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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 your licensed securities dealer or other registered institution 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, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

WT GROUP HOLDINGS LIMITED**WT 集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8422)

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this circular 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.hklistco.com/8422.

A notice convening an EGM of WT Group Holdings Limited to be held at Flat A, 8/F., Evernew Commercial Centre, 33 Pine Street, Tai Kok Tsui, Kowloon, Hong Kong at 10:00 a.m. on Friday, 8 April 2022 is set out on pages 14 to 18 of this circular. As set out in the section headed “Special Arrangements for the Extraordinary General Meeting” of this circular, the EGM will be conducted virtually via electronic means. As Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) will not be permitted to attend the EGM in person, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to vote at the EGM shall appoint the chairman of the EGM as their proxy by completing the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of WT Group Holdings Limited in Hong Kong, Union Registrars Limited, at 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 fixed for the holding of the EGM or any adjournment thereof.

18 March 2022

CHARACTERISTICS OF GEM

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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SPECIAL ARRANGEMENTS FOR THE EXTRAORDINARY GENERAL MEETING

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect the Shareholders from possible exposure to the COVID-19 Pandemic. For the health and safety of the Shareholders, the Company would be adapting the below arrangements for the EGM to minimise attendance in person, while still enabling Shareholders to vote and ask questions. Details of the special arrangements for the EGM are set out below.

NO PHYSICAL ATTENDANCE AT THE EGM

In light of the new regulations of Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) announced by the Government of the Hong Kong with effect from 10 February 2022, including the prohibition of the holding of physical general meetings of companies, to combat the spread of the COVID-19 Pandemic, as well as the uncertainty of the development of the COVID-19 Pandemic and the corresponding restriction measures, the EGM will be conducted virtually via electronic means (the “**Virtual EGM**”). The Shareholders and/or their proxies will NOT be able to attend the Virtual EGM in person, and can only view and listen to a live webcast of the Virtual EGM via electronic means.

The Virtual EGM will be broadcasted from the EGM venue in Hong Kong (the “**EGM Venue**”) and only the minimum number of persons will be physically present at the EGM Venue as is legally required to form a quorate meeting by the Directors or other senior staff members of the Company who are Shareholders or proxies. Other Directors will participate by way of electronic means.

Shareholders will be able to view and listen to the Virtual EGM through a live webcast from 10:00 a.m. on Friday, 8 April 2022 until the completion of the EGM on a computer, tablet or any browser enabled devices. Please follow the instructions on the landing page on how to access the webcast. Shareholders will need to complete the following steps to be able to access the live webcast of the Virtual EGM of the Company:

Accessing Proceedings of the Virtual EGM By Zoom

For Shareholders who would like to view and listen to the Virtual EGM live webcast, you will need to register by sending an email to cs@wtgholdings.com.hk by providing personal particulars as follows:

- a) Full name;
- b) Registered Address;

SPECIAL ARRANGEMENTS FOR THE EXTRAORDINARY GENERAL MEETING

- c) Number of Shares held;
- d) Hong Kong Identity Card Number or passport number (in case of natural person)/ company registration number (in case of body corporate);
- e) Contact Telephone Number; and
- f) Email Address

no later than 10:00 a.m. on Thursday, 7 April 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual EGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by 9:00 a.m. on Friday, 8 April 2022 which contains a link to join the live webcast of the Virtual EGM. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the Virtual EGM.

Vote by appointing the chairman of the EGM as your proxy

The resolution at the EGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the EGM by proxy. If you wish to vote on the resolution at the EGM, you must appoint the chairman of the EGM as your proxy to exercise your right to vote at the EGM in accordance with your instructions. If you appoint a person who is not the chairman of the EGM as your proxy, that person will not be permitted entry to the meeting and will not be able to exercise your vote.

The proxy form for use at the EGM is enclosed with this circular. The proxy form can be downloaded from the "Announcement" section of the Company's website (www.hklistco.com/8422). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

The proxy form should be returned to the Company's branch share registrar, Union Registrars Limited, at 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 fixed for holding the EGM or any adjournment thereof.

