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**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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of Wanjia Group Holdings Limited (the “**Company**”) will be held at Room 1902, 19th Floor, 101 King’s Road, Hong Kong on Thursday, 16 January 2020 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 31 December 2019:
  - (a) every five (5) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.05 each (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”) be and is hereby approved;
  - (b) the Consolidated Shares shall rank *pari passu* in all respects with each other and have the same rights and privileges as regards dividend, capital, redemption, attendance at meetings, voting, etc. and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;

- (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.01 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company, if possible and applicable; and
- (d) any one of the directors of the Company (each a “**Director**”) be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Consolidation.”

2. “**THAT**, conditional upon the Share Consolidation having become effective,

- (a) the authorised share capital of the Company be increased from HK\$20,000,000 divided into 400,000,000 consolidated shares to HK\$50,000,000 divided into 1,000,000,000 consolidated shares by creating an additional 600,000,000 unissued consolidated shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more of the 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.”

3. “**THAT**, conditional upon the passing of the resolutions numbered 1 and 2 as set out above and subject to the conditions set out in the Underwriting Agreement (as defined below) having been satisfied (or waived, as the case may be):

- (a) the underwriting agreement dated 6 December 2019 (the “**Underwriting Agreement**”) in respect of the Rights Issue (as defined below) and the transactions contemplated thereunder entered into between the Company and Great Roc Capital Securities Limited (the “**Underwriter**”) (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder and all actions taken or to be taken by the Company pursuant to or incidental to the Underwriting Agreement be and are hereby approved, confirmed and ratified;

- (b) the issue by way of rights shares (the “**Rights Issue**”) of not less than 373,481,424 Rights Shares and not more than 375,145,424 Rights Shares (the “**Rights Shares**” and each a “**Rights Share**”) at a subscription price of HK\$0.192 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on Friday, 31 January 2020 or such other date as may be agreed between the Company and the Underwriter in writing for the determination of the entitlements under the Rights Issue (the “**Record Date**”) (other than those shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the Directors of the Company, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of two (2) Rights Shares for every one (1) Consolidated Share then held on the Record Date and pursuant to the terms and conditions as set out in the Underwriting Agreement, as described in further details in a circular issued by the Company dated 31 December 2019 of which this notice convening the EGM forms part, be and is hereby approved;
- (c) any one of the Directors be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue notwithstanding the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Director be and is hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or the Excluded Shareholders as he deems necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and

(d) any one of the Directors be and is hereby authorised to do all such acts and things, as he may in his discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Underwriting Agreement, the Rights Issue and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the Underwriting Agreement, the Rights Issue and the issue of the Rights Shares and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and to agree with such variation, amendment or waiver as, in his opinion, appropriate and in the interests of the Company and its shareholders as a whole.”

4. **THAT** Ms. Yung Ka Lai be re-elected as an executive Director and the board of Directors be authorised to fix her remuneration.

By order of the Board  
**WANJIA GROUP HOLDINGS LIMITED**  
**Wang Jia Jun**  
*Executive Director*

Hong Kong, 31 December 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

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to provisions of the Articles, 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 EGM 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 EGM is enclosed with the circular of the Company dated 31 December 2019. Whether or not you intend to attend the EGM 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 from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
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 (10:00 a.m., 14 January 2020) before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, 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 EGM 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. The register of members of the Company will be closed from Friday, 10 January 2020 to Thursday, 16 January 2020 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all relevant transfer documents accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 9 January 2020 for registration.

*As at the date of this notice, the board of directors of the Company comprises Mr. Chen Jinshan, Mr. Wang Jia Jun and Ms. Yung Ka Lai as executive Directors; Mr. Wong Hon Kit, Dr. Liu Yongping and Mr. Ho Man as independent non-executive Directors.*