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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 Wan Kei Group Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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WAN KEI GROUP HOLDINGS LIMITED

宏基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1718)

PROPOSED RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held on 5 September, 2022 at 2:30 p.m. at Chairman’s Place, M/F., New World Millennium Hong Kong Hotel, 72, Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof (as the case may be), should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- (1) compulsory body temperature checks;
- (2) compulsory wearing of a surgical face mask for each attendee;
- (3) All attendees are required to scan the “LeaveHomeSafe” venue and vaccination QR codes and comply with the Vaccine Pass requirements by presenting his/her valid vaccination, exemption or recovery record as required under the directions issued pursuant to the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong), prior to entry into the AGM Venue; and
- (4) no distribution of souvenirs and no drinks and no refreshment.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

5 August 2022

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PRECAUTIONARY MEASURES FOR THE AGM

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

- (1) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at the entrance of the meeting venue. Any person with a body temperature of 37.4 degrees Celsius or above will be denied entry into the meeting venue or be required to leave the meeting venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a safe distance from other attendees and those not wearing face masks may be denied entry to the meeting venue. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (3) All attendees are required to scan the “LeaveHomeSafe” venue and vaccination QR codes and comply with the Vaccine Pass requirements by presenting his/her valid vaccination, exemption or recovery record as required under the directions issued pursuant to the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong), prior to entry into the AGM Venue.
- (4) No drinks, no refreshment or no souvenirs will be served.

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

DEFINITIONS

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

| | |
|-----------------------------------|--|
| “AGM” or “Annual General Meeting” | the annual general meeting of the Company to be held on 5 September 2022 at 2:30 p.m. at Chairman’s Place, M/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong; |
| “AGM Notice” | the notice convening the AGM set out on pages 17 to 21 of this circular; |
| “Articles” | the articles of association of the Company; |
| “Board” | the board of Directors; |
| “close associate(s)” | has the same meaning as defined in the Listing Rules; |
| “Company” | Wan Kei Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange; |
| “core connected person” | has the same meaning as defined in the Listing Rules; |
| “Director(s)” | the directors of the Company; |
| “Group” | the Company and its subsidiaries; |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 7 in the AGM Notice; |
| “Latest Practicable Date” | 29 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular; |

DEFINITIONS

| | |
|----------------------|---|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Main Board” | the securities listed on the stock market operated by the Stock Exchange other than the GEM; |
| “PRC” | the People’s Republic of China; |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 8 in the AGM Notice; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s)” | ordinary share(s) in the share capital of the Company; |
| “Shareholder(s)” | holder(s) of (a) Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs; |
| “%” | per cent; and |
| “*” | for identification purpose only. |

LETTER FROM THE BOARD



WAN KEI GROUP HOLDINGS LIMITED **宏基集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1718)

Executive Directors:

Mr. Yan Shuai (*Chairman of the Board*)
Mr. Zhu Jiayu

Non-executive Directors:

Mr. Zhang Zhenyi
Mr. Chui Kwong Kau

Independent non-executive Directors:

Mr. Lo Wa Kei Roy
Mr. Leung Ka Fai Nelson
Mr. Eric, Todd

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office and Principal

Place of Business:
Unit No. 901, 9th Floor,
Capital Centre,
151 Gloucester Road, Wanchai,
Hong Kong

5 August 2022

To the Shareholders,

Dear Sir or Madam,

PROPOSED RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) furnish you details of the proposed re-election of Directors; (iii) set out an explanatory statement regarding the Repurchase Mandate; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its Shareholders on 15 September 2021. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of the issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 960,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to allot, issue and otherwise deal with a maximum of 192,000,000 new Shares under the Issue Mandate.

The Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 96,000,000 Shares.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

Each of Mr. Yan Shuai and Mr. Zhu Jiayu, both being an executive Director, and Mr. Zhang Zhenyi, being a non-executive Director will retire from office as Directors at the AGM and offers themselves for re-election pursuant to article 108(a) of the Articles.

The nomination committee of the Company has made recommendation to the Board for the purpose of re-electing each of Mr. Yan Shuai and Mr. Zhu Jiayu as executive Director and Mr. Zhang Zhenyi as non-executive Director having due regard to a range of diversity perspectives, including but not limited to age, cultural, and educational background, ethnicity, professional experience, skills, knowledge and length of service as set out in the board diversity policy and the nomination policy of the Company.

