
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **Wealthy Way Group Limited** (the “Company”), you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WEALTHY WAY

Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

**(1) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
FOR THE SHARE OPTION SCHEME;
(2) PROPOSED SPECIFIC MANDATE TO BE GRANTED TO ISSUE
SHARES UNDER THE SHARE AWARD SCHEME; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Wealthy Way Group Limited to be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 29 November 2019, Friday at 4:30 p.m. is set out on pages 12 to 14 of this circular.

If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 12:00 noon on the date of the EGM, the EGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed EGM by a supplementary notice, posted on the respective websites of the Stock Exchange and the Company.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 12:00 noon on the date of the EGM and where conditions permit, the EGM will be held as scheduled.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Whether or not you are able to attend the extraordinary general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

12 November 2019

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DEFINITIONS

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

“Affiliate”	a company that directly, indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company and includes any company which is (a) the holding company of the Company; or (b) a subsidiary of the holding company of the Company; or (c) a subsidiary or a fellow subsidiary of the Company; or (d) the controlling shareholder of the Company; or (e) a company controlled by the Company or the controlling shareholder of the Company; or (f) an associated company of the Company or the holding company or controlling shareholder of the Company
“AGM”	the annual general meeting of the Company held on 31 May 2019
“Announcement”	announcement made on 11 November 2019 in relation to (i) the proposed refreshment of Scheme Mandate Limit for the Share Option Scheme; and (ii) the proposed Specific Mandate to be granted to issue Shares under the Share Award Scheme
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Award(s)”	award(s) of Awarded Shares to Selected Person(s) pursuant to the Scheme Award Scheme
“Awarded Share(s)”	the Share(s) awarded to a Selected Person pursuant to an Award
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or general holiday) on which the Stock Exchange is open for trading and on which banks are open for business in Hong Kong
“Company”	Wealthy Way Group Limited, a company incorporated in the Cayman Islands with limited liabilities and the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 29 November 2019, Friday at 4:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the EGM Notice
“EGM Notice”	the notice dated 12 November 2019 for convening the EGM and included in this circular
“Group”	the Company and its subsidiaries
“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
“Mr. Lo”	Mr. Lo Wai Ho, the chairman and chief executive officer of the Group and a controlling shareholder (within the meaning as ascribed to it under the Listing Rules) of the Company
“Mr. Lu”	Mr. Lu Zemin, a member of the senior management of the Group. Mr. Lu is a nephew of Mr. Lo and a cousin of Mr. Xie
“Mr. Xie”	Mr. Xie Weiquan, a non-executive Director and a nephew of Mr. Lo
“Latest Practicable Date”	7 November 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 Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Proposed Refreshment”	the Scheme Mandate Limit proposed to be refreshed by the Shareholders at the EGM pursuant to which the Board may grant Share Options to eligible participants under the Share Option Scheme and any other share option schemes of the Company to subscribe for up to 10% of the Shares in issue as at the date of the EGM

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all Share Options to be granted under the Share Option Scheme and any other schemes of the Company, which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme, which may be refreshed pursuant to the rules of the Share Option Scheme but shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders
“Selected Person(s)”	being an employee, director, officer, consultant or advisor of any member of the Group or any Affiliate who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group selected by the Board for participation in the Share Award Scheme
“Share Award Scheme”	the share award scheme, which became effective on 7 November 2019, as altered from time to time
“Share Option(s)”	any share option(s) granted or to be granted under the Share Option Schemes
“Share Option Scheme”	the share option scheme of the Company adopted on 19 June 2017, which became effective on 21 July 2017
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Specific Mandate”	the specific mandate enabling the Directors to allot, issue and deal with up to 15,552,300 new Shares for the purpose of satisfying future Awards to be granted under the Share Award Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules, unless the context otherwise requires
“Trustee”	the trustee under the Share Award Scheme
“%”	per cent.

LETTER FROM THE BOARD



WEALTHY WAY

Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

Executive Directors:

Mr. LO Wai Ho (*Chairman*)

Ms. CHAN Shuk Kwan Winnie

Non-executive Director:

Mr. XIE Wei-quan

Independent Non-executive Directors:

Mr. HA Tak Kong

Mr. IP Chi Wai

Registered office:

P.O. Box 1350,
Clinton House,
75 Fort Street,
Grand Cayman KY1-1108,
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Room 02, 34/F,
China Resources Building,
26 Harbour Road, Wanchai,
Hong Kong

12 November 2019

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
FOR THE SHARE OPTION SCHEME;
(2) PROPOSED SPECIFIC MANDATE TO BE GRANTED TO ISSUE SHARES
UNDER THE SHARE AWARD SCHEME; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

(1) INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with information regarding the following proposals to be put forward at the EGM for the Shareholders' consideration and, if thought fit, approval of:

- (a) the refreshment of the Scheme Mandate Limit for the Share Option Scheme; and

LETTER FROM THE BOARD

- (b) the granting to the Directors of the Specific Mandate to issue Shares under the Share Award Scheme.