SPECIAL ARRANGEMENTS FOR THE EXTRAORDINARY GENERAL MEETING

Questions from Shareholders

Shareholders may submit any questions they may have in advance in relation to the resolution set out in the Notice of EGM by 10:00 a.m. on Thursday, 7 April 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual EGM) via email to cs@wtgholdings.com.hk providing personal particulars as follows for verification purposes:

- a) Full name;
- b) Registered Address;
- c) Number of Shares held;
- d) Hong Kong Identity Card Number or passport number (in case of natural person)/ company registration number (in case of body corporate);
- e) Contact Telephone Number; and
- f) Email Address

Shareholders can also submit questions during the Virtual EGM through the webcast link provided.

The Board will arrange for as many of the questions asked to be answered as possible at the EGM.

Changes to arrangements

The Company is closely monitoring the impact of the COVID-19 Pandemic in Hong Kong. Should any changes be made to the EGM arrangements, the Company will notify Shareholders via an announcement posted on the Company's website (www.hklistco.com/8422) and the website of the Stock Exchange (www.hkexnews.hk).

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 18 February 2022 regarding the proposed Share Consolidation
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Business Day(s)”	day(s) (excluding Saturdays, Sundays and public holidays) on which banks are open for business in Hong Kong
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961), of the Cayman Islands as consolidated and revised
“Company”	WT Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 11 July 2017, the Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8422)
“Consolidated Share(s)”	the ordinary share(s) of par value of HK\$0.1 each in the share capital of the Company upon the Share Consolidation becoming effective
“COVID-19 Pandemic”	the Coronavirus (COVID-19) pandemic
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Share Consolidation

DEFINITIONS

“Existing Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	collectively, the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, the address of which is at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.1 each
“Share Option Scheme”	the share option scheme of the Company adopted on 1 December 2017
“Shareholder(s)”	holder(s) of the issued Share(s)

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong dollar, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

	Date
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:00 p.m. on Friday, 1 April 2022
Closure of register of members for determining the entitlement to attend and vote at the EGM (both dates inclusive)	Monday, 4 April 2022 to Friday, 8 April 2022
Latest date and time for lodging the proxy form for the EGM	10:00 a.m. on Wednesday, 6 April 2022
Date and time of the EGM	10:00 a.m. on Friday, 8 April 2022
Announcement of results of the EGM	Friday, 8 April 2022
<i>The following events are conditional upon the results of the EGM and therefore the dates are tentative only.</i>	
Effective date of the Share Consolidation	Tuesday, 12 April 2022
First day of free exchange of existing share certificates into new share certificates for Consolidated Shares	Tuesday, 12 April 2022
Dealings in Consolidated Shares commence	9:00 a.m. on Tuesday, 12 April 2022
Original counter for trading in Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 12 April 2022

EXPECTED TIMETABLE

Date

Temporary counter for trading in Consolidated Shares
in temporary board lot of 1,000 Consolidated Shares
(in the form of existing share certificates) opens 9:00 a.m. on
Tuesday, 12 April 2022

Original counter for trading in Consolidated Shares
in board lot of 10,000 Consolidated Shares
(in the form of new share certificates for
Consolidated Shares) re-opens 9:00 a.m. on
Thursday, 28 April 2022

Parallel trading in Consolidated Shares
(in the form of existing share certificates and
new share certificates) commences 9:00 a.m. on
Thursday, 28 April 2022

Designated broker starts to stand in the market to
provide matching services for sale and purchase of
odd lots of Consolidated Shares 9:00 a.m. on
Thursday, 28 April 2022

Designated broker ceases to stand in the market to
provide matching services for sale and
purchase of odd lots of Consolidated Shares 4:00 p.m. on
Friday, 20 May 2022

Temporary counter for trading in Consolidated Shares
in temporary board lot of 1,000 Consolidated Shares
(in the form of existing share certificates) closes 4:10 p.m. on
Friday, 20 May 2022

Parallel trading in Consolidated Shares (in the form of
new share certificates for Consolidated Shares and
existing share certificates) ends 4:10 p.m. on
Friday, 20 May 2022

Last day and time for free exchange of existing share certificates
into new share certificates for Consolidated Shares 4:00 p.m. on
Tuesday, 24 May 2022

LETTER FROM THE BOARD

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*)

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

18 March 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The Company has announced on 18 February 2022 regarding the proposed Share Consolidation. The purpose of this circular is to provide you with information regarding the proposed Share Consolidation and the notice of EGM for the purpose of considering and, if thought fit, approving the resolution to be proposed.

PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.1 each in the share capital of the Company.