During the tenure of Mr. Yan Shuai and Mr. Zhu Jiayu as executive Directors, and Mr. Zhang Zhenyi as a non-executive Director, they have made positive contributions to the Company's strategy, policies and performance with their advice, analysis from different dimensions and unique experience. They also promoted the diversity of the Board structure including age, culture, professional skills and qualifications.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 5 September 2022 at 2:30 p.m. at Chairman's Place, M/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 17 to 21 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect with 15 August 2022) as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension to the Issue Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

By order of the Board
WAN KEI GROUP HOLDINGS LIMITED
Yan Shuai
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

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

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

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2022 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 960,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 96,000,000 Shares.

5. UNDERTAKING OF THE DIRECTORS

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

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX I**EXPLANATORY STATEMENT**

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

| Name | Capacity/Nature of interest | Number of shares held/interested | Approximate % of interest | |
|--|---|----------------------------------|-----------------------------------|---|
| | | | As at the Latest Practicable Date | If Repurchase Mandate is exercise in full |
| Mr. Lau Woon Si ("Mr. Lau") | Interests held jointly with other persons; interest in controlled corporation (<i>Note 1 and 3</i>) | 273,920,000 | 28.53% | 31.70% |
| Mr. Fong Hon Hung ("Mr. Fong") | Interests held jointly with other persons; interest in controlled corporation (<i>Note 2 and 3</i>) | 273,920,000 | 28.53% | 31.70% |
| Suntecli Company Limited ("Suntecli") | Interests held jointly with other persons; beneficial owner (<i>Note 3 and 6</i>) | 273,920,000 | 28.53% | 31.70% |
| Samwood Global Limited ("Samwood") | Interests held jointly with other persons (<i>Note 3</i>) | 273,920,000 | 28.53% | 31.70% |
| Mr. Leung Man Lun Stephen ("Mr. Leung") | Interests held jointly with other persons (<i>Note 3</i>) | 273,920,000 | 28.53% | 31.70% |
| Ms. So Choi | Interest of spouse (<i>Note 4</i>) | 273,920,000 | 28.53% | 31.70% |
| Ms. Kwong Sui Sim | Interest of spouse (<i>Note 5</i>) | 273,920,000 | 28.53% | 31.70% |
| Ms. Chan Sui Yau Cathy | Interest of spouse (<i>Note 7</i>) | 273,920,000 | 28.53% | 31.70% |

Notes:

- (1) Mr. Lau owns approximately 94.65% shareholding in Suntecli, which in turn beneficially owns 28.53% shareholding in the Company. Therefore, Mr. Lau is deemed or taken to be interested in all the Shares which are beneficially owned by Suntecli for the purpose of SFO. Mr. Lau resigned as the Chairman and executive Director with effect from 7 September 2018.

- (2) Mr. Fong owns approximately 79% shareholding in Samwood. He was re-designated from an executive Director to a non-executive Director with effect from 18 September 2019 and subsequently resigned as the non-executive Director with effect from 17 January 2020.
- (3) Suntecli and Samwood with Mr. Lau (resigned as Chairman and executive Director on 7 September 2018), Mr. Fong (resigned as a non-executive Director on 17 January 2020) and Mr. Leung (resigned as executive Director on 3 January 2017), are parties acting in concert (having the meaning as ascribed hereto in the Takeovers Code) pursuant to a concert party deed dated 3 December 2014 (the “**Concert Party Deed**”) and accordingly each of them is deemed to be interested in the Shares held by each other. Pursuant to the Concert Party Deed, Mr. Lau, Mr. Fong, Mr. Leung, Suntecli and Samwood have been parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code) and will continue to be parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code) until such arrangement is terminated in writing by them pursuant to the Concert Party Deed.
- (4) Ms. So Choi is the spouse of Mr. Lau and is deemed or taken to be interested in all the Shares in which Mr. Lau has, or is deemed to have, an interest for the purposes of the SFO.
- (5) Ms. Kwong Sui Sim is the spouse of Mr. Fong and is deemed or taken to be interested in all the Shares in which Mr. Fong has, or is deemed to have, an interest for the purposes of the SFO.
- (6) The 273,920,000 shares (which were beneficially owned by Suntecli) were charged to Kingston Finance Limited to secure a loan granted to it. Kingston Finance Limited is wholly owned by Ample Cheer Limited, which is wholly owned by Mrs. Chu Yuet Wah.
- (7) Ms. Chan Sui Yau Cathy is the spouse of Mr. Leung and is deemed or taken to be interested in all the Shares in which Mr. Leung has, or is deemed to have, an interest for the purposes of the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Shareholders, or group of Shareholders acting in concert above, will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous 12 months and up to the Latest Practicable Date were as follows:

