

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 2025 at 11:00 a.m. is set out on pages 17 to 21 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://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event before 11:00 a.m. on 16 June 2025 (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.

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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 2025 at 11:00 a.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 (including any sale or transfer of treasury Shares) not exceeding 20% of the number of the issued Shares (excluding treasury shares (if any)) as at the date of the passing the relevant resolution at the AGM;

DEFINITIONS

“Latest Practicable Date”	17 April 2025, 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 (excluding treasury shares (if any)) 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 HKD0.10 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;
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“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 Zhigang (*Chief Executive Officer*)

Mr. Li Jiahao

Ms. Liu Ping

Independent non-executive Directors:

Mr. Lau Wai Piu Patrick

Dr. Wang Yi

Mr. Chan Koon Yung

Mr. Zhang Yao

Registered Office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

Office C, 23rd Floor, Centre Mark II,
305–313 Queen's Road Central,
Hong Kong

28 April 2025

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 18 June 2024, 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 (including any sale or transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares (if any)) 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 (excluding treasury shares (if any)) 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 133,416,000 Shares were in issue (excluding treasury shares). 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 26,683,200 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 (excluding treasury shares (if any)) 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 (excluding treasury shares (if any)) 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 four executive Directors, namely, Mr. Le Kang (Chairman), Mr. Li Zhigang (Chief Executive Officer), Mr. Li Jiahao and Ms. Liu Ping and four independent non-executive Directors, namely, Mr. Lau Wai Piu Patrick, Dr. Wang Yi, Mr. Chan Koon Yung and Mr. Zhang Yao.

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. Lau Wai Piu Patrick, Dr. Wang Yi, Mr. Chan Koon Yung and Mr. Zhang Yao 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.

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 17 to 21 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.

LETTER FROM THE BOARD

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) and (5A) 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 Friday, 13 June 2025 to Wednesday, 18 June 2025, 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 Thursday, 12 June 2025.

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 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.

LETTER FROM THE BOARD

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 133,416,000 Shares were in issue. As at the Latest Practicable Date, the Company did not hold any Treasury Shares.

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 and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, on the basis of 133,416,000 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 13,341,600 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. Shares repurchased and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

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 2024, 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, no persons were directly or indirectly interested in 5% or more of the issued share capital of the Company.

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\$
2024		
April	1.600	1.100
May	1.650	1.140
June	2.000	1.340
July	2.950	1.520
August	2.390	1.600
September	2.000	1.310
October	1.490	0.450
November	0.560	0.216
December	0.250	0.230
2025		
January	0.300	0.210
February	0.255	0.138
March	0.195	0.126
April (up to the Latest Practicable Date)	0.249	0.179

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.

11. GENERAL

In the event that Company undertakes Share repurchase, the Company may (i) cancel the repurchased Shares; and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

For the treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall: (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

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

Mr. Lau Wai Piu Patrick (劉偉彪) (“Mr. Lau”), aged 51, was appointed as an independent non-executive Director on 28 June 2022. He is the chairman of the audit committee (the “**Audit Committee**”) and a member of the Nomination Committee. Mr. Lau has over 20 years of experience in auditing and accounting. Mr. Lau founded Ascent Corporate Services Limited in December 2018 and has served as its director since its incorporation. He is currently the company secretary of Haina Intelligent Equipment International Holdings Limited (stock code: 1645) and Infinity Logistics and Transport Ventures Limited (stock code: 1442), whose shares are listed on the Main Board of the Stock Exchange. From December 2020 to January 2022 and July 2019 to August 2022, Mr. Lau was the company secretary of China Health Technology Group Holding Company Limited (formerly known as China Bozza Development Holdings Limited) (stock code: 1069) and MOG Digitech Holdings Limited (formerly known as MOG Holdings Limited) (stock code: 1942) respectively, whose shares are listed on the Main Board of the Stock Exchange. Mr. Lau was also the company secretary of Dragon King Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8493) for the period from March 2023 to September 2023.

Mr. Lau obtained his degree of Master of Arts in International Accounting in 2002 and Higher Diploma in Accountancy in 1997, both from City University of Hong Kong. Mr. Lau is currently a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants.

The Company and Mr. Lau has entered into a letter of appointment for an initial term of three years commencing from 28 June 2022, which is terminable by either party by giving to the other three months’ prior notice in writing. Mr. Lau 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. Lau (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.

The Company has received from Mr. Lau his confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Mr. Lau is independent.

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.

Dr. Wang Yi (王軼) (“Dr. Wang”), aged 54, was appointed as an independent non-executive Director on 17 October 2022. He is the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and the member of Audit Committee. He is a professor of the School of Economics of the Beijing Technology and Business University. He has completed PhD programme at the School of Economics and Business Administration of the Beijing Normal University, majoring in educational economy and management, and has obtained his Doctor of Management in June 2009. His main research areas include enterprise management, labour economics, educational economics, etc. Dr. Wang has published more than 50 high-level papers in the Chinese Higher Education Social Sciences Citation Index journals and has led more than 15 national- and provincial-level projects such as key projects of the National Social Science Fund.