LETTER FROM THE BOARD

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$50,000,000 divided into 5,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 1,200,000,000 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective and assuming no further Existing Shares will be issued or repurchased from the Latest Practicable Date up to and including the effective date of the Share Consolidation, the authorised share capital of the Company shall be HK\$50,000,000 divided into 500,000,000 Consolidated Shares of par value of HK\$0.1 each, of which 120,000,000 Consolidated Shares have been issued and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, all the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Memorandum and the Articles.

No fractional Consolidated Shares will be issued by the Company. Any fractional entitlements of Consolidated Shares will be aggregated and sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

The implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate action or arrangement in the next 12 months which would have a contradictory effect to the Share Consolidation, and had no concrete plan to conduct any potential fund raising activity in the next 12 months. However, the Board does not rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

1. the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
2. the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and

LETTER FROM THE BOARD

3. the compliance with the relevant procedures and requirements under the Cayman Islands laws (if applicable) and the GEM Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 12 April 2022, being one clear Business Day immediately after the date of the EGM.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Reasons for the Share Consolidation

Pursuant to Rule 17.76 of GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities.

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has stated that market price of the Shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules. By considering the closing price per share being under HK\$0.1 since 22 July 2021 and the board lot size of 10,000, the value per board lot were lower than HK\$1,000. Taking into account the basic transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

The Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Shares. It is hoped that this will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company.

LETTER FROM THE BOARD

In determining the ratio for the Share Consolidation, the Company first considered to avoid the creation of the odd lots and also reduce the possibility of creating the fractional entitlements. With reference to the information provided by the Registrar, the shareholdings of the majority of the Shareholders registered on the Register of Members represent a multiple of five, and therefore the Company set the basis of 1 Consolidation Share for every 5 Existing Shares as the reference point. To assess the fairness and reasonableness of such ratio, the Company further considered other alternative ratios for the Share Consolidation and was of the view that (i) the ratios smaller than the 10:1 ratio (such as 5:1) would driver the expected value per board lot as at the Latest Practicable Date to less than HK\$2,000, and (ii) the ratios larger than the 10:1 ratio (such as 20:1) would create more odd lots. In light of the above, the Company considered that the basis of consolidation of every 10 Existing Shares into 1 Consolidated Share is a fair and reasonable ratio for the Share Consolidation and is in the best interests of the Company and its shareholders as a whole. Taking into account (i) the closing price of HK\$0.024 per Existing Share and the theoretical closing price of HK\$0.24 per Consolidated Share on 14 March 2022 (being the Latest Practicable Date), the Share Consolidation, which was consolidation of every 10 Existing Shares into 1 Consolidated Share, would enable the Company to comply with the trading requirements under the Listing Rules and also minimise the creation of odd lots. In addition, the Board also believes that with a higher trading price of the Consolidation Shares with theoretical trading price at a level over HK\$0.1 will show a more positive image of the Group and thus facilitate the proposed fund raising activities in the future.

Given the above reasons, the Board considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate action or arrangement in the next 12 months which would have a contradictory effect to the Share Consolidation, and had no concrete plan to conduct any potential fund raising activity in the next 12 months. However, the Board does not rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

Application for the listing of the Consolidated Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is

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required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 12 April 2022, being one clear Business Day immediately after the date of the EGM, Shareholders may between 9:00 a.m. and 4:00 p.m. on any Business Day during the period from Tuesday, 12 April 2022 to Tuesday, 24 May 2022 (both days inclusive), submit share certificates for the Existing Shares (in yellow colour) to the Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong to exchange for new share certificates for the Consolidated Shares (in blue colour) at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

After 4:10 p.m. on Friday, 20 May 2022, trading will only be in Consolidated Shares which share certificates will be issued in blue colour. Existing share certificates in yellow colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares of the Company regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed an agent to provide matching services, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Suncorp Securities Limited at Room 2305, 23/F., The Center, 99 Queen's Road Central, Central, Hong Kong (telephone number: (852) 3899 1828) from 9:00 a.m. on Thursday, 28 April 2022 to 4:00 p.m. on Friday, 20 May 2022 (both days inclusive).

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

NO CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the Consolidated Shares will continue to be traded in board lot size of 10,000 Consolidated Shares.

