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## 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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in WT Group Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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# WT GROUP HOLDINGS LIMITED

## WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 8422)

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, REFRESHMENT OF SCHEME MANDATE LIMIT AND NOTICE OF ANNUAL GENERAL MEETING

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Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

This circular together with a form of proxy will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.hklistco.com/8422](http://www.hklistco.com/8422).

A notice convening the AGM to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 30 December 2021, at 10:00 a.m. is set out on pages 21 to 26 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

#### PRECAUTIONARY MEASURES FOR THE AGM

Please refer to page 1 of this circular for precautionary measures being taken to prevent the spreading of Novel Coronavirus (COVID-19) pandemic at the AGM, including:

1. compulsory body temperature checks;
2. compulsory wearing of surgical face mask for each attendee; and
3. no refreshments or corporate gifts will be provided.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong. The Company reminds Shareholders that they may appoint the chairman of the AGM as its/his/her proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The health of the Shareholders, staff and stakeholders is of paramount importance to the Company. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee must wear a self-prepared surgical face mask throughout the AGM and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Any attendee has any flu-like symptoms or subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine will be denied entry into the meeting venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as its/his/her proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

The proxy form is enclosed to this circular. If you are not a registered Shareholder (i.e., if your Shares are held via banks, stockbroker, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or stockbroker or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 30 December 2021, at 10: 00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 21 to 26 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	WT Group Holdings Limited (WT集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Eligible Participant(s)”	(i) any full-time or part-time employee of the Company or any Subsidiary; (ii) any consultant or adviser of the Company or any Subsidiary; (iii) any director (including executive, non-executive or independent non-executive directors) of the Company or any Subsidiary; (iv) any substantial shareholder of the Company or any Subsidiary; and (v) any distributor, contractor, supplier, agent, customer, business partner or service provider of the Company or any Subsidiary
“Existing Issue Mandate”	the general mandate to issue up to 200,000,000 new Shares granted by the Shareholders to the Directors at the annual general meeting of the Company held on 6 November 2020

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## DEFINITIONS

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“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares and securities of the Company as set out in the AGM Notice
“Latest Practicable Date”	24 November 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Option(s)”	the option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Share Option Scheme or any other share option scheme of the Company
“Placing”	the proposed offer by way of private placing through a placing agent, on a best effort basis, up to 200,000,000 Placing Shares, on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agreement”	the proposed conditional placing agreement dated 16 November 2021 entered into between the Company and a placing agent in relation to the Placing under the Existing Issue Mandate
“Placing Shares”	a maximum of 200,000,000 new Shares proposed to be placed pursuant to the Placing Agreement
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares of the Company as set out in the AGM Notice
“Scheme Mandate Limit”	the maximum number of Options that may be granted by the Company pursuant to the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 1 December 2017
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	any company which is for the time being and from time to time a subsidiary (within the meaning ascribed thereto in the GEM Listing Rules) of the Company, whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### WT GROUP HOLDINGS LIMITED

### WT 集團控股有限公司

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

**(Stock code: 8422)**

*Executive Directors:*

Mr. Kam Kin Bun (*Chairman*)

Mr. Kung Cheung Fai Patrick

Ms. Wong Mei Chun

*Independent Non-executive Directors:*

Ms. Chan Sin Wa Carrie

Mr. Leung Chi Hung

Mr. Yu Tat Chi Michael

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business in Hong Kong:*

Flat A, 6/F

Evernew Commercial Centre

33 Pine Street

Tai Kok Tsui, Kowloon

Hong Kong

29 November 2021

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
REFRESHMENT OF SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue Shares and repurchase Shares; (ii) the re-election of Directors and (iii) the refreshment of Scheme Mandate Limit. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.



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## LETTER FROM THE BOARD

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### **PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

The Directors were granted general mandates to allot, issue and deal with the Share pursuant to the ordinary resolutions of the Shareholders passed at the annual general meeting of the Company held on 6 November 2020. On 16 November 2021, the Company and a placing agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 200,000,000 Placing Shares under the Existing Issue Mandate. As at the Latest Practicable Date, the Existing Issue Mandate was utilised.

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares or other securities not exceeding in 20% of the aggregate number of Shares in issue as at the date of the passing of such resolution; (ii) to repurchase Shares which does not exceed 10% of the aggregate number of Shares in issue as at the date of passing of such resolution; and (iii) the general extension mandate, after the Repurchase Mandate is granted, to add the aggregate amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the resolution for approving the Issue Mandate.

Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that (i) the Placing was completed that 200,000,000 Placing Shares were issued and (ii) no further Shares are repurchased or issued prior to the AGM, subject to the passing of the ordinary resolutions for approving the Issue Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 240,000,000 Shares or other securities pursuant to the Issue Mandate and repurchase 120,000,000 Shares pursuant to the Repurchase Mandate.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

The Issue Mandate, the Repurchase Mandate and the general extension mandate, if granted at the AGM, will remain in effect until 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 any applicable laws or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF THE DIRECTORS

Pursuant to the Article 84(1) of the Articles, Mr. Kung Cheung Fai Patrick and Mr. Leung Chi Hung will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

Pursuant to the Article 83(3) of the Articles, Ms. Wong Mei Chun, Ms. Chan Sin Wa Carrie and Mr. Yu Tat Chi Michael were appointed by the Board to fill casual vacancy will be subject to re-election at the AGM.

Save for Mr. Kung Cheung Fai Patrick who has indicated not to seek for re-election at the AGM due to his intention to concentrate on the daily operations and business of Wai Tat Foundation & Engineering Limited, the operating subsidiary of the Company, the other retiring Directors, namely Ms. Wong Mei Chun, Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael, have agreed to offer themselves for re-election at the AGM.

The nomination committee of the Board (the “**Nomination Committee**”) had, among other matters, having regard to the board diversity policy adopted by the Company (the “**Board Diversity Policy**”) evaluated the skill, experience, background, expertise and performance of each of Ms. Wong Mei Chun, Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael during the period from their respective dates of appointment to the Latest Practicable Date and found their performance satisfactory.

The Board, upon the recommendation of the Nomination Committee, proposed Ms. Wong Mei Chun, Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael, the retiring Directors, to stand for re-election as Directors at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

### **Explanatory statement provided under Code Provision A.5.5 of Appendix 15 of the GEM Listing Rules**

According to the GEM Listing Rules and the Board Diversity Policy, the Nomination Committee will, among other things, undertake the nomination and selection of independent non-executive Director candidates on the completion of their specified terms and make relevant recommendations to the Board.

Furthermore, when changes to composition of the Board or members of any committee of the Company are required or when casual vacancies arise, the Nomination Committee shall adhere to the principles stated in the Board Diversity Policy. The Nomination Committee will take into account the existing composition of the Board and the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval.

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## LETTER FROM THE BOARD

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Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael have met the independence criteria under the GEM Listing Rules. Moreover, Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael have given their confirmation of independence to the Company. With due consideration on the above factors, the Board believes that Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael are independent to the Group.

Each of Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael holds directorships in not more than seven listed companies (including the Company) as at the Latest Practicable Date and would be able to devote sufficient time and attention to perform the duties required of an independent non-executive Director.

Based on the background of Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael can contribute to diversity of the Board.

Having considered the above aspects and in view of the contribution that Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael have made to the Board, their re-election will be in the best interests of the Company and its Shareholders as a whole.

### **REFRESHMENT OF SCHEME MANDATE LIMIT**

The Company adopted the Share Option Scheme on 1 December 2017. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the GEM Listing Rules. The total number of securities available for issue under the Share Option Scheme was 100,000,000, which represented 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. 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 Shares in issue as at the date of the aforesaid Shareholders' approval.

Since the date of adoption of the Share Option Scheme and up to the Latest Practicable Date, a total of 100,000,000 Options to subscribe for Shares were granted by the Company on 8 October 2021 to certain Directors and employees of the Group, of which 100,000,000 Options remained outstanding, and none of them had been lapsed, exercised or cancelled. As at the Latest Practicable Date, the Scheme Mandate Limit was utilised.

## LETTER FROM THE BOARD

Set out below is the details of the outstanding Options as at the Latest Practicable Date:

	Date of grant	Outstanding Options	Exercise price HK\$	Exercise period	Vesting period
Directors					
Kam Kin Bun	8 October 2021	10,000,000	0.056	8 October 2021 to 7 October 2023	No
Wong Mei Chun	8 October 2021	10,000,000	0.056	8 October 2021 to 7 October 2023	No
Chan Sin Wa Carrie	8 October 2021	10,000,000	0.056	8 October 2021 to 7 October 2023	No
Yu Tat Chi Michael	8 October 2021	10,000,000	0.056	8 October 2021 to 7 October 2023	No
		40,000,000			
Employees	8 October 2021	60,000,000	0.056	8 October 2021 to 7 October 2023	No
		100,000,000			
Total		100,000,000			

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that (i) the Placing was completed that 200,000,000 Placing Shares were issued and (ii) no further Shares are repurchased or issued prior to the AGM, pursuant to the terms of the Share Option Scheme and in compliance with the GEM Listing Rules, the maximum number of shares, which may be issued upon the exercise of all the Options to be granted under the Share Option Scheme under the scheme mandate limit as refreshed should be 120,000,000 Shares, representing 10% of the Shares in issue as at the date of approval of the proposed refreshment of Scheme Mandate Limit.