(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

Background of the Scheme Mandate Limit

The Share Option Scheme was adopted by the Company on 19 June 2017, which became effective on 21 July 2017. The Company has not refreshed the Scheme Mandate Limit since then. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Pursuant to the Share Option Scheme, the Directors were authorised to grant Share Options to subscribe for up to a maximum number of 14,400,000 Shares, which represented 10% of the then total issued share capital of the Company at the date of approving the Share Option Scheme by the Shareholders. Up to the Latest Practicable Date, 14,395,000 Share Options had been granted, representing approximately 99.97% of the total number of Share Options authorised to be granted, of which 11,523,000 Share Options have been exercised and converted into 11,523,000 Shares, representing approximately 7.4% of the issued share capital as enlarged by the issue of such Shares as at the Latest Practicable Date. Details of such grants of Share Options were announced by various announcements of the Company.

Share Option Scheme

Under the rules of the Share Option Scheme:

- (1) Subject to sub-paragraphs (2) and (3) below, the maximum number of Shares which may be allotted and issued upon exercise of all outstanding Share Options granted under the Share Option Scheme and any other share option scheme(s) of the Company may represent up to 10% of the Shares in issue on the date of approval of the Share Option Scheme by the Shareholders. The Shares underlying any Share Options granted under the Share Option Scheme or any other share option schemes of the Company which have lapsed are excluded for the purpose of the Scheme Mandate Limit.
- (2) The Scheme Mandate Limit may be refreshed at any time by obtaining approval of the Shareholders in general meeting provided that the refreshed Scheme Mandate Limit must not exceed 10% of the Shares in issue as at the date of the Shareholders' approval thereof. Share Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the total number of Shares subject to the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

- (3) The total number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

Under the existing Scheme Mandate Limit, the Directors were authorised to grant Share Options to subscribe for up to 14,400,000 Shares, which represented 10% of the then total issued share capital of the Company at the date of approving the Share Option Scheme by the Shareholders in 2017. Up to the Latest Practicable Date, 14,395,000 Share Options pursuant to the Share Option Scheme had been granted, representing approximately 99.97% of the existing Scheme Mandate Limit of the Share Option Scheme; no Share Options granted were lapsed or cancelled under the Share Option Scheme.

The details of 14,395,000 Share Options are set out below:

Participants	Date of grant	Exercisable period	Exercise price HK\$	No. of Share Options
Mr. Xie	4 July 2018	4 July 2018 to 4 July 2019 (both dates inclusive)	6.02	360,000
Mr. Lu	4 July 2018	4 July 2018 to 4 July 2019 (both dates inclusive)	6.02	360,000
Employees of the Group or other eligible participants under the Share Option Scheme	4 July 2018	4 July 2018 to 4 July 2019 (both dates inclusive)	6.02	3,600,000
Mr. Xie	24 April 2019	24 April 2019 to 23 April 2022 (both dates inclusive)	7.00	100,000
Employees of the Group or other eligible participants under the Share Option Scheme	24 April 2019	24 April 2019 to 23 April 2022 (both dates inclusive)	7.00	9,975,000

Save for the refreshment of Scheme Mandate Limit to be proposed at the EGM, there has been no proposal or approval of any refreshment of Scheme Mandate Limit since the adoption of the Share Option Scheme on 19 June 2017.

Since the date of the AGM and up to the Latest Practicable Date, there were only 5,000 Share Options, representing approximately 0.03% of the existing Scheme Mandate Limit as at the Latest Practicable Date, available to be granted if the Scheme Mandate Limit is not refreshed.

LETTER FROM THE BOARD

At the EGM, an ordinary resolution will be proposed to the Shareholders to approve the Proposed Refreshment so as to allow the Company to grant further Share Options under the Share Option Scheme for subscription of up to 10% of the Shares in issue as at the date of passing the resolution.

A copy of the Share Option Scheme can be inspected at the principal place of business of the Company at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong during normal business hours from the date hereof up to the date of the EGM.

Proposed Refreshment

If the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the EGM, based on 155,523,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the EGM, the Company will be allowed to grant further Share Options under the Share Option Scheme for subscription of up to a total of 15,552,300 Shares, representing 10% of the Shares in issue as at the date of passing the resolution (i.e. the date of the EGM). Share Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other schemes of the Company) will not be counted for the purpose of calculating the Share Option Scheme Limit as “refreshed”. As at the Latest Practicable Date, apart from the Share Option Scheme, the Company had no other share option scheme currently in force.

