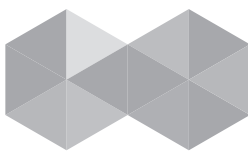

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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



WANJIA GROUP
萬嘉集團

WANJIA GROUP HOLDINGS LIMITED **萬嘉集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)

- (1) PROPOSED GENERAL MANDATES TO ALLOT,
ISSUE AND DEAL WITH SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE SHARE OPTION SCHEME;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of the Company to be held at 3 p.m. on Wednesday, 18 September 2019 at Room 1902, 19th Floor, 101 King’s Road, Hong Kong is set out on pages 17 to 22 of this circular. Whether or not Shareholders are able to attend the AGM, Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company’s principal place of business in Hong Kong at Room 1902, 19th Floor, 101 King’s Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. 3 p.m. on Monday, 16 September 2019 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

26 July 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 3 p.m. on Wednesday, 18 September 2019 at Room 1902, 19th Floor, 101 King’s Road, Hong Kong or any adjournment thereof
“Annual Report”	the annual report of the Company for the year ended 31 March 2019
“Articles”	the articles of association of the Company currently in force
“associates”	the same definition as ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Wanjia Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of the issued Shares as at the date of granting of the General Mandate which is to be extended by the number of Shares purchased pursuant to the Repurchase Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 July 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)

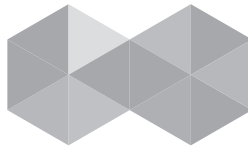
DEFINITIONS

“Notice”	the notice of the AGM
“PRC”	the People’s Republic of China, which the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme at the AGM
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate
“Scheme Mandate Limit”	the maximum number of Shares that may be allotted and issued upon exercise of all Share Options to be granted under the Share Option Scheme, together with all options to be granted under other such schemes of the Company, which shall not exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme by the Shareholder and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option(s)”	share option(s) granted or to be granted by the Company entitling the holders thereof to subscribe for new Shares pursuant to the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted and approved by the sole shareholder of the Company on 24 September 2013

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers (as amended from time to time)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



WANJIA GROUP
萬嘉集團

WANJIA GROUP HOLDINGS LIMITED **萬嘉集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)

Executive Directors:

Mr. Chen Jinshan
Mr. Wang Jia Jun

Independent non-executive Directors:

Mr. Wong Hon Kit
Dr. Liu Yongping
Mr. Ho Man

Registered office:

P.O. Box 10008,
Willow House,
Cricket Square
Grand Cayman, KY1-1001,
Cayman Islands

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

Room 1902, 19th Floor
101 King's Road
Hong Kong

26 July 2019

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATES TO ALLOT,
ISSUE AND DEAL WITH SHARES
AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3)) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE SHARE OPTION SCHEME;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to certain resolutions to be proposed at the forthcoming AGM to be held at 3 p.m. on 18 September 2019 at Room 1902, 19th Floor, 101 King's Road, Hong Kong, including but not limited to (i) the grant of General Mandate and Repurchase Mandate to the Directors for the issue and repurchase of its Shares; (ii) the re-election of the retiring Directors; and (iii) the Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

The existing general mandate granted to the Directors to allot and issue new Shares and to repurchase Shares at the annual general meeting of the Company held on 13 November 2018 will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to the Shareholders (a) approving the grant of the General Mandate to the Directors to allot, issue and otherwise deal in the new Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution; (b) approving the grant of the Repurchase Mandate to the Directors to repurchase, inter alia, Shares, the number of which does not exceed 10% of the total number of issued Shares as at the date of passing such resolution; and (c) adding to the total number of Shares which may be allotted, issued or dealt in under the General Mandate the number of Shares repurchased by the Company under the Repurchase Mandate.

General Mandate

As at the Latest Practicable Date, the number of issued Shares was 778,086,300 Shares. At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to allot, issue and deal with the Shares up to 20% of the total number of issued Shares on the date of the passing of the ordinary resolution (i.e. the General Mandate). Assuming that the number of issued Shares remains at 778,086,300 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be issued pursuant to the General Mandate will be 155,617,260 Shares. In addition, it is further proposed, by way of a separate ordinary resolution that the General Mandate be extended by adding the number of Shares repurchased under the Repurchase Mandate. Any issue of new Shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

The General Mandate, if approved, will continue to be in force until 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 Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the General Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

LETTER FROM THE BOARD

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, shares up to a maximum of 10% of the Shares in issue at the date of passing of the ordinary resolution (i.e. the Repurchase Mandate). Assuming that the number of issued Shares remains at 778,086,300 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be repurchased pursuant to the General Mandate will be 77,808,630 Shares.