ADJUSTMENTS TO SHARE OPTIONS

As at the Latest Practicable Date, there are outstanding 100,000,000 share options which are convertible into 100,000,000 Existing Shares, upon exercise of the respective conversion rights attaching thereto.

Save as aforesaid, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

LETTER FROM THE BOARD

Pursuant to the terms of the Share Option Scheme, the Share Consolidation will cause adjustments (“Adjustment”) to the respective conversion prices of the outstanding share options and the number of new Shares to be issued upon the exercise of the share options as follows.

	Date of grant	Before Adjustment		After Adjustment	
		Outstanding share options	Exercise price HK\$	Outstanding share options	Exercise price HK\$
Directors					
Kam Kin Bun	8 October 2021	10,000,000	0.056	1,000,000	0.56
Wong Mei Chun	8 October 2021	10,000,000	0.056	1,000,000	0.56
Chan Sin Wa Carrie	8 October 2021	10,000,000	0.056	1,000,000	0.56
Yu Tat Chi Micheal	8 October 2021	<u>10,000,000</u>	0.056	<u>1,000,000</u>	0.56
Sub-total		40,000,000		40,000,000	
Employees	8 October 2021	<u>60,000,000</u>	0.056	<u>1,000,000</u>	0.56
Total		<u>100,000,000</u>		<u>10,000,000</u>	

The Company granted the share options to the above directors and employees as incentive to motivate them to perform their best in achieving the goals of the Group without resulting in any net cash outflow from the Company.

The Company will appoint its auditor or independent financial advisors to review and certify the basis of such adjustments to the respective conversion prices of the outstanding share options and the number of new Shares to be issued upon the exercise of the share options in accordance with (i) the requirements set out in Rule 23.03(13) of the GEM Listing Rules, (ii) the supplementary guideline regarding the adjustments to share options issued by the Stock Exchange on 5 September 2005 and (iii) the terms of the Share Option Scheme. The Company will make further announcements regarding the adjustments in accordance with the GEM Listing Rules in due course.

ACTIONS TO BE TAKEN

Set out on pages 14 to 18 of this circular is a notice convening the EGM at which an ordinary resolution will be proposed to approve the proposed Share Consolidation.

A form of proxy for use at the EGM is enclosed with this circular. As set out in the section headed “Special Arrangements for the Extraordinary General Meeting” of this circular, the EGM will be conducted virtually via electronic means. As Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) will not be permitted to attend the EGM in person, all Shareholders (other than those who are required to attend the EGM

LETTER FROM THE BOARD

physically to form a quorate meeting) who wish to vote at the EGM shall appoint the chairman of the EGM as their proxy by completing the enclosed form of proxy in accordance with the instructions printed thereon and return the same as soon as possible to the Registrar, Union Registrars Limited, at 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 fixed for the holding of the EGM or any adjournment thereof.

VOTING AT THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the proposed resolution as set out in the notice of EGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the EGM.

RECOMMENDATIONS

The Board considers that the resolution in respect of the proposed Share Consolidation to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolution at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of WT Group Holdings Limited (the “Company”) will be held at Flat A, 8/F., Evernew Commercial Centre, 33 Pine Street, Tai Kok Tsui, Kowloon, Hong Kong at 10:00 a.m. on Friday, 8 April 2022 to consider and, if thought fit, pass with or without amendments (as applicable), the following resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the granting by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from 12 April 2022:

- (a) every ten (10) issued and unissued shares with a par value of HK\$0.01 each (the “Existing Shares”) in the issued and authorised share capital of the Company be consolidated into one (1) share with a par value of HK\$0.1 each (the “Consolidated Share(s)”) (the “Share Consolidation”), and immediately upon the Share Consolidation becoming effective, the authorised share capital of the Company shall be HK\$50,000,000 divided into 500,000,000 Consolidated Shares of par value of HK\$0.1 each;
- (b) following the Share Consolidation, the Company’s directors (the “Directors”) be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the Share Consolidation, including but not limited to disregarding fractional entitlements, making arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit and/or repurchasing (and, if thought fit, cancelling) any fractional entitlements in such manner and on such terms as the Directors may think fit; and

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- (c) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Share Consolidation.”

