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If you have sold or transferred all your shares in **Wise Ally International Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WISE ALLY
Wise Ally International Holdings Limited
麗年國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 9918)

PROPOSALS FOR
GRANTING OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of the Company to be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 2 June 2020 at 10:30 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<https://www.wiseally.com.hk>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:30 a.m. on Sunday, 31 May 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 2 June 2020 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Wise Ally International Holdings Limited 麗年國際控股有限公司 (stock code: 9918), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EMS”	electronics manufacturing services
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange

DEFINITIONS

“Listing Date”	10 January 2020, being the date on which the Shares first becoming listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum”	the memorandum of association of the Company currently in force
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) prior to its repeal and replacement on 3 March 2014 by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended from time to time
“Prospectus”	the prospectus of the Company dated 27 December 2019
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of the Company of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent



WISE ALLY

Wise Ally International Holdings Limited

麗年國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9918)

Executive Directors:

Mr. Chu Wai Hang Raymond (*Chairman*)

Mr. Tsang Ming Chit Stanley (*Chief Executive Officer*)

Mr. Chan Chi Ming (*Chief Operating Officer*)

Independent Non-executive Directors:

Ms. Ling Imma Kit Sum

Mr. Lee Wa Lun Warren

Mr. Szeto Yuk Ting

Registered Office:

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

Headquarter and Principal Place of

Business in Hong Kong:

Units 3203-3207, Tower 1

Enterprise Square Five

38 Wang Chiu Road

Kowloon Bay, Kowloon

Hong Kong

28 April 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GRANTING OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Tuesday, 2 June 2020 for (i) the granting of the Issuance Mandate, (ii) the granting of the Share Repurchase Mandate, and (iii) the re-election of Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to the written resolutions passed by the Shareholders on 10 December 2019, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 400,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate contained in item 7 of the notice of Annual General Meeting will also be proposed at the Annual General Meeting.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the written resolutions passed by the Shareholders on 10 December 2019, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 200,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide you with requisite information reasonably necessary for you to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 109 of the Articles of Association, Mr. Chu Wai Hang Raymond and Mr. Tsang Ming Chit Stanley shall retire from office by rotation at the Annual General Meeting. In addition, Mr. Chan Chi Ming who has been appointed by the Board on 19 March 2019 shall hold office until the Annual General Meeting pursuant to Article 113 of the Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors who offer themselves for re-election with reference to the nomination principles and

LETTER FROM THE BOARD

criteria set out in the Company's Board Diversity Policy and Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. Mr. Chu Wai Hang Raymond has abstained from his own nomination when it was being considered. The Nomination Committee has recommended to the Board on re-election of all the Directors who offer themselves for re-election. The Board, having considered the recommendation of the Nomination Committee, is of the view that each of Mr. Chu Wai Hang Raymond, Mr. Tsang Ming Chit Stanley and Mr. Chan Chi Ming will continue to contribute to the Board with his deep understanding of the business of the Group, diversity of skills and perspective and his devotion to the Board.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting decides to allow a resolution to be voted by a show of hands pursuant to the Listing Rules. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<https://www.wisely.com.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:30 a.m. on Sunday, 31 May 2020) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed granting of the Issuance Mandate and the Share Repurchase Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

7. 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 regard to the Group. 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,
For and on behalf of the Board
Wise Ally International Holdings Limited
Chu Wai Hang Raymond
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 2,000,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 200,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Share repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
January (<i>from the Listing Date</i>)	0.285	0.133
February	0.248	0.130
March	0.196	0.096
April (<i>up to the Latest Practicable Date</i>)	0.136	0.105

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Chu Wai Hang Raymond, Mr. Chu Wai Cheong Wilson, Smartview Investments Limited, Smart

Union Global Group Limited and Grandview Group Holdings Limited (collectively, the “**Controlling Shareholders**”), controlling shareholders (as defined in the Listing Rules) of the Company, were beneficially interested in an aggregate of 1,500,000,000 Shares, representing 75% of the issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full and assuming that there is no other change in the issued share capital of the Company between the Latest Practicable Date and the date of Share repurchase, the aggregate shareholding of the Controlling Shareholders would be increased to approximately 83.33% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) from the Listing Date and up to the Latest Practicable Date.

