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WAI KEE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 610)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the WK SGM will be held at Unit 1103, 11th Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 13 January 2023 at 3:30 p.m. for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolution. Unless the context otherwise requires, terms defined in the circular of Wai Kee dated 23 December 2022 shall have the same meanings when used in this notice.

ORDINARY RESOLUTION

“THAT

- (i) the Investment Agreement dated 6 October 2022 entered into among Shine Precious, Wise Start, Road King and Build King (as supplemented by the Extension Agreement) and the transactions and possible transactions contemplated thereunder (including but not limited to the Transfer, RK Commitment, Loan Redemption Right and Balancing Transactions) be and are hereby approved; and
- (ii) the Directors be and are hereby authorised for and on behalf of Wai Kee to do all things and acts which they consider necessary, desirable or expedient in connection with the Investment Agreement.”

By order of the Board
Wai Kee Holdings Limited
Anriena Chiu Wai Yee
Company Secretary

Hong Kong, 23 December 2022

Notes:

1. For determining the entitlement to attend and vote at the WK SGM to be held on Friday, 13 January 2023, the register of members of Wai Kee will be closed from Thursday, 12 January 2023 to Friday, 13 January 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the WK SGM, all transfers of the shares of Wai Kee accompanied by the relevant share certificates must be lodged with Wai Kee's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Wednesday, 11 January 2023.
2. Any member of Wai Kee entitled to attend and vote at a meeting of Wai Kee shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of Wai Kee.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized 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.
4. The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the office of Tricor Secretaries Limited, Wai Kee's branch share registrar in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong in or by way of note to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member of Wai Kee from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at any 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 Wai Kee in respect of the joint holding.
7. Wai Kee will be undertaking the following precautionary measures to safeguard the health and well-being of the Shareholders (or their proxies) who are attending the WK SGM in person, including body temperature check, health declaration, wearing surgical face mask, access restriction for quarantine participants according to the Department of Health of Hong Kong, plus safe distancing measures for queue management and seating at the meeting venue. To reduce close contact between attendees at the WK SGM, no refreshment will be served at the meeting venue. Any person who refuses to co-operate with the above precautionary measures, or with a body temperature above the reference range quoted by the Department of Health of Hong Kong from time to time, or exhibiting flu-like symptoms, will not be admitted to the meeting venue.

As at the date of this announcement, the board of directors of Wai Kee comprises three executive directors, namely Mr. William Zen Wei Pao, Mr. Derek Zen Wei Peu and Miss Anriena Chiu Wai Yee, two non-executive directors, namely Mr. Brian Cheng Chi Ming and Mr. Ho Gilbert Chi Hang, and three independent non-executive directors, namely Dr. Steve Wong Che Ming, Mr. Samuel Wan Siu Kau and Mr. Francis Wong Man Chung.