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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 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

- (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.
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.

- (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](mailto: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](http://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.

- (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](mailto: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 announcement, 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 announcement will remain on the "Latest Listed Company Information" page of the GEM website at [www.hkgem.com](http://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](http://www.hklistco.com/8422).*

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