

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Wise Ally International Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**WISE ALLY**

**Wise Ally International Holdings Limited**

**麗年國際控股有限公司**

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

**(Stock code: 9918)**

**PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the EGM to be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 14 September 2022 at 10:30 a.m. is set out on pages 13 to 14 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<https://www.wiseally.com.hk>).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:30 a.m. on Monday, 12 September 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

29 August 2022

<b>CONTENTS</b>
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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>EXPECTED TIMETABLE</b> .....	4
<b>LETTER FROM THE BOARD</b> .....	6
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	13

## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted or “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong in force in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System operated by the HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 8,000 Existing Shares to 2,000 Consolidated Shares
“Company”	Wise Ally International Holdings Limited 麗年國際控股有限公司, an exempted company incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 9918)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.2 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company

## DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 14 September 2022 at 10:30 a.m., to consider and, if thought fit, approve the Share Consolidation, the notice of which is set out on pages 13 to 14 of this circular
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“Guide on Trading Arrangements”	The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 August 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
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares into one (1) Consolidated Share

## DEFINITIONS

“Share Option(s)”	the option(s) to subscribe for new shares of the Company granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 10 December 2019
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## EXPECTED TIMETABLE

The expected timetable of the proposed Share Consolidation and Change in Board Lot Size is as follows:

Events	Time and Date 2022
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . . .	4:30 p.m. on Wednesday, 7 September
Closure of register of members for the entitlement to attend and vote at the EGM . . . .	Thursday, 8 September to Wednesday, 14 September (both days inclusive)
Latest date and time for lodging forms of proxy for the EGM . . . . .	10:30 a.m. on Monday, 12 September
Date and time of the EGM . . . . .	10:30 a.m. on Wednesday, 14 September
Announcement of voting results of the EGM . . . . .	Wednesday, 14 September

**The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation as set out in this circular:**

Expected effective date of the Share Consolidation . . . . .	Friday, 16 September
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Friday, 16 September
Commencement of dealings in Consolidated Shares . .	9:00 a.m. on Friday, 16 September
Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates in pale blue colour) temporarily closes . . . . .	9:00 a.m. on Friday, 16 September
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates in pale blue colour) opens . . . . .	9:00 a.m. on Friday, 16 September
Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates in green colour) re-opens . . . . .	9:00 a.m. on Friday, 30 September

<b>EXPECTED TIMETABLE</b>
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Parallel trading in the Consolidated Shares (in the form of new share certificates in green colour and existing share certificates in pale blue colour) commences . . . . . 9:00 a.m. on Friday, 30 September

Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares . . . . . 9:00 a.m. on Friday, 30 September

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on Friday, 21 October

Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates in pale blue colour) closes . . . . . 4:10 p.m. on Friday, 21 October

Parallel trading in the Consolidated Shares (in the form of new share certificates in green colour and existing share certificates in pale blue colour) ends . . . 4:10 p.m. on Friday, 21 October

Last day for free exchange of existing share certificates for new share certificates . . . . . Tuesday, 25 October

All times and dates specified in the timetable above refer to Hong Kong times and dates.

**The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.**



WISE ALLY

**Wise Ally International Holdings Limited**  
**麗年國際控股有限公司**

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

**(Stock code: 9918)**

*Executive Directors:*

Mr. Chu Wai Hang Raymond (*Chairman and  
Chief Executive Officer*)  
Mr. Chu Man Yin Arthur Newton  
Mr. Lau Shui Fung (*Chief Financial Officer*)

*Independent Non-executive Directors:*

Ms. Ling Imma Kit Sum  
Mr. Lee Wa Lun Warren  
Mr. Szeto Yuk Ting

*Registered Office:*

4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Headquarter and Principal Place of*

*Business in Hong Kong:*  
Units 3203-3207, Tower 1  
Enterprise Square Five  
38 Wang Chiu Road  
Kowloon Bay, Kowloon  
Hong Kong

29 August 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 5 August 2022 in relation to, among other matters, the proposed Share Consolidation and proposed Change in Board Lot Size.