The following are details of the Directors who, being eligible, offer themselves for re-election at the Annual General Meeting.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following Directors do not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(1) Mr. Chu Wai Hang Raymond

Mr. Chu Wai Hang Raymond (“**Mr. Chu**”), aged 67, is one of the founders of the Group and was appointed as a Director on 15 January 2019 and re-designated as an executive Director and the chairman of the Company on 11 March 2019. He is also a member of the Nomination Committee of the Company. He is responsible for the leadership of the Board, corporate governance promotion, strategic planning, and major decision-making of the Group.

Mr. Chu is a director of various subsidiaries of the Company. Prior to the establishment of the Group in July 2010, Mr. Chu worked for Defond Holdings (H.K.) Co. Limited and its subsidiaries (the “**Defond Group**”) since June 1990 as the chairman responsible for technical, information technology and research and development functions and later for the management and operation of the EMS division. From May 1977 to early 1990s, Mr. Chu worked as an engineer for a company principally engaged in the supply of electromechanical motion systems and solutions.

Mr. Chu graduated from the University of California, Berkeley in the United States with a bachelor of science in mechanical engineering in March 1977.

Mr. Chu is one of the controlling and substantial shareholders (as defined in the Listing Rules) of the Company and the elder brother of Mr. Chu Wai Cheong Wilson, a controlling and substantial shareholder (as defined in the Listing Rules) of the Company. He is also a director and shareholder of each of Smart Union Global Group Limited and Smartview Investments Limited, each of which a controlling and substantial shareholder (as defined in the Listing Rules) of the Company.

Mr. Chu has entered into a director service agreement with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months’ notice in writing or payment in lieu of notice, and is subject to retirement by rotation and

re-election pursuant to the Articles of Association and the Listing Rules. Mr. Chu is entitled to an annual remuneration of HK\$520,000 (excluding any discretionary bonus) which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the relevant Director and performance of the Group.

As at the Latest Practicable Date, in accordance with the meaning of Part XV of the SFO, Mr. Chu was deemed to be interested in 1,260,000,000 Shares through his interests in controlled corporations. He also directly held 50% of the issued share capital of Smartview Investments Limited, an associated corporation within the meaning of Part XV of the SFO of the Company.

(2) Mr. Tsang Ming Chit Stanley

Mr. Tsang Ming Chit Stanley (“**Mr. Tsang**”), aged 52, is the chief executive officer (“**CEO**”) of the Company, and was appointed as a Director on 15 January 2019 and re-designated as an executive Director and CEO on 11 March 2019. He is also a member of the Remuneration Committee and an authorized representative of the Company. He joined the Group on 30 August 2010 and is responsible for the overall management, strategic planning, business development and major decision-making of the Group.

Mr. Tsang is a director of various subsidiaries of the Company. Mr. Tsang joined the Defond Group as chief financial officer in January 2005, where he was responsible for overseeing the overall finance and accounting functions, taxation matters and handling banking relationships. He was promoted to chief operating officer in April 2007, where from August 2010 to December 2015, he was responsible for overseeing the overall production, operations, human resources functions and supply chain in relation to both the Group and the Defond Group. Since December 2015, Mr. Tsang has been responsible for the overall management, strategic planning, business development and major decision-making of the Group exclusively.

Prior to joining the Defond Group, from April 1999 to December 2004, Mr. Tsang worked for Digital Lighting Co. Limited, a company principally engaged in the manufacturing of lighting products, initially as accounting manager and was later promoted as director of finance and administration and was responsible for overseeing finance, internal audit, administration and information system functions.

Mr. Tsang attended Springfield College in the United States from January 1989 to May 1990 and then studied at the University of Washington in the United States from October 1990 to December 1992, obtaining a bachelor of business administration in December 1992. Mr. Tsang has been selected for membership in Beta Gamma Sigma, the honor society for collegiate schools of business, and received a certificate issued by the University of Washington Chapter in May 1992. Mr. Tsang became a certified public accountant of Washington State Board of Accountancy in August 1995, and became a member of American Institute of Certified Public Accountants in 1998.