As at the Latest Practicable Date, there were 5,000 outstanding Share Options under the Share Option Scheme since the adoption of the Share Option Scheme, represented approximately 0.003% of the total number of Shares in issue as at the Latest Practicable Date. Unless the Scheme Mandate Limit is refreshed, only up to 5,000 Share Options with 5,000 underlying Shares, representing approximately 0.003% of the issued share capital of the Company as at the Latest Practicable Date may be issued under the Share Option Scheme. The refreshed Scheme Mandate Limit of 15,552,300 Shares, together with such outstanding Share Options, represent approximately 10.00% of the total number of Shares in issue as at the Latest Practicable Date; such percentage falls below the 30% limit of the Shares in issue.

As at the Latest Practicable Date, the issued share capital of the Company comprised 155,523,000 Shares. At the EGM, an ordinary resolution will be proposed to the Shareholders to approve the Proposed Refreshment so as to allow the Company to grant further Share Options under the Share Option Scheme for subscription of up to a total of 15,552,300 Shares, representing 10% of the Shares in issue as at the date of passing the resolution (assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the EGM). Notwithstanding the foregoing, no Share Options may be granted if this will result in the total number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company to exceed 30% of the Shares in issue at any time.

LETTER FROM THE BOARD

Reasons for the Proposed Refreshment

The Directors are of the view that in order to provide incentives and rewards to the eligible participants for their contribution or potential contribution to the Group by granting Share Options to them, the Scheme Mandate Limit shall be refreshed to provide the Company with greater flexibility in rewarding and motivating its employees and other eligible participants by granting Share Options to them under the Share Option Scheme. The Directors therefore consider that the Proposed Refreshment is in the interests of the Company and its Shareholders as a whole.

The Board may grant Share Options to a connected person of the Company. Where any grant of Share Options is proposed to be made to a connected person of the Company, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, unless otherwise exempted under the Listing Rules.

Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Share Options granted under the refreshed Scheme Mandate Limit.

Upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the EGM, the limit under the existing Scheme Mandate Limit which was adopted by the Company on 19 June 2017 and became effective on 21 July 2017 will be replaced by the new Scheme Mandate Limit and no option can be granted under the existing Scheme Mandate Limit.

Application for listing

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares, which may be issued pursuant to the exercise of the Share Options granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

(3) PROPOSED SPECIFIC MANDATE TO BE GRANTED TO ISSUE SHARES UNDER THE SHARE AWARD SCHEME

Background of the Share Award Scheme

The Share Award Scheme was adopted by the Company on 7 November 2019 pursuant to which existing Shares may be purchased by the Trustee from the market or new Shares may be subscribed for out of cash contributed by the Group and be held on trust by the Trustee for the relevant Selected Persons until such Shares are vested with the relevant Selected Persons in accordance with the rules of the Share Award Scheme. The Share Award Scheme is effective for a term of 10 years from 7 November 2019 subject to the occurrence of terminating events as set out in the rules of the Share Award Scheme.

Principal terms and details of the Share Award Scheme were disclosed in the announcement dated 7 November 2019.

Proposed Specific Mandate to issue Shares

Under the Share Award Scheme, among others, unless otherwise approved by the Shareholders and subject to adjustment in the event of consolidation or subdivision of Shares, the aggregate number of new Shares to be granted as Awarded Shares shall not exceed 10% of the total number of issued Shares of the Company as at the date of the relevant Share Award Scheme mandate is approved. As at the Latest Practicable Date, no Award has been granted by the Company under the Share Award Scheme.

At the EGM, an ordinary resolution will be proposed for the approval by the Shareholders of the Specific Mandate to be granted to the Directors for the allotment and issue of new Shares as Awarded Shares under the Share Award Scheme not exceeding 10% Shares of the number of Shares in issue as of the EGM and such Specific Mandate shall lapse at 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 law or the Articles to be held; and (iii) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting. Application will be made to the Stock Exchange for the listing of and permission to deal in the Awarded Shares that may be allotted and issued as Awarded Shares under the Specific Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 155,523,000. On the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the EGM, and subject to the passing of the resolutions approving the granting of the Specific Mandate and the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, such Shares to be allotted and issued pursuant to the Share Award Scheme and the Specific Mandate and

LETTER FROM THE BOARD

all applicable laws and regulations, the maximum number of new Shares which may be allotted and issued as Awarded Shares under the Share Award Scheme as approved by the Specific Mandate is 15,552,300 Shares.