The proposed refreshment of Scheme Mandate Limit is in the interests of the Group which would motivate the Eligible Participants to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain ongoing relationships with such participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group.

In determining the basis of eligibility of each classes of the Eligible Participants to achieve the purpose of the Share Option Scheme, the Board would take into account such factors as the Board may at its absolute discretion consider appropriate. Such factors include but not limited to (i) for any employee, director or substantial shareholder of the Group or any Subsidiary, the eligible participants' individual performance, time commitment, role and responsibilities, and employment conditions according to the prevailing market practice and industry standard, or

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## LETTER FROM THE BOARD

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where appropriate, contribution made or expected to be made with reference to his/her qualification and working experience; and (ii) for any consultant, adviser, distributor, contractor, supplier, agent, customer, business partner or service provider of the Company or any Subsidiary, the eligible participants' experience and knowledge in the industry in which the Group engaging in, technical know-how that is relating to the business of the Group, external business connections, ability to enhance the existing services provided by the Group, strategic value, reputation, the quantity and frequency of the business transactions, the on-going business relationship with the Group, the length of transaction history with the Group, the quality of goods and services and/or advice to the Group, the materiality and nature of their services provided to the Group, any potential business development opportunities, the ability and incentive to refer suitable business opportunities to the Group, and actual and potential contributions to revenue and profits and other relevant factors.

It is proposed that subject to the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the AGM by the Shareholders, the Scheme Mandate Limit be refreshed so that the total number of securities, which may be issued upon exercise of all Options to be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit, shall not exceed 10% of the Shares in issue as at the date of approval of the proposed refreshment of Scheme Mandate Limit by the Shareholders at the AGM.

At any time, the maximum number of Shares which may be issued upon exercise of all Options which then have been granted and have yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not, in the absence of Shareholders' approval, in aggregate exceed 30% of the Share in issue from time to time.

The total number of Shares which may be issued upon exercise of the refreshed Scheme Mandate Limit of 120,000,000 Shares together with all outstanding Options as at the Latest Practicable Date amounts to an aggregate of 220,000,000 Shares, representing 22% of the Shares in issue as at the Latest Practicable Date, and is within the said 30% limit.

The Board proposes that the Scheme Mandate Limit be refreshed under Ordinary Resolution no. 7 at the AGM.

The proposed refreshment of Scheme Mandate Limit is conditional upon:

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

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## LETTER FROM THE BOARD

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Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of any Options that may be granted within the refreshed Scheme Mandate Limit. As at the Latest Practicable Date, the Company has no plan or intention to grant any Options under the Share Option Scheme upon the Refreshment of Scheme Mandate Limit.

### ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed, *inter alia*, the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the refreshment of Scheme Mandate Limit are set out on page 21 to page 26 of this circular.

A form of proxy for the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the voting of the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the AGM.

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.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the refreshment of Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

### GENERAL

Your attention is 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  
**WT Group Holdings Limited**  
**Kam Kin Bun**  
*Chairman and Executive Director*

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

### **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate and on the basis that (i) the Placing was completed that 200,000,000 Placing Shares were issued and (ii) no further Shares are issued or repurchased before the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 120,000,000 Shares, being 10% of the number of Shares in issue as at the date of the AGM until 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 any applicable laws or the Articles to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

### **3. REASONS FOR REPURCHASE**

Although the Directors have no intention of exercising the proposed Repurchase Mandate, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.



**4. FUNDING AND EFFECT OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands.

Under the GEM Listing Rules, a listed company may not repurchase its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 June 2021, being the date of its latest published audited financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

**6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief the Directors, the substantial Shareholders (as defined in the GEM Listing Rules) were:

Name	Number of shares held	Nature of interest	Approximate percentage of total issued Shares (%)	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
China Silver Asset Management Limited	167,570,000	Investment manager	16.76	18.62
CS Asia Opportunities Master Fund	167,570,000	Beneficial owner	16.76	18.62

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

## **7. SHARE PURCHASED BY THE COMPANY**

The Company has not purchased any of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