The Repurchase Mandate, if approved, will continue to be in force until 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 Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the Repurchase Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

The Company may only repurchase its Shares on the Stock Exchange if:

- (i) the Shares proposed to be repurchased by the Company are fully paid up;
- (ii) the Company has previously sent to the Shareholders the explanatory statement set out in the Appendix I to this circular; and
- (iii) the Shareholders have in general meeting approved the Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, Mr. Mr. Wong Hon Kit (“Mr. Wong”) and Dr. Liu Yongping (“Dr. Liu”) shall retire from office by rotation. Being eligible, Mr. Wong and Dr. Liu, each of them will offer himself for re-election at the AGM.

The nomination and corporate governance committee of the Company has reviewed the re-election of the retiring Directors and recommended the re-election of Mr. Wong and Dr. Liu as independent non-executive Directors in the AGM. The nominations were made in accordance with the nomination policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

Mr. Wong and Dr. Liu were appointed as an independent non-executive Director since April 2013 and February 2014 respectively. The Company has received from each of Mr. Wong and Dr. Liu a confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Wong and Dr. Liu did not engage in any executive management of the Group.

Mr. Wong has over 16 years of experience in the corporate finance industry. He has held various positions, including chief financial officer, director and company secretary in different companies in Hong Kong, where he has experience in handling corporate finance transactions such as mergers and acquisitions, capital fund raising and restructuring.

Dr. Liu is a practicing solicitor in Hong Kong and a consultant of a firm of solicitors in Hong Kong. He has more than 20 years of experience in the capital market and merger and acquisition legal services sector.

Taking into considerations their diverse experience and background, the Board considered that the re-election of Mr. Wong and Dr. Liu as independent non-executive Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and will contribute to the diversity of the Board appropriate to the requirements of the Company’s business.

Particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF SCHEME LIMIT OF THE SHARE OPTION SCHEME

The Share Option Scheme was approved for adoption pursuant to the written resolutions of the sole Shareholder passed on 24 September 2013. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. The Scheme Mandate Limit initially represented 10% of the number of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the number of the Shares in issue as at the date of the aforesaid Shareholders' approval. Since the date of adoption of the Share Option Scheme, the Company has not refreshed the Scheme Mandate Limit.

As at the date of the adoption of the Share Option Scheme, the total number of issued Shares was 648,405,300 Shares. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, the Company was authorised to grant Share Options to subscribe for up to a maximum number of 64,840,530 Shares. On 26 October 2018, 64,840,000 Share Options were granted at the exercise price of HK\$0.135 per Share, of which 13,400,000 Share Options were granted to the Directors, namely Mr. Chen Jinshan, Mr. Wang Jia Jun, Mr. Wong Hon Kit, Dr. Liu Yongping and Mr. Ho Man, and 51,440,000 Share Options were granted to the employees of the Company. None of the Share Options granted were exercised, cancelled nor lapsed. As at the Latest Practicable Date, there was a total of 64,840,000 outstanding Share Options to subscribe for up to a maximum number of 64,840,000 Shares, representing approximately 8.33% of the issued share capital of the Company. As the Scheme Mandate Limit was not refreshed since its adoption, only 530 Share Options were available to be granted.

As at the Latest Practicable Date, the Company had 778,086,300 Shares currently in issue. Assuming no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued upon the exercise of all the Share Options to be granted under the Scheme Mandate Limit so refreshed will be 77,808,630 Shares, representing approximately 10% of the number of the issued share capital of the Company as at the date of approval of the proposed refreshment of the Scheme Mandate Limit by the Shareholders at the AGM.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme or other schemes at any time will not exceed 30% of the number of the Shares in issue from time to time. The Board undertakes that no Share Options shall be granted under the Share Option Scheme or any scheme(s) of the Company if this will result in the 30% limit being exceeded.

LETTER FROM THE BOARD

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit so as to provide the Company with the flexibility of granting further Share Options under the Share Option Scheme and to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees which the Board considers to be in the interests of the Company and the Shareholders as a whole. The Board therefore seeks the approval of the Shareholders at the AGM to refresh the Scheme Mandate Limit.

The Refreshment of Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Refreshment of Scheme Mandate Limit; and
- (ii) the Listing Committee of Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any share options that may be granted under the refreshed Scheme Mandate Limit.

An application will be made to the Listing Committee of Stock Exchange for granting the listing of, and permission to deal in the new Shares which may fall to be allotted and issued upon exercise of any share options that may be granted under the refreshed Scheme Mandate Limit.