From February 2015 to February 2016, Mr. Tsang was an independent non-executive director of PanAsialum Holdings Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2078) ("**PanAsialum**"). PanAsialum is principally engaged in the manufacturing of aluminium products. Historically, PanAsialum had failed to comply with the Listing Rules by delaying in publication and despatch of various annual and interim results subsequent to the year ended 30 September 2014 and until the year ended 31 December 2017. Among the non-compliances, during the material time when Mr. Tsang served as an independent non-executive director, PanAsialum delayed in (i) publication and despatch of the 2015 interim results for the six months ended 31 March 2015; and (ii) publication of the 2015 annual results for the year ended 30 September 2015. The delays amounted to breaches of Rules 13.46(2), 13.48(1), 13.49(1) and 13.49(6) of the Listing Rules. No action has been taken against Mr. Tsang by the Stock Exchange.

In relation to the above non-compliance incidents with the applicable Listing Rules relating to PanAsialum, the Directors (including the independent non-executive Directors) are of the view that Mr. Tsang is suitable to act as a Director based on the following grounds:

- (a) Mr. Tsang acted as an independent non-executive director of PanAsialum for only one year without involvement in the day-to-day management and business operations of PanAsialum;
- (b) the delay in publishing and/or despatching the interim results for the six months ended 31 March 2015 and annual results for the year ended 30 September 2015 was due to the reason that additional time was required by PanAsialum to conduct investigations (the "**Investigations**") for collating and gathering information in relation to certain matters raised by its auditors so as to enable them to complete the audit of the consolidated results for the relevant time periods. The Investigations were initiated prior to the appointment of Mr. Tsang as an independent non-executive director of PanAsialum and the Investigations were supervised and overseen by the independent committee established by PanAsialum comprising its two then independent non-executive directors, in which Mr. Tsang was not involved. Although during his term of appointment in PanAsialum, Mr. Tsang had provided independent and professional advice to the board of directors in facilitating the Investigations and solving the non-compliance incidents, his level of involvement in the non-compliance incidents is minimal;
- (c) no action has been taken against Mr. Tsang by the Stock Exchange and he is not aware of any actual or potential investigation or claim which has been or will be made against him in connection with the non-compliance incidents;
- (d) the non-compliance incidents did not involve any act of dishonesty or fraudulence or raise any concern on the integrity of Mr. Tsang;
- (e) Mr. Tsang was not disqualified from acting as a director of PanAsialum as a result of the non-compliance incidents;

- (f) Mr. Tsang attended a directors' training session provided by the legal advisers of the Company as to Hong Kong law in connection with the Listing and relevant duties, obligations and responsibilities as a director of the Company as an issuer under the Listing Rules on 11 March 2019 and confirmed to the Board that after attending the said directors' training session, he has an enhanced understanding of the laws and regulations applicable to companies listed in Hong Kong and their directors and he will exercise the skill, care and diligence as reasonably expected of his appointment as an executive Director and will give due attention to ensure due compliance with the Listing Rules upon Listing; and
- (g) Mr. Tsang confirmed that he will ensure compliance of the Company with all applicable laws and regulations, including but not limited to the Listing Rules, by timely consulting with the compliance adviser of the Company and where necessary, seeking independent legal advice from time to time.

Mr. Tsang has entered into a director service agreement with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Tsang is entitled to an annual remuneration of HK\$4,940,000 (excluding any discretionary bonus) which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the relevant Director and performance of the Group.

(3) Mr. Chan Chi Ming

Mr. Chan Chi Ming ("**Mr. Chan**"), aged 67, was appointed as an executive Director and designated as the chief operating officer of the Company on 19 March 2019. Mr. Chan is also a director of various subsidiaries of the Company. Mr. Chan joined the Group on 9 April 2018 as the executive vice president and was later promoted to the position of chief operation officer on 1 October 2018. He participates in strategic planning, business development, major decision-making of the Group and is responsible for developing, establishing, and directing the execution of the operating policies of the Group.

