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**If you are in 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 Wealthking Investments Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**华科资本**  
WEALTHKING INVESTMENTS

**WEALTHKING INVESTMENTS LIMITED**

**華科資本有限公司**

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

**(Stock Code: 1140)**

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

Notice of the AGM to be held at 11:00 a.m. on Friday, 26 August 2022 at 41/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong (or any adjournment or postponement thereof) is set out on pages 16 to 20 of this circular. The AGM will be a hybrid meeting and Shareholders may attend the AGM in person or via the e-Meeting System. Whether or not you intend to attend the AGM in person or via e-Meeting System, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong from 27 July 2022 to 14 August 2022 and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong from 15 August 2022 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM (i.e. at or before 11:00 a.m. on 24 August 2022 (Hong Kong time)) or any adjournment thereof (as the case may be). The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person or via e-Meeting System should you so wish.

**PRECAUTIONARY MEASURES FOR THE AGM**

Please see page 1 of this circular for measures being taken to prevent the spread of the coronavirus disease 2019 (COVID-19) at the AGM, including:

- Compulsory for all attendees of the AGM to scan the "LeaveHomeSafe" venue QR code and comply with the requirements of the "Vaccine Pass Direction" prior to entry to the AGM venue;
- compulsory body temperature checks;
- compulsory for all attendees to wear surgical face masks; and
- no refreshment will be served and no corporate gift will be distributed.

Any person who does not comply with the precautionary measures may be denied entry into the meeting venue. The number of attendees allowed in the AGM venue is subject to the requirements and restrictions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G). The Company hereby reminds its Shareholders that they may attend the AGM via the e-Meeting System or appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the meeting in person.

27 July 2022

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## **SPECIAL ARRANGEMENTS FOR THE AGM**

Due to the recent development of the COVID-19 pandemic and in view of the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Cap. 599G, laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Cap. 599F, laws of Hong Kong) (together, the “**Regulations**”), the Board hereby announces that the AGM will be a hybrid meeting. The venue of the AGM will be at 41/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong. Shareholders may attend the AGM in person or via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.

The live broadcast can broaden the reach of the AGM to Shareholders who do not wish to attend physically, or for other overseas Shareholders who are unable to attend in person.

Through the e-Meeting System, our registered shareholders/proxies or corporate representatives will be able to view the live video broadcast and participate in voting and submitting questions online. Login details and information have been included in our letters to those parties regarding the e-Meeting System and will be posted to the Shareholders seven business days before the AGM.

### **How to attend and vote**

Shareholders will be able to exercise their voting rights in one of the following ways:

- (1) attend the AGM in person;
- (2) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (3) appoint the Chairman of the AGM as your proxy to attend and vote on your behalf.

Your proxy’s authority and instruction will be revoked if you attend and vote at the AGM in person or via the e-Meeting System. If you are a non-registered shareholder, you may instruct your banks, brokers or other custodians to appoint a proxy to attend and vote via the e-Meeting System for the AGM on your behalf if you wish.

In view of the ongoing COVID-19 pandemic, the Company will implement the following preventive measures at the AGM to protect the attendees from the risk of infection:

## **PRECAUTIONARY MEASURES FOR THE AGM**

- (i) Compulsory for all attendees of the AGM to scan the “LeaveHomeSafe” venue QR code and comply with the requirements of the “Vaccine Pass Direction” prior to entry to the AGM venue;
- (ii) Compulsory body temperature checks will be conducted on every attendee. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue;

## SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE AGM

- (iii) The Company requires attendees to wear surgical face masks at all times, and to maintain a safe distance between seats; and
- (iv) No refreshments will be served and no corporate gift will be distributed.

The number of attendees allowed in the AGM venue is subject to the requirements and restrictions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G). To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

The Company reminds all its Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, Shareholders may attend the AGM via the e-Meeting System or appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM by using proxy forms with voting instructions inserted instead of attending the AGM in person. If Shareholders have any questions about the relevant resolutions, they are welcome to contact the Company via the Investor Relations department as follows:

Investor Relation Department  
Tel: (852) 2842 9688  
Email: [ir@wealthking.com.hk](mailto:ir@wealthking.com.hk)

**Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the AGM arrangements at short notice. Shareholders are advised to check the websites of the Company (<http://www.wealthking.com.hk>) and HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) for the latest announcement and information relating to the AGM.**

## DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 16 to 20 in this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened to be held at 11:00 a.m. on Friday, 26 August 2022 at 41st Floor, One Exchange Square, 8 Connaught Place, Central, Hong Kong
“Articles”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“CG Code and CG Report”	the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Wealthking Investments Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with unissued Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting

## DEFINITIONS

“Latest Practicable Date”	20 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



华科资本  
WEALTHKING INVESTMENTS

**WEALTHKING INVESTMENTS LIMITED**

**華科資本有限公司**

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

**(Stock Code: 1140)**

*Executive Director:*

LIU Zhiwei (*Chairman*)

*Non-executive Directors:*

FU Weigang

WANG Shibin

*Independent non-executive Directors:*

CHEN Yuming

YAN Xiaotian

ZHAO Kai

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

41st Floor, One Exchange Square 8

Connaught Place, Central

Hong Kong

27 July 2022

*To the Shareholders*

Dear Sir/Madam,

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

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you the AGM Notice. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions on the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate. This circular also includes details of the Directors subject to re-election at the Annual General Meeting.

## LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

### **PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

At the annual general meeting of the Company held on 18 August 2021, the Directors were granted a general mandate to allot, issue and deal with Shares in the capital of the Company and a repurchase mandate to repurchase Shares on the Stock Exchange. These mandates will expire at the conclusion of the Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the Issue Mandate and Repurchase Mandate.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,025,753,113 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and Issue Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, (a) the Company will be allowed under the Issue Mandate to issue up to a maximum of 1,605,150,622 Shares plus any Shares which may have been repurchased by the Company under the Repurchase Mandate and (b) the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 802,575,311 Shares.

The explanatory statement in respect of the Repurchase Mandate required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

### **PROPOSED RE-ELECTION OF DIRECTORS**

Under the code provision set out in the paragraph A.4.2 of Appendix 14 of the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Under article 113 of the Articles, Dr. LIU Zhiwei, Dr. WANG Shibin, Mr. YAN Xiaotian and Mr. ZHAO Kai will retire as Directors by rotation. All of them will, being eligible, offer themselves for re-election as Directors at the Annual General Meeting. Biographical details of Dr. LIU Zhiwei, Dr. WANG Shibin, Mr. YAN Xiaotian and Mr. ZHAO Kai are set out in Appendix II to this circular.



## LETTER FROM THE BOARD

The Company confirms that it has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules and the Company considers the independent non-executive directors are independent in character and judgment and fulfil the independence guidelines.

### ACTIONS TO BE TAKEN

At the Annual General Meeting, as the case may be, ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate;
- (b) the grant of the Repurchase Mandate; and
- (c) the grant of the Extension Mandate.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the Annual General Meeting or any adjournment thereof to the Company's branch share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong from 27 July 2022 to 14 August 2022 and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong from 15 August 2022. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

### RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors as set out in the AGM Notice are beneficial to and in the best interests of the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

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

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2022, being the date of its latest published audited accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## LETTER FROM THE BOARD

Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions approving the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors at the Annual General Meeting.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any 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. Accordingly, the chairman of the AGM will demand a poll for every resolution put to the vote of the AGM pursuant to Article 87 of the Articles. The results of the poll will then be announced by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Wealthking Investments Limited**  
**Liu Zhiwei**  
*Executive Director and Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.*

## **LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by its memorandum of association and the Articles to repurchase its own securities.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,025,753,113 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 802,575,311 Shares.

## **REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

## **FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles, the Listing Rules and the applicable laws of the Cayman Islands, including but not limited to profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 March 2022, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 March 2022. However, the Directors do not intend to make any repurchases 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 which in the opinion of the Directors are from time to time appropriate for the Company.

**SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
July	0.790	0.740
August	0.810	0.720
September	0.840	0.780
October	0.800	0.700
November	0.750	0.640
December	0.800	0.690
<b>2022</b>		
January	0.810	0.690
February	0.720	0.680
March	0.680	0.570
April	0.640	0.560
May	0.640	0.520
June	0.560	0.440
July ( <i>Note 1</i> )	0.550	0.425

*Note 1:* Up to the Latest Practicable Date

**DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates, have any present intention to sell to the Company any of the securities in the Company if the Repurchase Mandate is approved at the Annual General Meeting.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles.

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

in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchase to be made under the Repurchase Mandate.

The Directors confirmed that as at the Latest Practicable Date, they had no present intention to exercise the Repurchase Mandate should the same be approved at the Annual General Meeting. No core connected person (within the meaning ascribed to it in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any securities of the Company nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

#### **SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

*The following are the particulars of the Directors, who will retire at the Annual General Meeting and who being eligible, will offer themselves for re-election at the Annual General Meeting.*

