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Wai Chi Holdings Company Limited

偉志控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1305)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Wai Chi Holdings Company Limited (the “**Company**”) will be held at 11th Floor, 52 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 28 December 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the conditional sale and purchase agreement dated 11 November 2021 (the “**Agreement**”) entered into between Techwide Management Company Limited (the “**Purchaser**”) and Ms. Yiu Kwan Yu, Mr. Yiu Kwan Lok and Ms. Yiu Oi Tung (the “**Vendors**”) in relation to the acquisition (the “**Acquisition**”) by the Purchaser of the sale interest (the “**Sale Interest**”) in Maxtone Electronics Limited (the “**Target Company**”) from the Vendors, a copy of which has been produced to the meeting and signed by the chairman of the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, and that all the transactions in relation to the Acquisition contemplated thereunder be and they are hereby approved, confirmed and ratified; and

- (b) the directors (the “**Directors**”) of the Company be and are hereby authorized to exercise all the powers of the Company to perform all such acts, deeds and things and execute all documents and to take all steps and/or to enter into any transactions, arrangements, contracts, supplemental agreements as they consider necessary, desirable or expedient to effect and implement and/or to give effect to the terms of the Agreement, the Acquisition and the transactions contemplated thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors) and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers which are not material in the context of the entire Acquisition as a whole. For the avoidance of doubt, all such acts, deeds and things and such documents to be performed or executed are limited to acts, deeds, things, documents, transactions, arrangements, contracts, and supplemental agreements that are ancillary or giving effect to the Agreement, the Acquisition and the transactions contemplated thereunder and are not inconsistent with the purpose thereof as may be approved by the Directors.”

By Order of the Board
Wai Chi Holdings Company Limited
Yiu Chi To
Chairman

10 December 2021

Notes:

1. All resolutions at the extraordinary general meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and on the website of the Company at www.waichiholdings.com in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. Where there are joint holders of a Share, any one of such joint holders may vote, 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 extraordinary general meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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.
4. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, must be deposited at the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the extraordinary general meeting or any adjournment thereof, and in such event, the authority of the member’s proxy shall be deemed to be revoked.

6. For the purpose of determining members who are qualified for attending the extraordinary general meeting, the register of members of the Company will be closed from Wednesday, 22 December 2021 to Tuesday, 28 December 2021, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending the extraordinary general meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 21 December 2021.

As at the date of this notice of EGM, the executive Directors of the Company are Mr. Yiu Chi To (Chairman), Mr. Chen Chung Po (Chief Executive Officer), Ms. Yiu Kwan Yu, Mr. Chen Wei Wu and Ms. Yong Jian Hui; and the independent non-executive Directors are Mr. Au Yeung Tin Wah, Mr. Chen Kwok Wang and Mr. Ho Chi Wai.