## **8. DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSON**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the twelve months preceding the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2020</b>		
November	0.046	0.029
December	0.150	0.032
<b>2021</b>		
January	0.121	0.075
February	0.131	0.066
March	0.100	0.044
April	0.350	0.060
May	0.440	0.191
June	0.295	0.199
July	0.270	0.038
August	0.053	0.035
September	0.072	0.040
October	0.057	0.045
November (up to the Latest Practicable Date)	0.063	0.041

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

**Ms. Wong Mei Chun (“Ms. Wong”)**, aged 61, was appointed as an executive Director on 28 July 2021.

Ms. Wong has over 25 years of experience in construction and electrical engineering industry. Before joining the Group, Ms. Wong were a senior project director of a sole proprietor in Hong Kong principally engaged in the provision of electrical and mechanical engineering services since 1996. Ms. Wong has extensive experience in project management, production operation and financial management in both Hong Kong and the PRC. Ms. Wong has an established network of relationship with business operators in the construction and engineering industry.

Ms. Wong have entered into a service agreement with the Company for a term of three years and shall continue thereafter until terminated in accordance with the terms of the agreement and the director’s fee is HK\$240,000 per annum. Her remuneration package was subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

As at the Latest Practicable Date, Ms. Wong held an interest in 10,000,000 Options which were granted by the Company.

Save as disclosed above, Ms. Wong (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of the Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Wong that need to be brought to the attention of Shareholders nor is there any information to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

**Ms. Chan Sin Wa Carrie (“Ms. Chan”)**, aged 42, was appointed as an independent non-executive Director on 28 July 2021.

Ms. Chan has extensive working experience in the accounting and auditing industry. Ms. Chan graduated from Oxford Brookes University in applied accounting and was an audit manager in a medium-sized audit firm. Ms. Chan is an associate member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan was an independent non-executive director of Kirin Group Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8109) from July 2015 to September 2020.

Ms. Chan have entered into a service agreement with the Company for a term of three years and shall continue thereafter until terminated in accordance with the terms of the agreement and the director's fee is HK\$180,000 per annum. Her remuneration package was subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

As at the Latest Practicable Date, Ms. Chan held an interest in 10,000,000 Options which were granted by the Company.

Save as disclosed above, Ms. Chan (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of the Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Chan that need to be brought to the attention of Shareholders nor is there any information to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

**Mr. Leung Chi Hung** (“**Mr. Leung**”), aged 64, was appointed as an independent non-executive Director on 1 December 2017.

Mr. Leung has over 45 years of experience in the accounting profession in Hong Kong. Mr. Leung worked as an audit supervisor at Peat Marwick Mitchell & Co., currently known as KPMG, from September 1976 to September 1980. Mr. Leung was an audit manager of Arthur W. C. Mo & Co., an audit firm in Hong Kong, from October 1980 and was responsible for providing auditing services to clients. He was later admitted as a partner from April 1993 to March 2008. Mr. Leung has been the director of Philip Leung & Co. Limited, a company principally engaged in the provision of auditing services previously known as Arthur Mo & Co. Ltd. since January 2006, and is responsible for the overall management of the company.

Mr. Leung was admitted as an associate and a fellow of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) in October 1986 and December 1993, respectively. Mr. Leung was also admitted as a fellow of The Chartered Association of Certified Accountants in October 1991. Mr. Leung was also admitted as a fellow of The Taxation Institute of Hong Kong in February 2000. Mr. Leung has been a Registered Financial Planner under the Society of Registered Financial Planners since October 2005. Mr. Leung is currently a practicing certified public accountant under the Hong Kong Institute of Certified Public Accountants and a Certified Tax Adviser under The Taxation Institute of Hong Kong.

Mr. Leung is currently an independent non-executive director of each of Evergreen International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 238) since October 2020, Daido Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 544) since September 2003, Zhongzheng International Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 943) since December 2013, REF Holding Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1631) since August 2015, and Finet Group Limited (a company listed on GEM of the Stock Exchange, stock code: 8317) since February 2011.

Mr. Leung have entered into a service agreement with the Company for a term of one year and shall continue thereafter until terminated in accordance with the terms of the agreement and the director's fee is HK\$180,000 per annum. His remuneration package was subject to review by the remuneration committee of the Company with reference to his performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Mr. Leung (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of the Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Leung that need to be brought to the attention of Shareholders nor is there any information to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

**Mr. Yu Tat Chi Michael (“Mr. Yu”)**, aged 56, was appointed as an independent non-executive Director on 20 September 2021. Mr. Yu holds a bachelor of commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management. He had held senior management positions in several listed companies in Hong Kong.