As at the Latest Practicable Date, the Company has no present intention to, or any negotiation of, issue any of the Shares under the Specific Mandate. The Company will make further announcement as soon as practicable after the grant of Awards under the Share Award Scheme in respect of any grant which involves the allotment and issue of new Shares under the Specific Mandate (whether to connected persons or non-connected persons) and will comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, unless otherwise exempted under the Listing Rules.

Reasons for the proposed Specific Mandate

The Directors are of the view that in order to provide incentives and rewards to the Selected Persons for their contribution or potential contribution to the Group by granting Awards to them, the Specific Mandate shall be granted to provide the Company with greater flexibility on recruiting and retaining high calibre employees and attracting human resources that are valuable to the Group. The Directors further consider that the proposed Specific Mandate is in the interest of the Company and its Shareholders as a whole as it enables the Company to reward appropriately and motivate the Selected Persons.

The Board may grant an Award to a connected person of the Company. Where any grant of Award (by way of allotment and/or issue of Shares under the Specific Mandate) is proposed to be made to any person who is a connected person of the Company within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, unless otherwise exempted under the Listing Rules.

(4) EGM

The EGM Notice is set out on pages 12 to 14 of this circular and a form of proxy for use at the EGM is herein enclosed.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so desire.

LETTER FROM THE BOARD

(5) VOTING BY POLL AT THE EGM

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 way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the EGM will be voted by way of a poll by the Shareholders.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions regarding the proposed refreshment of the Scheme Mandate Limit for the Share Option Scheme and the proposed Specific Mandate to issue Shares under the Share Award Scheme at the EGM.

(6) RECOMMENDATIONS

The Board believes that the resolutions proposed in the EGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the EGM.

(7) RESPONSIBILITY OF THE 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.

Yours faithfully,
On behalf of the Board
LO Wai Ho
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



WEALTHY WAY

Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

(the “Company”)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of shareholders of Wealthy Way Group Limited (the “**Company**”) will be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 29 November 2019 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT

- (a) subject to fulfilment of the conditions set out in the share award scheme of the Company (“**Share Award Scheme**”) constituted by the rules adopted by the Board of the Company on 7 November 2019, the allotment and issuance of new shares of the Company up to the maximum number which may be issued under the Share Award Scheme in accordance with all applicable laws and regulations be and is hereby approved; and any one or more of the directors of the Company be and are hereby authorised to grant any Awards (as defined under the Share Award Scheme) under and pursuant to the Share Award Scheme and to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the implementation of the Share Award Scheme;
- (b) a specific mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue new shares and/or otherwise deal with unissued shares in the Company which may be required to be allotted and issued under the Share Award Scheme pursuant to the terms of the Share Award Scheme (excluding Awards that have lapsed in accordance with the Share Award Scheme) not exceeding ten (10) per cent of the number of issued shares of the Company as at the date of this resolution is passed (subject to adjustment in case of any share consolidation or subdivision after this mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as

NOTICE OF EXTRAORDINARY GENERAL MEETING

a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same); 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 law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

2. **“THAT**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of the Company issuable upon exercise of the share options to be granted pursuant to authority hereby given, the Board be and is hereby authorised (i) to grant share options under the share option scheme adopted by the Company on 19 June 2017 and became effective on 21 July 2017 (the “**Share Option Scheme**”), to such extent that the total number of shares of the Company which may be issued upon the exercise of such options shall represent up to ten (10) per cent of the aggregate number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Share Option Scheme Limit**”); and (ii) the directors of the Company 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 Refreshed Share Option Scheme Limit and to grant share options up to the Refreshed Share Option Scheme Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

By Order of the Board
Wealthy Way Group Limited
LO Wai Ho
Chairman and Executive Director

Hong Kong, 12 November 2019

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. All resolutions at the extraordinary general meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Where there are joint registered holders of any share of the Company, any one such person may vote at the meeting, 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 meeting 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 share shall alone be entitled to vote in respect thereof. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
5. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 12:00 noon on the date of the EGM, the EGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed EGM by a supplementary notice, posted on the respective websites of the Stock Exchange and the Company.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 12:00 noon on the date of the EGM and where conditions permit, the EGM will be held as scheduled.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

7. The Shareholders are advised to read the circular of the Company dated 12 November 2019 which contains information concerning the resolutions to be proposed in the EGM.
8. References to time and dates in this Notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. LO Wai Ho and Ms. CHAN Shuk Kwan, Winnie as the executive Directors, Mr. XIE Wei-quan as the non-executive Director, and Mr. Ha Tak Kong and Mr. Ip Chi Wai as the independent non-executive Directors.