| | Shares | |
|--|----------------|---------------|
| | Highest | Lowest |
| | <i>HK\$</i> | <i>HK\$</i> |
| 2021 | | |
| July (<i>Note 1</i>) | – | – |
| August | 0.230 | 0.180 |
| September | 0.213 | 0.101 |
| October | 0.185 | 0.114 |
| November | 0.360 | 0.150 |
| December | 0.165 | 0.112 |
| 2022 | | |
| January | 0.190 | 0.125 |
| February | 0.179 | 0.133 |
| March | 0.133 | 0.102 |
| April | 0.129 | 0.096 |
| May | 0.138 | 0.095 |
| June | 0.138 | 0.106 |
| July (until the Latest Practicable Date) (<i>Note 2</i>) | – | – |

Notes:

- Trading of Shares was suspended from 2 July 2021 to 2 August 2021 due to delay in publication of annual results of the Company for the year ended 31 March 2021.
- Trading of Shares was suspended from 4 July 2022 to 29 July 2022 due to delay in publication of annual results of the Company for the year ended 31 March 2022.

Set out below are details of the Directors proposed to be re-elected at the AGM.

EXECUTIVE DIRECTOR**Mr. Yan Shuai**

Mr. Yan Shuai (嚴帥), aged 34, obtained his bachelor's degree in financial management from Shanghai University of International Business and Economics (上海對外經貿大學) in 2009, bachelor's degree of business administration (majoring in financial services and administration) (long distance learning course) from Douglas College in 2009 and Master Degree in Science (majoring in Economics and Finance) from University of Durham in the United Kingdom in 2011. Mr. Yan also obtained a fund practice certificate* (中國證券投資基金業從業證書) issued by Asset Management Association of China (中國證券投資基金業協會) in February 2018. Mr. Yan has over 10 years of experience in the finance field. Mr. Yan was a director of Links Network & Technology Co., Limited (上海凌脈網路科技股份有限公司), a company listed on National Equities Exchange and Quotations (Stock code: 835718) from May 2017 to March 2019. He has also been a senior investment manager of Shenzhen Capital Group Co. Limited (深圳市創新投資集團) and Shanghai Chuangxin Investment Management Company Limited* (上海創新投資管理有限公司) since 2011, responsible for fund-raising and project financing. Mr. Yan has joined the Company since 13 March 2018.

Save as disclosed above, Mr. Yan does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Save as disclosed in this circular, Mr. Yan does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Yan has entered into a director's service agreement with the Company for a term of 3 years commencing on 13 March 2021 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles.

The director's fee of Mr. Yan is HK\$1,200,000 per annum and Mr. Yan is entitled to discretionary bonus payment which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Yan that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

Mr. Zhu Jiayu

Mr. Zhu Jiayu (朱佳瑜), aged 49, obtained his Master Degree of Science in Electrical Engineering from the University of Wyoming in 1996. Mr. Zhu has over 27 years of business and managerial experiences in various industries including telecommunication, IT software, chip manufacturing, infrastructural constructions, industrial equipment, gaming and new media. He has been the co-founder and partner of Shanghai Yi Hong Internet Technology Company Limited* (上海乙宏網絡科技有限公司), which is engaged in the production of internet streaming programs in the People's Republic of China, since July 2015. Mr. Zhu has joined the Company since 18 September 2019.

Save as disclosed above, Mr. Zhu does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Save as disclosed in this circular, Mr. Zhu does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhu has entered into a director's service agreement with the Company for a term of 2 years commencing on 18 September 2021 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles.