1. **Dr. LIU Zhiwei**, aged 55, has been appointed as Chairman of the Board and the Chairman of the Nomination Committee since 16 December 2020, and an executive Director of the Company since 16 April 2019. From 16 April 2019 to 16 December 2020 and from 29 December 2021 to 14 March 2022, he was the Chief Executive Officer of the Company. From June 2016 to June 2018, he was an executive Director, the president of the Company, and a member of the corporate governance committee. From December 2015 to June 2016, he served as a non-executive director of the Company. Dr. Liu obtained a bachelor's degree in Industrial Management Engineering from Zhe Jiang University in 1989. He furthered his studies in Graduate School of the People's Bank of China between 1989 and 1992 and obtained his master's degree in international finance. In 2007, he obtained a doctoral degree in Economics & Law from Hunan University. Dr. Liu completed a professional programme in Finance CEO from Cheung Kong Graduate School of Business in 2010. Dr. Liu has over 20 years of experience in financing, securities investment and capital market. He served as a non-executive director of Shanghai Zendai Property Limited (stock code: 755), whose shares are listed on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") for the period from 2 February 2010 to 12 December 2012. He was the vice chairman of Chang'an International Trust Co., Ltd (formerly known as Xi'an International Trust Co., Ltd) from 2008 to 2011. Dr. Liu served as a supervisor of Xin Jiang Hui-tong (Group) Co., Ltd (stock code: 415) from December 2005 to December 2008, whose shares are listed on the Shenzhen Stock Exchange. He also served as a general manager of the merger and acquisition department of Guosen Securities Co., Ltd from 1997 to 1998. Currently, Dr. Liu is also the director of several subsidiaries of the Company.

Save as disclosed above, Dr. Liu did not hold any directorship in other listed public companies in the last three years and did not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Dr. Liu and his associate were interested in 1,961,259,130 Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Dr. Liu pursuant to which the term of appointment of Dr. Liu shall be three years which may be terminated by one month's prior notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Dr. Liu is currently receiving a director's fee of HK\$250,000 per annum pursuant to the service contract entered into between the Company and Dr. Liu. The remuneration of Dr. Liu was determined by the Board with reference to his duties and responsibilities within the Company, and by reference to the prevailing market conditions of companies of comparable size and similar operations.

2. **Dr. WANG Shibin**, aged 44, has been appointed as a non-executive Director since 11 October 2021. Dr. Wang obtained a Bachelor's degree in International Trade from Dongbei University of Finance and Economics in 2000, a Master's degree in Economics from the Graduate School of the People's Bank of China in 2004, and a PhD degree from the PBC School of Finance (PBCSF), Tsinghua University in 2010. Dr. Wang has nearly 20 years' experience in international finance and investment banking. He served as a foreign currency trader at China Development Bank from 2004 to 2008 and the vice president in the Fixed Income Rates and Derivatives Department of Goldman Sachs Asia from 2008 to 2010. Dr. Wang was appointed as the executive director of Deutsche Bank, Greater China region, from 2010 to 2015. Dr. Wang served as the managing director as well as chief marketing officer of the Company from 2015 to 2017. Currently, Dr. Wang is the co-founder and chief operation officer of Hong Kong Digital Asset Ex Limited.

Save as disclosed above, Dr. Wang did not hold any directorship in other listed public companies in the last three years and did not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Dr. Wang did not have any interest in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Dr. Wang pursuant to which the term of appointment of Dr. Wang shall be three years which may be terminated by one month's prior notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Dr. Wang is currently receiving a director's fee of HK\$250,000 per annum pursuant to the service contract entered into between the Company and Dr. Wang. The remuneration of Dr. Wang was determined by the Board with reference to his duties and responsibilities within the Company, and by reference to the prevailing market conditions of companies of comparable size and similar operations.

3. **Mr. YAN Xiaotian**, aged 62, has been appointed as an independent non-executive Director, chairman of Corporate Governance Committee and member of Audit Committee, Remuneration Committee and Nomination Committee since 22 April 2022. Mr. Yan obtained his master degree in economics from Graduate School of the Financial Research Institute of the People's Bank of China in 1986 (now known as PBC School of Finance, Tsinghua University) and is a senior economist. Mr. Yan has extensive experience in economic, financing and management. Mr. Yan served as the president of the head office of Bank of China Limited, the vice president of the Guangzhou branch of CITIC Bank Corporation Limited (formerly known as CITIC Industrial Bank Limited), the general manager of CITIC Securities Co., Ltd. (Guangzhou), and a director and an executive president of South China International Leasing Co., Ltd. Mr. Yan is currently an independent non-executive director of ISP Global Limited, a company which shares are listed on GEM of the Stock Exchange (stock code: 8487) and an independent director of Dagang Holding Group Ltd., a company which shares are listed on the Shenzhen Stock Exchange (stock code: 300103.SZ). Mr. Yan previously served as an executive director of China Youzan Limited (formerly known as China Innovationpay Group Limited, a company which shares are listed on GEM of the Stock Exchange (stock code: 8083)), and, an independent non-executive director of both Renaissance Asia Silk Road Group Ltd (formerly known as China Billion Resources Limited) (stock code: 274) and Prosperity International Holdings (H.K.) Limited (stock code: 803), companies which shares are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Yan did not hold any directorship in other listed public companies in the last three years and did not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Yan did not have any interest in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Yan pursuant to which the term of appointment of Mr. Yan shall be three years which may be terminated by one month's prior notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Mr. Yan is currently receiving a director's fee of HK\$250,000 per annum pursuant to the service contract entered into between the Company and Mr. Yan. The remuneration of Mr. Yan was determined by the Board with reference to his duties and responsibilities within the Company, and by reference to the prevailing market conditions of companies of comparable size and similar operations.



