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## **Wan Kei Group Holdings Limited**

**宏基集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1718)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Wan Kei Group Holdings Limited (the “**Company**”) will be held at 2:30 p.m. on Thursday, 13 March 2025 by way of virtual meeting for the purpose of considering and, if though fit, passing the following resolutions as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated Tuesday, 18 February 2025 (the “**Circular**”):

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$20,000,000 divided into 200,000,000 shares of HK\$0.10 each to HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.10 each by creating an additional 800,000,000 unissued shares of HK\$0.1 each to rank pari passu in all respects with the existing shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital (including without limitation instructing the registered office provider of the Company to make the necessary filings with the Registrar of Companies in the Cayman Islands).”

2. “**THAT** conditional upon (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms); and (ii) the filing and registration of all documents relating to the Rights Issue required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and the Placing Agreement not being terminated in accordance with its terms:
- (a) the allotment and issue of 115,200,000 Rights Shares by way of Rights Issue at the Subscription Price of HK\$0.2 per Rights Share on the basis of one (1) Rights Share for every one (1) Share held by the Qualifying Shareholders whose names appear on the register of members of the Company as at the close of business on the Record Date other than those Non-Qualifying Shareholders whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, after making enquiry regarding the legal restrictions under the laws of relevant place and requirements of the relevant regulatory body or stock exchange, consider it necessary or expedient to exclude from Rights Issue, based on legal advice provided by legal advisers in the relevant jurisdictions, and the transactions contemplated thereunder, be and are hereby approved;
  - (b) the Placing Agreement dated 17 January 2025 and entered into among the Company and the Placing Agent and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
  - (c) the Board or a committee thereof be and is/are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of the place and requirements of the relevant regulatory body or stock exchange; and

(d) any Director be and is hereby authorised to do all such acts, deeds and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.”

Yours faithfully  
By order of the Board  
**Wan Kei Group Holdings Limited**  
**Xu Lin**  
*Chairman*

Hong Kong, 18 February 2025

*Registered Office:*

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

*Head office and principal place of  
business in Hong Kong:*

Unit No. 07, 16/F  
Emperor Group Center  
No. 288 Hennessy Road, Wanchai  
Hong Kong

*As at the date of this notice, the executive Directors are Mr. Bai Huawei and Mr. Wang Yu; the non-executive Directors are Mr. Lui Kwok Wai and Mr. Xu Lin; and the independent non-executive Directors are Mr. Jiang Senlin, Mr. Zhang Yi and Ms. Dan Xi.*

*Notes:*

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A member holding two or more shares entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, at the office of the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours before the time appointed for the holding of the EGM (i.e. at 2:30 p.m. on Tuesday, 11 March 2025) or any adjournment thereof.

3. The register of members of the Company will be closed from Friday, 7 March 2025 to Thursday, 13 March 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 6 March 2025.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The Company will conduct a virtual Extraordinary General Meeting using Tricor e-Meeting System, which allows Shareholders to participate the Extraordinary General Meeting online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the Extraordinary General Meeting via their mobile phones, tablet, or computers. The live broadcast option can also broaden the reach of the Extraordinary General Meeting to Shareholders who are unable to attend in person.

Non-registered Shareholders whose shares of the Company (“**Shares**”) are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend, vote and submit questions online at the EGM. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

6. For online voting at the Extraordinary General Meeting, Shareholders can refer to the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed on the Company’s notification letter to be sent to the registered shareholders on Thursday, 6 March 2025 by post) for details. If you have any queries on the above, please contact the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, via their hotline at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
7. Any voting at the EGM shall be taken by poll.

## **SPECIAL ARRANGEMENTS AND GUIDANCE NOTES FOR THE EGM**

The Company decided to hold the EGM in the form of a virtual meeting via the online meeting system (the “**Tricor e-Meeting System**”) provided by the Hong Kong branch share registrar, Tricor Investor Services Limited (the “**Hong Kong Branch Share Registrar**”).

### **NOTICE OF THE EGM, CIRCULAR AND PROXY FORM**

Printed copies of the notice of the EGM, this circular and the proxy form will be sent to the Shareholders who have chosen to receive printed copies. The notice of the EGM, this circular and the proxy form may also be accessed at the Company’s website at [www.hkex1718.hk](http://www.hkex1718.hk) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk).

### **ATTENDANCE AND PARTICIPATION AT THE EGM**

Shareholders will be able to participate at the EGM and exercise their voting rights by:

- (a) attending the EGM via the Tricor e-Meeting System which enables live streaming of the EGM, provide an interactive platform for questions-and-answers and allow the Shareholders to submit their votes online; or
- (b) appointing the chairman of the EGM or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System.

The Shareholders will not be able to attend the EGM physically. Online voting is available for the Shareholders as well as authorized representatives/proxies appointed by Hong Kong Securities Clearing Company Limited.

#### **Login details for the registered Shareholders**

The Hong Kong Branch Share Registrar is expected to despatch the relevant login credentials to the Shareholders on Thursday, 6 March 2024 by post. Shareholders can login to the Tricor e-Meeting System by visiting the designated website and entering the login credentials so provided to attend the EGM online. Shareholders should note that only one device is allowed per login. If your proxy (except when the chairman of the EGM is appointed as proxy) wishes to attend the EGM and vote online, you must provide a valid email address on the proxy form for the necessary arrangements. If no email address is provided, your proxy cannot attend the EGM and vote online. The email address so provided will be used by the Hong Kong Branch Share Registrar for providing the login details for attending and voting at the EGM via Tricor e-Meeting System. If your proxy has not received the login details by email by 2:30 p.m. on Wednesday, 12 March 2025 (Hong Kong time), you should contact the Hong Kong Branch Share Registrar’s hotline at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays) for the necessary arrangements.

**PLEASE KEEP THE LOGIN DETAILS IN SAFE CUSTODY FOR USE AT THE EGM AND DO NOT DISCLOSE THEM TO ANYONE ELSE.**

Neither the Company nor the Hong Kong Branch Share Registrar assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of the vote through Tricor e-Meeting System using your login details will be conclusive evidence that the vote was cast by you as a Shareholder. The Company, its agents and the Hong Kong Branch Share Registrar take no responsibility for all or any loss or other consequence caused by or resulting from any unauthorized use of the login details.

**Login details for the non-registered Shareholders**

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend, vote and submit questions online at the EGM. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements. They will be asked to provide their email address which will be used by the Hong Kong Branch Share Registrar for providing the login details for attending the EGM via the Tricor e-Meeting System.

**QUESTIONS AT AND PRIOR TO THE EGM**

Shareholders attending the EGM through the Tricor e-Meeting System may submit questions relevant to the proposed resolution online during the EGM. The Board will endeavour to respond to substantial and relevant queries from Shareholders at the EGM.

For enquiries relating to the arrangements of the EGM, please contact the Hong Kong Branch Share Registrar via their hotline at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).