The director's fee of Mr. Zhu is HK\$1,008,000 per annum and Mr. Zhu is entitled to discretionary bonus payment which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Zhu that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTOR**Mr. Zhang Zhenyi**

Mr. Zhang Zhenyi (張振義), aged 41, has over 18 years' experience in financial, risk and investment management. He currently acts as the executive director, chief financial officer, company secretary and authorised representative of Mason Group Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 273) since April 2020, as an independent non-executive director of Jiangsu Protruly Vision Technology Group Company Limited (江蘇保千里視像科技集團股份有限公司) (a company delisted from the Shanghai Stock Exchange in May 2020, Stock Code: 600074) since July 2018 and an independent non-executive director, a member of each of the audit committee, remuneration committee and nomination committee of Carry Wealth Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 643) since March 2017. Mr. Zhang currently serves as a corporate instructor of MPACC at Harbin Institute of Technology and a practices instructor of postgraduate students of accounting and auditing at Jinan University a students mentor of professional postgraduate students of University of Science and Technology Beijing. Mr. Zhang obtained a master degree of business management* (工商管理碩士學位) from the University of Science and Technology Beijing in 2011. He also holds qualifications as a certified public accountant and senior accountant in the PRC. Mr. Zhang is an International Affiliate of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Chartered Institute of Management Accountants, fellow member of CPA Australia and holds the certificate of independent director of the Shanghai Stock Exchange.

Mr. Zhang has joined the Company since January 2018, and he was an executive director, chief financial officer and authorized representative of the Company, and re-designated to a non-executive director since March 2020.

Save as disclosed above, Mr. Zhang does not hold any directorship in any other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Save as disclosed in this circular, Mr. Zhang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhang has entered into a director's service agreement with the Company for a term of 2 years commencing on 1 March 2022 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles.

The director's fee of Mr. Zhang is HK\$144,000 per annum and Mr. Zhang is entitled to discretionary bonus payment which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Zhang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



WAN KEI GROUP HOLDINGS LIMITED 宏基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1718)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Wan Kei Group Holdings Limited (the “**Company**”) will be held on 5 September 2022 at 2:30 p.m. at Chairman’s Place, M/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2022.
2. To re-appoint HLB HODGSON IMPEY CHENG LIMITED as auditors of the Company and to authorise the board (the “**Board**”) of Directors (the “**Director(s)**”) to fix their remuneration.
3. To re-elect Mr. Yan Shuai as an executive Director.
4. To re-elect Mr. Zhu Jiayu as an executive Director.
5. To re-elect Mr. Zhang Zhenyi as a non-executive Director.
6. To authorise the Board to fix the remuneration of the Directors.

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7. **“THAT:**
- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
 - (C) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the **“Articles”**) from time to time, shall not exceed 20% of the total number of the issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and
 - (D) for the purposes of this resolution:

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

 - (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company's Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

8. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and

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(D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time 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 laws of the Cayman Islands or the Company’s articles of association to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
9. “**THAT** conditional upon the passing of Resolution Nos. 7 and 8 as set out in this notice convening the Meeting of which this Resolution forms part (“**this Notice**”), the general mandate granted to the directors of the Company pursuant to Resolution No. 7 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares repurchased by the Company under the authority granted pursuant to Resolution No. 8 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this Resolution.”

By Order of the Board
WAN KEI GROUP HOLDINGS LIMITED
Yan Shuai
Chairman

Hong Kong, 5 August 2022

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall 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 its seal or under the hand of an officer, attorney or other person authorized to sign the same.

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3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022), not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, 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 be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 8 as set out in this notice is enclosed in this circular.
8. The transfer books and Register of Members of the Company will be closed from 31 August 2022 to 5 September 2022, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) for registration no later than 4:30 p.m. on 30 August 2022.
9. Concerning agenda items 3-5 above, each of the Directors is proposed to be re-elected as Director of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Yan Shuai, Mr. Zhu Jiayu and Mr. Zhang Zhenyi are set out on pages 13 to 16 in Appendix II in this circular.
10. A form of proxy for use at the Meeting is enclosed.