Mr. Yu is currently an independent non-executive director of each of Golden Resources Development International Limited (a company listed on the Main Board of The Stock Exchange, stock code: 677) since August 2012, Applied Development Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 519) since September 2016, China Netcom Technology Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8071) since August 2017, Lerado Financial Group Company Limited (a company listed on

the Main Board of the Stock Exchange, stock code: 1225) since February 2018 and Harbour Digital Asset Capital Limited (a company listed on the Main Board of the Stock Exchange, stock code: 913) since August 2020. He was an independent non-executive director of EVOC Intelligent Technology Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2308) from May 2016 to May 2021.

Mr. Yu have entered into a service agreement with the Company for a term of one year and shall continue thereafter until terminated in accordance with the terms of the agreement and the director's fee is HK\$120,000 per annum. His remuneration package was subject to review by the remuneration committee of the Company with reference to his performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

As at the Latest Practicable Date, Mr. Yu held an interest in 10,000,000 Options which were granted by the Company.

Save as disclosed above, Mr. Yu (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of the Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Yu that need to be brought to the attention of Shareholders nor is there any information to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### WT GROUP HOLDINGS LIMITED

### WT 集團控股有限公司

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

**(Stock code: 8422)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of WT Group Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 30 December 2021, at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and the reports of the directors and the independent auditors of the Company for the year ended 30 June 2021;
2.
  - (i) To re-elect Ms. Wong Mei Chun as an executive director of the Company;
  - (ii) To re-elect Ms. Chan Sin Wa Carrie as an independent non-executive director of the Company;
  - (iii) To re-elect Mr. Leung Chi Hung as an independent non-executive director of the Company;
  - (iv) To re-elect Mr. Yu Tat Chi Michael as an independent non-executive director of the Company; and
  - (v) To authorise the board of directors of the Company to fix the remunerations of the directors;
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration;



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## NOTICE OF ANNUAL GENERAL MEETING

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As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

### ORDINARY RESOLUTIONS

4. “THAT:

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares (the “Share(s)”) or securities of HK\$0.01 each in the share capital of the Company and to make or grant offers and agreements, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers and agreements which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares or securities allotted and issued or agreed conditionally or unconditionally to be allotted and issued (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 defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company 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 in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription attaching to any convertible securities or similar rights which may be issued by the Company from time to time, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate number of Shares of the Company in issue as at the date of the passing of this Resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholder(s)**”)) the aggregate number of Shares purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate 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

(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 or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of Shares of the Company, or offer or issue of warrants, options or other securities by way of rights to subscribe for Shares open for a period fixed by the Directors to the Shareholders on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares of the Company (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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to purchase Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Commission”) and the Stock Exchange under the Code on Takeovers and Mergers and Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate 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
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the pass 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 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 passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby approved to be extended by adding to the total number of the Shares or securities of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of the Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”
7. “**THAT** subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares falling to be issued pursuant to the exercise of any options granted under the Scheme Mandate Limit (as hereafter defined), the refreshment of scheme mandate limit on the grant of options under the share option scheme adopted on 1 December 2017, of the Company up to 10% of the number of shares of the Company in issue as at the date of passing this resolution (the “**Scheme Mandate Limit**”) be and is hereby approved and all the Directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with the shares of the Company pursuant to the exercise of any options and to take all such steps as they may consider necessary or expedient.”

By order of the Board  
**WT Group Holdings Limited**  
**Kam Kin Bun**  
*Chairman and Executive Director*

Hong Kong, 29 November 2021

*Notes:*

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. **For the purposes of the prevention and control of the spread of the Novel Coronavirus (COVID-19) pandemic and to safeguard the health and safety of the Shareholders, the Company strongly encourages Shareholders to appoint the chairman of the Meeting as his/her/its proxy to vote on the resolutions, instead of attending the Meeting in person.** A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (2) Where there are joint holders of any Share, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at any meeting, 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 in respect of the joint holding.
- (3) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned meeting.
- (4) For determining Members' entitlement to attend and vote at the Meeting, the register of Members will be closed from Friday, 24 December 2021 to Thursday, 30 December 2021 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending and voting at the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 23 December 2021.
- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the meeting or its adjourned meeting will be taken by poll.

As at the date of this notice, the Directors are:

### **Executive Directors**

Mr. Kam Kin Bun, Mr. Kung Cheung Fai Patrick and Ms. Wong Mei Chun.

### **Independent Non-executive Directors**

Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael.

*This notice will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be published on the Company's website at [www.hklistco.com/8422](http://www.hklistco.com/8422).*

*This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.*