Prior to joining the Group, from July 2013 to April 2018, Mr. Chan was a managing director of AstroNova Limited, a member of Astrotech Group. Astrotech Group is principally engaged in electronics manufacturing and Mr. Chan was responsible for developing new business, leading new technology development and coordinating the production process with the manufacturing plant. In 2005, Mr. Chan joined Computime Limited, a subsidiary of Computime Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 320) principally engaged in the designing and manufacturing of intelligent electronic controls and internet of things devices for global markets, where his last position was president of control solutions (EMS business) before he left in September 2012. From November 2002 to March 2005, Mr. Chan worked for Leica Geosystems Limited, a surveying measurement solutions provider, as a vice president of

sales and marketing China, responsible for managing sales, marketing and business development in China. From April 1985 to February 2002, Mr. Chan worked for a technology and engineering company listed in the United States, holding a senior position responsible for sales and marketing of thermal control and safety devices in Asia.

Mr. Chan obtained a certificate in supervisory management and an ordinary certificate in mechanical engineering from the Hong Kong Polytechnic in Hong Kong (the predecessor of the Hong Kong Polytechnic University) in March 1974 and November 1975 respectively. He was awarded a diploma in management studies jointly by Hong Kong Polytechnic and the Hong Kong Management Association in August 1982. He attended all courses on campus and completed the executive program offered by the National University of Singapore and was awarded a certificate jointly issued by Graduate School of Business of Stanford University and Faculty of Business Administration of National University of Singapore in 1990.

Mr. Chan was a director of the following company incorporated in Hong Kong which was dissolved with details as follows:

Name of company	Place of incorporation	Principal business activities immediately prior to dissolution	Date of dissolution	Details
Light Dragon Limited	Hong Kong	Property holding	26 July 2002	Striking off (<i>Note</i>)

Note: Under section 291 of the Predecessor Companies Ordinance, striking off refers to striking off the name of a company from the register of companies by the Registrar of Companies in Hong Kong where the Registrar of Companies has reasonable cause to believe that a company is not carrying on business or in operation.

Mr. Chan confirmed that (i) the above company was solvent immediately prior to dissolution; (ii) he is not aware of any actual or potential claim which has been or could potentially be made against him as a result of the dissolution of the above company; and (iii) there was no wrongful act on his part leading to the dissolution of the above company for which he acted as director.

Mr. Chan has entered into a director service agreement with the Company for a term of three years commencing from the Listing Date. His appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Chan is entitled to an annual remuneration of HK\$2,184,000 (excluding any discretionary bonus) which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the relevant Director and performance of the Group.

NOTICE OF ANNUAL GENERAL MEETING



WISE ALLY

Wise Ally International Holdings Limited 麗年國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9918)

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Wise Ally International Holdings Limited (the “**Company**”) will be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 2 June 2020 at 10:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2019.
2. To declare a final dividend for the year ended 31 December 2019.
3. To re-elect the following directors of the Company and to authorize the board of directors of the Company to fix the respective directors’ remuneration:
 - (a) Mr. Chu Wai Hang Raymond as an executive director of the Company;
 - (b) Mr. Tsang Ming Chit Stanley as an executive director of the Company;
and
 - (c) Mr. Chan Chi Ming as an executive director of the Company.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

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- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that

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such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

By Order of the Board
Wise Ally International Holdings Limited
Chu Wai Hang Raymond
Chairman and Executive Director

Hong Kong, 28 April 2020

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution to be voted by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). 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.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
3. In order to be valid, the form of proxy and, if requested by the board of directors of the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, 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 the holding of the Annual General Meeting (i.e. not later than 10:30 a.m. on Sunday, 31 May 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020, both days inclusive, during which period no transfer of share(s) of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holder(s) of share(s) of the Company shall ensure that all transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 27 May 2020.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders of the Company at the Annual General Meeting), the register of members of the Company will be closed from Monday, 8 June 2020 to Tuesday, 9 June 2020, both days inclusive, during which period no transfer of share(s) of the Company will be registered. In order to qualify for the proposed final dividend, unregistered holder(s) of share(s) of the Company shall ensure that all transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 June 2020.
6. References to time and dates in the Notice are to Hong Kong time and dates.

As at the date of this Notice, the executive directors of the Company are Mr. Chu Wai Hang Raymond, Mr. Tsang Ming Chit Stanley and Mr. Chan Chi Ming; and the independent non-executive directors of the Company are Ms. Ling Imma Kit Sum, Mr. Lee Wa Lun Warren and Mr. Szeto Yuk Ting.