The purpose of this circular is to provide you with details of the proposed Share Consolidation and the proposed Change in Board Lot Size, and the notice of the EGM.

## LETTER FROM THE BOARD

### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.2.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions being fulfilled:

1. the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
2. the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
3. the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on the second Business Day immediately following the fulfillment of the above conditions (i.e. 16 September 2022).

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

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.01 each, of which 2,000,000,000 Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and on the basis that no further Consolidated Shares will be allotted and issued or repurchased or surrendered prior thereto, the authorised share capital of the Company will remain at HK\$100,000,000 but will be divided into 500,000,000 Consolidated Shares of par value of HK\$0.2 each, of which 100,000,000 Consolidated Shares will be in issue as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

## LETTER FROM THE BOARD

### **Listing application**

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares in issue upon the Share Consolidation becoming effective and the Consolidated Shares which may be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

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

### **Fractional entitlement to the Consolidated Shares**

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

### **Odd lot arrangements**

In order to facilitate the trading of odd lots (if any) arising from the Share Consolidation, the Company has appointed Huajin Securities (International) Limited as its agent to provide matching service, on a best effort basis, for the sale and purchase of odd lots of the Consolidated Shares arising from the Share Consolidation.

Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Mr. Leo Lai of Huajin Securities (International) Limited at Suite 1101, 11/F Champion Tower, 3 Garden Road, Central, Hong Kong or by phone at (852) 3103 3033 during office hours from 9:00 a.m. on Friday, 30 September 2022 to 4:00 p.m. on Friday, 21 October 2022. Shareholders of odd lots of the Consolidated Shares should note

## LETTER FROM THE BOARD

that the matching of the sale and purchase of odd lots of the Consolidated Shares is on a best effort basis. Successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. In addition, odd lots might be sold below the trading price of full board lots of the Shares. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

### **Exchange of share certificates**

Should the Share Consolidation become effective, Shareholders may, during the period from 16 September 2022 to 25 October 2022 (both days inclusive), submit existing share certificates in pale blue colour for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange, at the expense of the Company, for new share certificates in green colour for the Consolidated Shares.

It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the branch share registrar and transfer office of the Company for exchange.

Thereafter, share certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each share certificate for the Consolidated Shares issued or each share certificate for the Existing Shares submitted for cancellation, whichever the number of share certificates involved is higher.

Subject to and upon the Share Consolidation becoming effective, after close of business on Friday, 21 October 2022, trading will only be in Consolidated Shares which share certificates will be issued in green colour. Existing share certificates in pale blue colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will continue to be good evidence of legal title and may be exchanged for share certificates for the Consolidated Shares at any time at the expense of the Shareholders.

### **Adjustments in relation to other securities of the Company**

Under the relevant terms and conditions of the Share Option Scheme, the Share Consolidation may lead to adjustments to the number of shares falling to be issued, the method of exercise of the share options and the exercise price upon exercise of the Share Options pursuant to the terms thereof. Since the adoption date of the Share Option Scheme and up to the Latest Practicable Date, no Share Option has been granted by the Company under the Share Option Scheme. The Company will make further announcement(s) on the grant of the Share Options or such adjustment(s) to the Share Options as and when appropriate pursuant to the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, the Company has no outstanding options, derivatives, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

## LETTER FROM THE BOARD

### PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 8,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 8,000 Existing Shares to 2,000 Consolidated Shares per board lot, conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.074 per Existing Share (equivalent to the theoretical closing price of HK\$1.48 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$592; (ii) the value of each board lot of 8,000 Consolidated Shares would be HK\$11,840 on the assumption that the Share Consolidation becomes effective; and (iii) the value of each board lot of 2,000 Consolidated Shares would be approximately HK\$2,960 on the assumption that the Change in Board Lot Size has also become effective.

The Change in Board Lot Size will not result in any change in relative rights of the Shareholders.

### REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

According to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The Guide on Trading Arrangements has further stated that market price of the shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules.

