

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Wenye Group Holdings Limited

文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1802)

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 13.46(2)(b) OF THE LISTING RULES

Reference is made to the announcement of Wenye Group Holdings Limited (the “**Company**”) dated 30 March 2022, 31 March 2022, 29 April 2022, 12 May 2022, 17 May 2022, 19 May 2022, 23 May 2022 and 20 June 2022 in relation to (i) the delay in publication of audited annual results announcement for the year ended 31 December 2021; (ii) the publication of the unaudited annual results of the Group for the year ended 31 December 2021; (iii) further delay in publication of the 2021 Audited Annual Results and delay in publication of 2021 Annual Report; (iv) the halt of trading in the shares of the Company pending the release of an announcement containing inside information of the Company; (v) the entering into a memorandum of understanding; (vi) the request for resignation of auditor; (vii) the resignation of auditor; and (viii) the appointment of auditor (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

GRANT OF WAIVER

The Board wishes to inform shareholders and potential investors of the Company that the Company has made an application to the Stock Exchange for, and the Stock Exchange has granted to the Company a waiver from strict compliance with Rule 13.46(2)(b) of the Listing Rules in respect of laying of annual financial statements at annual general meeting on 5 July 2022, on the basis that the Company will: (i) despatch 2021 Annual Report on or before 2 September 2022; and (ii) hold its annual general meeting on or before 23 September 2022. The waiver applies to this case only and the Stock Exchange may change or withdraw it if the Company's situation changes.

REASONS FOR MAKING THE WAIVER APPLICATION

Under Rule 13.46(2)(b) of the Listing Rules, the Company is required to lay its annual financial statements at its annual general meeting within the period of 6 months after the end of the financial year. As disclosed in the announcement of the Company dated 20 June 2022, given the appointment of ZHONGHUI ANDA as the new auditor of the Company with effect from 20 June 2022, it is expected that additional time is required for the new auditor to complete the audit for FY2021 and finalise the 2021 Audited Annual Results and 2021 Annual Report.

According to Article 12.1 of the articles of association of the Company (the “**Articles**”), the Company is required to hold an annual general meeting in each year within a period of not more than 15 months after the holding of the last preceding annual general meeting. As the last annual general meeting of the Company was held on 23 June 2021, the latest time permissible under the Articles to hold the next annual general meeting will be on 23 September 2022, which is 15 months after the date of the last annual general meeting of the Company.

EXPECTED TIMETABLE

The following illustrates the updated expected timetable in relation to the publication of 2021 Audited Annual Results and 2021 Annual Report:

Event	Date
Performing the audit of FY2021	20 June 2022 to 31 August 2022
Liaising with the management and the Audit Committee of the Company regarding the audit of FY2021	4 July 2022
Sending out audit confirmations to relevant parties	12 July 2022
Reviewing and following up with the reply of audit confirmations (if any issue is identified)	19 July 2022 to 31 August 2022
Audit Committee meeting for approving the 2021 Audited Annual Results	31 August 2022
Board Meeting for approving the 2021 Audited Annual Results	31 August 2022
Publication of the announcement of the 2021 Audited Annual Results	31 August 2022
Publication of the 2021 Annual Report and despatch of the 2021 Annual Report and circular for the annual general meeting	2 September 2022
Convening annual general meeting	23 September 2022

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 13 May 2022 until the publication of the 2021 Annual Report.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares of the Company.

By Order of the Board
Wenye Group Holdings Limited
Fan Shaozhou
Chairman and Chief Executive Officer

Shenzhen, PRC, 7 July 2022

As at the date of this announcement, the executive directors of the Company are Mr. Fan Shaozhou, Mr. Wan Neng and Mr. Peng Weizhou; the non-executive directors of the Company are Mr. Deng Guanghui and Mr. Chen Li; and the independent non-executive directors of the Company are Mr. Liu Xiaoyi, Mr. Gao Rongshun and Mr. Yi Xiaopei.