4. **Mr. ZHAO Kai**, aged 54, has been appointed as an independent non-executive Director, chairman of Remuneration Committee and member of Audit Committee, Nomination Committee and Corporate Governance Committee since 22 April 2022. Mr. Zhao obtained his Bachelor degree in Monetary Banking from Southwestern University of Finance and Economics in 1989, and a Master degree in International Finance from the Graduate School of the People's Bank of China in 1992. Mr. Zhao previously served as the general manager of Guangzhou Business Department (from 2000 to 2005) and Beijing Business Department (from 2005 to 2011) of Southwest Securities Company Ltd. From 2012, Mr. Zhao became the deputy general manager of the Institutional Client Department, Southwest Securities Company Ltd.

Save as disclosed above, Mr. Zhao did not hold any directorship in other listed public companies in the last three years and did not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Zhao did not have any interest in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Zhao pursuant to which the term of appointment of Mr. Zhao shall be three years which may be terminated by one month's prior notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Mr. Zhao is currently receiving a director's fee of HK\$250,000 per annum pursuant to the service contract entered into between the Company and Mr. Zhao. The remuneration of Mr. Zhao was determined by the Board with reference to his duties and responsibilities within the Company, and by reference to the prevailing market conditions of companies of comparable size and similar operations.

## NOTICE OF ANNUAL GENERAL MEETING



华科资本  
WEALTHKING INVESTMENTS

### WEALTHKING INVESTMENTS LIMITED

華科資本有限公司

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

**(Stock Code: 1140)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Wealthking Investments Limited (“**Company**”) will be held at 11:00 a.m. on Friday, 26 August 2022 at 41/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong for the following purposes:

1. to receive and approve the audited financial statements and the reports of the directors (“**Directors**”) and the Company’s auditor for the year ended 31 March 2022;
2. to re-elect the Directors and to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Messrs. ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration;

and, to consider and, if thought fit, pass the following resolutions (with or without modifications):

#### ORDINARY RESOLUTIONS

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with the unissued shares (each a “**Share**”) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on 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, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”) or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company 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).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase shares (each a “**Share**”) of HK\$0.10 each in the capital of the Company 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 (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company 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 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, the Companies Laws or any other applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of HK\$0.10 each in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (b) of resolution numbered 5 above.”

Yours faithfully,  
By order of the Board  
**Wealthking Investments Limited**  
**Ng Sau Lai**  
*Company Secretary*

Hong Kong, 27 July 2022

*Registered office:*  
P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
41st Floor, One Exchange Square 8  
Connaught Place, Central  
Hong Kong

*Notes:*

1. As set out in the section headed “Special Arrangements and Precautionary Measures for the Annual General Meeting” of this circular, the above meeting will be a hybrid meeting. Shareholders may attend the above meeting in person or via the e-Meeting System. In addition to attending the above meeting in person, Shareholders will also be able to exercise their voting rights in one of the following ways: (1) attend the above meeting via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or (2) appoint the Chairman of the meeting as your proxy to attend and vote on your behalf. Whether or not you intend to attend the above meeting via e-Meeting System, you are requested to complete the form of proxy and return it to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong from 27 July 2022 to 14 August 2022 and at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong from 15 August 2022 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the meeting (i.e. at or before 11:00 a.m. on 24 August 2022 (Hong Kong time)) or any adjournment thereof (as the case may be). The completion and return of a form of proxy will not preclude you from attending and voting at the above meeting via e-Meeting System.
2. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (the “**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
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 Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.

## NOTICE OF ANNUAL GENERAL MEETING

4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong from 27 July 2022 to 14 August 2022 and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong from 15 August 2022 (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 meeting (i.e., at or before 11:00 a.m. on Wednesday, 24 August 2022 (Hong Kong time)), or any adjourned thereof.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy will be deemed to be revoked.
6. The register of members of the company will be closed from 23 August 2022 to 26 August 2022, both days inclusive, for determining shareholders' rights to attend and vote at the AGM. In order to qualify for attending the above meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong from 27 July 2022 to 14 August 2022 and at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong from 15 August 2022 for registration no later than 4:30 p.m. on 22 August 2022.
7. This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.

*As at the date of this notice, the Board comprises one executive Director, namely, Dr. Liu Zhiwei; two non-executive Directors, namely Dr. Fu Weigang and Dr. Wang Shibin; and three independent non-executive Directors, namely, Mr. Chen Yuming, Mr. Yan Xiaotian and Mr. Zhao Kai.*