 2:00 p.m. (or an adjournment thereof), to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2023.
2. To consider and approve, each as a separate resolution if thought fit, the following resolutions:
 - (a) To re-elect Mr. Le Kang as an executive director of the Company;
 - (b) To re-elect Mr. Li Jiahao as an executive director of the Company;
 - (c) To re-elect Mr. Li Jiali as an executive director of the Company;
 - (d) To re-elect Mr. Du Yingyou as an executive director of the Company;
 - (e) To re-elect Mr. Li Zhigang as an executive director of the Company;
 - (f) To re-elect Ms. Liu Ping as an executive director of the Company; and
 - (g) To authorise the board of directors to fix the remuneration of directors.
3. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF THE AGM

4. “THAT:

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue or otherwise deal with authorised and unissued shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than by way of:
 - (i) a Rights Issue (as defined in paragraph (d) below); or
 - (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees and/or consultants of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time,shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:
 - (i) “**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 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 other applicable laws to be held; or

NOTICE OF THE AGM

III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the Company's shareholders in general meeting.

(ii) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the share 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 of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, or any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) 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;
- 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 other applicable laws to be held; or

NOTICE OF THE AGM

- III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the Company's shareholders in general meeting.”
6. “**THAT** conditional upon the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”) being passed, the general mandate set out in item 4 of the Notice be and is hereby extended by the addition thereto of the aggregate number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 5 of the Notice, provided that such number shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”

By order of the Board
Yues International Holdings Group Limited
Le Kang
Chairman

Hong Kong, 29 April 2024

NOTICE OF THE AGM

As at the date of this announcement, the Board consists of six executive Directors, Mr. Le Kang, Mr. Li Jiahao, Mr. Li Jiali, Mr. Du Yingyou, Mr. Li Zhigang and Ms. Liu Ping, and four independent non-executive Directors, Mr. Yu Chun Man, Mr. Lau Wai Piu Patrick, Dr. Wang Yi and Mr. Chan Koon Yung.

Notes:

1. Pursuant to the Listing Rules, all the resolutions are to be voted by poll at the AGM.
2. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as its/his/her proxy to attend and vote instead of it/him/her and so appointed shall have the same right as the member to speak at the AGM. A member who is the holder of two or more Shares may appoint one or more proxies to attend and vote instead of it/him/her. A proxy need not be a member of the Company.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company before 2:00 p.m. on 16 June 2024 (Hong Kong Time), which is not later than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending the AGM or any adjournment thereof.
5. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally 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 the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote by proxy at the AGM, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote by proxy at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.
7. For the avoidance of doubt, the Board considers that the AGM is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders' participation in the AGM continues to be important. Shareholders are encouraged and welcomed to raise questions during the AGM.