In view that the Shares had been traded at around or below HK\$0.10 at most of the time in the past 12 months, except from 23 August 2021 to 21 September 2021 (based on the closing price per Share as quoted on the Stock Exchange), the Board proposes to implement the Share Consolidation and Change in Board Lot Size. The proposed Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Shares currently in issue. It is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. The Company believes that this will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors, and thus further broaden the shareholder base of the Company.

Furthermore, it is expected that the Share Consolidation will substantially increase the value of each board lot if the board lot size remains unchanged at 8,000 Existing Shares. The Company considers that the proposed Change in Board Lot Size will help maintain the trading amount for each board lot at a reasonable level and attract more investors and increase the liquidity of the Shares. The Company considered that the expected market value of each board lot of approximately HK\$2,960 (based on the theoretical closing price of HK\$1.48 per Consolidated Share) after the Share Consolidation and the Change in Board Lot Size becoming effective is at a reasonable level for the

## LETTER FROM THE BOARD

following reasons: (i) if the expected market value of each board lot is set at a higher level, it may reduce potential investors' interest in acquiring the Shares and as a result decrease the liquidity of the Shares; and (ii) it enables the Company to comply with the Guide on Trading Arrangements which requires the expected board lot value to be greater than HK\$2,000.

In view of the above reasons, the Company considers the Share Consolidation and Change in Board Lot Size are justifiable. Accordingly, the Company is of the view that the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company does not have any intention nor has any concrete plans to carry out other corporate actions or conduct any equity fundraising activity which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next 12 months.

### **EXTRAORDINARY GENERAL MEETING**

The notice of the EGM is set out on pages 13 to 14 of this circular. At the EGM, an ordinary resolution will be proposed to approve the Share Consolidation. Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting decides to allow a resolution to be voted by a show of hands pursuant to the Listing Rules. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<https://www.wiseally.com.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:30 a.m. on Monday, 12 September 2022) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

### **Closure of register of members**

To ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 8 September 2022 to Wednesday, 14 September 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 7 September 2022 (Hong Kong time).

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM in relation to the Share Consolidation.

Yours faithfully,  
For and on behalf of the Board  
**Wise Ally International Holdings Limited**  
**Chu Wai Hang Raymond**  
*Chairman, Executive Director and  
Chief Executive Officer*

# NOTICE OF EXTRAORDINARY GENERAL MEETING



WISE ALLY

## Wise Ally International Holdings Limited 麗年國際控股有限公司

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

**(Stock code: 9918)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Wise Ally International Holdings Limited (the “Company”) will be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 14 September 2022 at 10:30 a.m. for the following purposes of considering and, it thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

1. “**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 29 August 2022, a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, with effect from the second Business Day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):
  - (a) the every twenty (20) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company (the “**Existing Shares**”) be consolidated into one (1) ordinary share of par value of HK\$0.2 each (the “**Consolidated Share(s)**”) (the “**Share Consolidation**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the constitutional documents of the Company so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$100,000,000 divided into 10,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$100,000,000 divided into 500,000,000 Consolidated Shares of par value of HK\$0.2 each;
  - (b) all fractional entitlements (if any) to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) any one of the Directors be and is hereby authorised generally to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

By Order of the Board  
**Wise Ally International Holdings Limited**  
**Chu Wai Hang Raymond**  
*Chairman, Executive Director and*  
*Chief Executive Officer*

Hong Kong, 29 August 2022

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution to be voted by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
3. In order to be valid, the form of proxy and, if requested by the board of directors of the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:30 a.m. on Monday, 12 September 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 8 September 2022 to Wednesday, 14 September 2022, both dates inclusive, during which period no transfer of share(s) of the Company will be registered. In order to be eligible to attend and vote at the EGM, unregistered holder(s) of share(s) of the Company shall ensure that all transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7 September 2022.
5. References to time and dates in the Notice are to Hong Kong time and dates.

*As at the date of this Notice, the executive directors of the Company are Mr. Chu Wai Hang Raymond, Mr. Chu Man Yin Arthur Newton and Mr. Lau Shui Fung; and the independent non-executive directors of the Company are Ms. Ling Imma Kit Sum, Mr. Lee Wa Lun Warren and Mr. Szeto Yuk Ting.*