Dr. Wang is also currently serving as a director of the Youth Branch of the Commerce Economy Association of China; a director of the China Association of Labour Economics; a director of the China Disabled Persons’ Federation; a think tank expert of the National Rural Revitalisation Administration; a think tank expert of the National Bureau of Statistics of China; etc.

The Company and Dr. Wang has entered into a letter of appointment for an initial term of three years commencing from 17 October 2022, which is terminable by either party by giving to the other three months’ prior notice in writing. Dr. Wang 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, Dr. Wang (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.

The Company has received from Dr. Wang his confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Dr. Wang is independent.

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. Chan Koon Yung (陳冠勇) (“**Mr. Chan**”), aged 66, was appointed as an independent non-executive Director on 19 October 2022. He is the member of each of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Chan has more than 34 years of experience in management, audit, finance, taxation and accounting. He obtained a Diploma in Accounting from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) in 1982 and a Master degree of Business Administration from the University of Strathclyde in the United Kingdom in 1993. He worked for Tupperware (China) Company Limited from December 1987 to April 1998 with his last position as a financial director, and for Herbalife International of Hong Kong Limited from January 1999 to November 2005 as the general manager/director, where the holding companies for both companies are listed on the New York Stock Exchange. Mr. Chan later joined Synergy Worldwide (HK) Limited from March 2006 to August 2008 as a general manager. Besides, he has been working for Poon & Partners CPA Limited since September 2008 with his current position as a director, and has been the sole proprietor of his own accounting firm Chan Koon Yung & Co. since March 2013. Mr. Chan is currently the co-chief financial officer and company secretary of GFT International Holding Limited, an OEM toy manufacturer in Vietnam, from January 2021 to December 2022. He is an independent non-executive director in Anxian Yuan China Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 00922), since June 2014.

Mr. Chan is currently a practicing certified public accountant in Hong Kong and is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

The Company and Mr. Chan has entered into a letter of appointment for an initial term of three years commencing from 19 October 2022, which is terminable by either party by giving to the other three months’ prior notice in writing. Mr. Chan 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. Chan (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.

The Company has received from Mr. Chan his confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Mr. Chan is independent.

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. Zhang Yao (張耀) (“Mr. Zhang”), aged 49, was appointed as an independent non-executive Director on 9 September 2024, he has extensive experience in media and investment sectors. He has been the chairman of the board of Haitian Film and Television Media (Shanghai) Co., Ltd.* (海天影視傳媒(上海)有限公司) since 2016 and the general manager of Shanghai Haitian Asset Investment Co., Ltd.* (上海海天資產投資有限公司) since 2006. Mr. Zhang served as an assistant manager at Shanghai New Huangpu (Group) Co., Ltd.* (上海新黃浦(集團)有限責任公司) from 2003 to 2006 and a human resources supervisor at Shanghai Yunpeng Industrial Company* (上海雲鵬實業公司) from 1999 to 2002. Mr. Zhang obtained his bachelor’s degree of law from China University of Geosciences in July 2007.

The Company and Mr. Zhang has entered into a letter of appointment for an initial term of three years commencing from 9 September 2024, which is terminable by either party by giving to the other three months’ prior notice in writing. Mr. Zhang is entitled to a director’s remuneration of HK\$15,000 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. Zhang (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.

The Company has received from Mr. Zhang his confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Mr. Zhang is independent.

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 2025 at 11:00 a.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 2024.
2. To consider and approve, each as a separate resolution if thought fit, the following resolutions:
 - (a) To re-elect Mr. Lau Wai Piu Patrick as an independent non-executive director of the Company;
 - (b) To re-elect Dr. Wang Yi as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Chan Koon Yung as an independent non-executive director of the Company;
 - (d) To re-elect Mr. Zhang Yao as an independent non-executive director of the Company; and
 - (e) 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 (including any sale or transfer of treasury 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 (excluding treasury shares (if any)) of the Company as at the date of passing of this resolution and the said approval be limited accordingly; and

NOTICE OF THE AGM

(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
 - 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;

NOTICE OF THE AGM

(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 (excluding treasury shares (if any)) 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
- 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 (excluding treasury shares (if any)) 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, 28 April 2025

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

NOTICE OF THE AGM

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://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company before 11:00 a.m. on 16 June 2025 (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 Friday, 13 June 2025 to Wednesday, 18 June 2025, 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 Thursday, 12 June 2025.
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.
8. If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect at any time after 9:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.goalrise-china.com) to notify Shareholders of the date, time and place of the rescheduled meeting. The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.