AGM

A notice convening the AGM to be held at Room 1902, 19th Floor, 101 King's Road, Hong Kong on Wednesday, 18 September 2019 at 3 p.m. is set out on pages 17 to 22 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at Room 1902, 19th Floor, 101 King's Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the AGM must be taken by poll except where the chairperson of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be announced by the Company in accordance with Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 12 September 2019 to 18 September 2019 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all relevant transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at Level 54 Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 11 September 2019 for registration.

RESPONSIBILITY STATEMENT

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 regards to the Company. The Directors having made all reasonable enquires, 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 facts the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors (including all the independent non-executive Directors) consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors and the Refreshment of Scheme Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

MISCELLANEOUS

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

Yours faithfully
For and on behalf of the Board
Wanjia Group Holdings Limited
Mr. Wang Jia Jun
Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 778,086,300 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the existing issued share capital of the Company remains unchanged as at the date of the AGM, that is, 778,086,300 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 77,808,630 Shares, representing 10% of the total number of the issued Shares as at the date of the AGM.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

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 March 2019, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
July	0.152	0.124
August	0.150	0.123
September	0.140	0.122
October	0.220	0.105
November	0.134	0.109
December	0.135	0.101
2019		
January	0.135	0.101
February	0.129	0.095
March	0.121	0.100
April	0.113	0.100
May	0.110	0.083
June	0.097	0.080
July (up to Latest Practicable Date)	0.100	0.075

6. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

7. DIRECTORS' UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a shareholder or group of shareholders acting in concert (within that term's meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, none of the Shareholders are interested in more than 10% of the Shares then in issue. On the basis of the current shareholdings of the existing Shareholders, an exercise of the Repurchase Mandate in full will not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors were not aware of any consequences of such repurchase of Shares that would result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any Shareholder or group of Shareholders acting in concert, being obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the Listing Rules.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

1. MR. WONG HON KIT (“MR. WONG”)

Mr. Wong, aged 52, is an independent non-executive Director. He is also the independent non-executive director of Lerthai Group Limited since December 2018, whose shares are listed on the Main Board of the Stock Exchange (stock code: 112). In addition, he was an independent non-executive director of Smart-Core Holdings Limited (stock code: 2166) from March 2016 to June 2018 and Xinhua News Media Holdings Limited (stock code: 309) from September 2017 to October 2017, both companies whose shares are listed on the Main Board of the Stock Exchange. Mr. Wong is also an independent non-executive director of Heng Xin China Holdings Limited since June 2018, whose shares were listed on the GEM of the Stock Exchange and the listing of its shares was cancelled with effect from 2 July 2019.

Mr. Wong has over 16 years of experience in the corporate finance industry. He has held various positions, including chief financial officer, director and company secretary in different companies in Hong Kong, where he has experience in handling corporate finance transactions such as mergers and acquisitions, capital fund raising and restructuring.

Mr. Wong obtained a Diploma in Accounting from Hong Kong Shue Yan University in July 1991. Mr. Wong currently is a Certified Public Accountant in Hong Kong and a member of Hong Kong Institute of Certified Public Accountants.

Mr. Wong has been appointed as an independent non-executive Director by way of a letter of appointment with the Company for a term of 3 years commencing from 11 April 2013 which will continue thereafter until either the independent non-executive director or the Company may terminate the appointment by giving the other party not less than 3 months’ notice in writing.

Mr. Wong appointment is subject to retirement by rotation and/or re-election at general meeting in accordance with the Articles.

Mr. Wong is entitled to receive a monthly fee of HK\$10,000 which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions. He is also entitled to a year end discretionary bonus to be determined by the Board from time to time.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Wong did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (ii) nor had he held any directorship in any listed public companies in the last three years or any other positions with the Company and other members of the Group or other major appointments and professional qualifications; (iii) Mr. Wong did not have, and was not deemed to have, any interests in the shares and underlying shares or debentures of the Company (or any of its associated corporation) within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Wong confirmed that there was no other information that needed to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there were no other matters that need to be brought to the attention of the Shareholders relating to the re-election of Mr. Wong.

