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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Wan Kei Group Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 1 March 2023 at Boardroom 8, Lower Lobby, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution of the Company.

ORDINARY RESOLUTION

1. **“THAT**

- (a) the entering into of the 3rd supplemental agreement dated 29 August 2022 (the “**3rd Supplemental Agreement**”), the 4th supplemental agreement dated 25 November 2022 (the “**4th Supplemental Agreement**”), both between (i) the Company, (ii) Massive Dynamic Venture Limited and Shen Garden Holdings Limited (the “**Vendors**”), and (iii) Mr. Shao Chao and Mr. Shen Kan (the “**Vendor Guarantors**”) in relation to the proposed partial exercise of the put option by the Company to require the Vendors to purchase approximately 15.3% of the entire issued share capital of Matsu Gami IP Development Limited (the “**Target Company**”) and the extension of the remaining put option conferring the right to the Company to require the Vendors to purchase approximately 19.7% (i.e. the remaining interest held in the Target Company by the Company) of the entire issued share capital of the Target Company (the “**Proposed Partial Exercise of Put Option and Extension of the Remaining Put Option**”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects; and

- (b) any one or more Directors of the Company be and is hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may at their absolute discretion consider necessary or desirable or expedient for the purpose of, or in connection with, the performance of the rights and/or obligations under and/or give effect to the 3rd Supplemental Agreement and the 4th Supplemental Agreement (including the Proposed Partial Exercise of Put Option and the Extension of the Remaining Put Option and any transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of all other matters incidental there to or in connection therewith.”

By order of the Board
Wan Kei Group Holdings Limited
Yan Shuai
Chairman

Hong Kong, 8 February 2023

Notes:

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM. 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 authorised to sign the same.
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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong), not less than 48 hours before the time appointed for holding the EGM 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 EGM or any adjournment thereof in cases where the EGM 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 EGM, 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 EGM, 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 EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The transfer books and Register of Members of the Company will be closed Friday, 24 February 2023 to Wednesday, 1 March 2023, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 23 February 2023.
8. A form of proxy for use at the EGM is enclosed.

As at the date of this announcement, the executive Directors are Mr. Yan Shuai and Mr. Zhu Jiayu; the non-executive Directors are Mr. Zhang Zhenyi and Mr. Chui Kwong Kau; and the independent non-executive Directors are Mr. Lo Wa Kei Roy, Mr. Leung Ka Fai Nelson and Mr. Eric, Todd.