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

Hong Kong, 18 March 2022

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Notes:

1. As set out in the section headed “Special Arrangements for the Extraordinary General Meeting” of the circular dated 18 March 2022 (the “Circular”), the EGM will be conducted virtually via electronic means. As Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) will not be permitted to attend the EGM in person, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to vote at the EGM shall appoint the chairman of the EGM as their proxy by completing the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office (“Registrar”) of the Company, Union Registrars Limited, at 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 fixed for the holding of the EGM or any adjournment thereof (as the case may be).
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares (“Shares”) of the Company, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the Extraordinary General Meeting” of the Circular, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to vote at the EGM shall appoint the chairman of the EGM as their proxy to exercise their right to vote at the EGM in accordance with their instructions.

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3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the Extraordinary General Meeting” of the Circular, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to vote at the EGM shall appoint the chairman of the EGM as their proxy to exercise their right to vote at the EGM in accordance with their instructions.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or person authorised, and must be deposited with the Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (i.e. by 10:00 a.m. on 6 April 2022) or any adjournment thereof.
5. For the purpose of determining members who are qualified for attending the EGM, the register of members of the Company will be closed from 4 April 2022 to 8 April 2022, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Registrar at the address stated in note 4 above not later than 4:00 p.m. on 1 April 2022 for registration.
6. According to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, voting on the proposed resolution set out in this notice will be taken by a poll.
7. All times and dates specified herein refer to Hong Kong local times and dates.
8. SPECIAL ARRANGEMENTS FOR THE EXTRAORDINARY GENERAL MEETING

The Company will adopt the following special arrangements at the EGM for the purpose of public health and safety:

- (a) The EGM will be conducted virtually via electronic means (the “Virtual EGM”). The Shareholders and/or their proxies will NOT be able to attend the Virtual EGM in person, and can only view and listen to a live webcast of the Virtual EGM via electronic means.

The Virtual EGM will be broadcasted from the EGM venue in Hong Kong (the “EGM Venue”) and only the minimum number of persons will be physically present at the EGM Venue as is legally required to form a quorate meeting by the Directors or other senior staff members of the Company who are Shareholders or proxy. Other Directors will participate by way of electronic means.

Shareholders will be able to view and listen to the Virtual EGM through a live webcast from 10:00 a.m. on Friday, 8 April 2022 until the completion of the EGM on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast.

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- (b) For Shareholders who would like to view and listen to the Virtual EGM live webcast, you will need to register by sending an email to cs@wtgholdings.com.hk by providing personal particulars as follows:
- i) Full name;
 - ii) Registered Address;
 - iii) Number of Shares held;
 - iv) Hong Kong Identity Card Number or passport number (in case of natural person)/company registration number (in case of body corporate);
 - v) Contact Telephone Number; and
 - vi) Email Address

no later than 10:00 a.m. on Thursday, 7 April 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual EGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by 9:00 a.m. on Friday, 8 April 2022 which contains a link to join the live webcast of the Virtual EGM. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the Virtual EGM.

- (c) The resolution at the EGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the EGM by proxy. If you wish to vote on the resolution at the EGM, you must appoint the chairman of the EGM as your proxy to exercise your right to vote at the EGM in accordance with your instructions. If you appoint a person who is not the chairman of the EGM as your proxy, that person will not be permitted entry to the meeting and will not be able to exercise your vote.

The proxy form for use at the EGM is enclosed with this circular. The proxy form can be downloaded from the "Announcement" section of the Company's website (www.hklistco.com/8422). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

The proxy form should be returned to the Registrar, Union Registrars Limited, at 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 fixed for holding the EGM or any adjournment thereof.

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(d) Shareholders may submit any questions they may have in advance in relation to the resolution set out in the Notice of EGM by 10:00 a.m. on Thursday, 7 April 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual EGM) via email to cs@wtgholdings.com.hk providing personal particulars as follows for verification purposes:

- i) Full name;
- ii) Registered Address;
- iii) Number of Shares held;
- iv) Hong Kong Identity Card Number or passport number (in case of natural person)/company registration number (in case of body corporate);
- v) Contact Telephone Number; and
- vi) Email Address

Shareholders can also submit questions during the Virtual EGM through the webcast link provided.

The Board will arrange for as many of the questions asked to be answered as possible at the EGM.

As at the date of this notice, the board of directors comprises Mr. Kam Kin Bun (Chairman) and Ms. Wong Mei Chun as executive Directors; Ms. Chan Sin Wa Carrie, Mr. Leung Chi Hung and Mr. Yu Tat Chi Michael as independent non-executive Directors.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at 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.