2. DR. LIU YONGPING (“DR. LIU”)

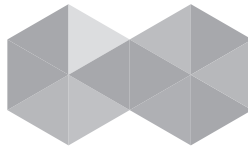
Dr. Liu, aged 63, is a practicing solicitor in Hong Kong and a consultant of a firm of solicitors in Hong Kong. Dr. Liu has more than 20 years of experience in the capital market and merger and acquisition legal services sector. Dr. Liu graduated from the University of London with a master’s degree in law in 1987 and from the University of Oxford with a doctor’s degree in philosophy in 1994. Apart from his appointment with the Company, Dr. Liu has been acting as an independent non-executive director of Yue Da International Holdings Limited (stock code: 629, formerly known as Yue Da Mining Holdings Limited) since June 2010 and New Provenance Everlasting Holdings Limited (stock code: 2326) since June 2018, both companies whose shares are listed on the Stock Exchange. Save as disclosed above, Dr. Liu did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Liu has been appointed as an independent non-executive Director by way of a letter of appointment with the Company for a period of three year commencing from 27 February 2014, which will continue thereafter until terminated by either party giving not less than three months’ notice in writing. Dr. Liu is entitled to a HK\$10,000 per month which was determined by arm’s length negotiation between Dr. Liu and the Company. Dr. Liu is also entitled to a year-end discretionary bonus to be determined by the Board from time to time. Such salaries and benefits were determined with reference to his roles and responsibilities of the Group and the prevailing market conditions. Dr. Liu is subject to rotation and retirement requirement under the Articles.

As at the Latest Practicable Date, save as disclosed above, (i) Dr. Liu did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; nor had he held any directorship in any listed public companies in the last three years or any other positions with the Company and other members of the Group or other major appointments and professional qualifications; And (ii) Dr. Liu did not have, and was not deemed to have, any interests in the shares and underlying shares or debentures of the Company (or any of its associated corporation) within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Dr. Liu confirmed that there was no other information that needed to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there were no other matters that need to be brought to the attention of the Shareholders relating to the re-election of Dr. Liu.

NOTICE OF AGM



WANJIA GROUP
萬嘉集團

WANJIA GROUP HOLDINGS LIMITED **萬嘉集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“AGM”) of Wanjia Group Holdings Limited (the “Company”) will be held at 3 p.m. on Wednesday, 18 September 2019 at Room 1902, 19th Floor, 101 King’s Road, Hong Kong for the following purposes:

ORDINARY BUSINESS

1. To consider, receive and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 March 2019.
2. (I) (a) To re-elect Mr. Wong Hon Kit as an independent non-executive Director;
(b) To re-elect Dr. Liu Yongping as an independent non-executive Director;
(II) To authorise the board (the “Board”) of Directors to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration; and

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SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each (the “Shares”) in the share capital of the Company, to grant rights to subscribe for, or convert any security into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant, whether conditionally or unconditionally, offers, agreements and options which would or might require the exercise of such powers, during or after the end of the Relevant Period, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise), by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option granted under the share option scheme of the Company; or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to employee, director, advisor or business consultant of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or
 - (iii) any scrip dividend or similar arrangements 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; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds of the Company or any securities which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”) or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, 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 in any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period the Relevant Period (as defined in resolution 4(c) set out in this notice) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, the Companies Law and all other applicable laws and requirements of the Listing Rules or any other stock exchange as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the total number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
6. “**THAT** conditional on the passing of the resolutions no. 4 and 5 of the notice convening the AGM, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to the said resolution no. 4 be and is hereby extended by the addition thereon of an amount representing the total number of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution no. 5.”
7. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of share options to be granted under the refreshed scheme mandate limit (the “Scheme Mandate Limit”) adopted by the Company on 24 September 2013 which entitles the Directors to grant share options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,
- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable as they consider necessary or expedient to give effect to the foregoing arrangement.”

By order of the Board
Wanjia Group Holdings Limited
Wang Jia Jun
Executive Director

Hong Kong, 26 July 2019

Registered office:
P.O. Box 10008,
Willow House,
Cricket Square
Grand Cayman KY1-1001
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Room 1902, 19th Floor,
101 King’s Road,
Hong Kong

NOTICE OF AGM

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, subject to provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy needs not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM is enclosed with the circular of the Company dated 26 July 2019. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of authority must be deposited at the Company's principal place of business in Hong Kong at Room 1902, 19th Floor, 101 King's Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. 3 p.m. on Monday, 16 September 2019 (Hong Kong time)) or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto, but if more than one such joint holders are 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 of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I in this circular of which this notice of the AGM forms part.

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7. For the purpose of determining shareholders' eligibility to attend and vote at the AGM (or at any adjournment of it), the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for
registration with the Company's registrar

At 4:30 p.m. on Wednesday, 11 September 2019

Closure of register of members

Thursday, 12 September 2019
to Wednesday, 18 September 2019
(both dates inclusive)

Record date

Wednesday, 18 September 2019

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the AGM (or at any adjournment of it), all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than the aforementioned latest time.

8. Any voting at the AGM shall be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
9. If Typhoon Signal No.8 or above, or a "black" rainstorm warning is in effect any time after 11:00 a.m. on the date of the AGM, the meeting will be adjourned. The Company will post an announcement on the website of the Company at www.wanjia-gp.com and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
10. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.