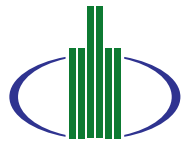


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WLS Holdings Limited
滙隆控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8021)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of WLS Holdings Limited (“**Company**”) will be held at Rooms 1001-1006, 10th Floor, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong at 12:00 noon on Friday, 23 April 2021 to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 8 February 2021 (“**SPA**”) entered into among WLS (BVI) Limited, a wholly-owned subsidiary of the Company and Mr. So Yu Shing (“**Mr. So**”), the chairman of the board (“**Board**”) of director of the Company (“**Director**”) and an executive Director, as vendors, and Sun Wui Property Development Limited, which is ultimately beneficially owned by Mr. So and Ms. Lai Yuen Mei, Rebecca, an executive Director and the spouse of Mr. So, as purchaser in respect of the transfer of the entire equity interest of Wui Loong Holdings Company Limited, the details of which are set out in the circular of the Company dated 31 March 2021 (“**Circular**”) (a copy of which is marked “A” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting), be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved;

* *For identification purposes only*

- (b) any one of the Directors be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the SPA and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the SPA) as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.”

By order of the Board
WLS Holdings Limited
So Yu Shing
Chairman

Hong Kong, 31 March 2021

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place

of business in Hong Kong:
Rooms 1001-1006, 10th Floor
Tower A, Southmark
11 Yip Hing Street
Wong Chuk Hang, Aberdeen
Hong Kong

Notes:

- (1) In view of the ongoing novel coronavirus disease (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement certain preventive measures at the Meeting, the details of which are set out in the section headed “Precautionary Measures for the SGM” from pages 1 to 2 of the Circular, to safeguard the health and safety of the attending shareholders of the Company (“**Shareholders**”), staff and other stakeholders.
- (2) Any Shareholder entitled to attend and vote at the Meeting shall be entitled to appoint a proxy to attend and vote on behalf of him/her/it. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more shares of the Company (“**Shares**”) may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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) The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. **For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders’ rights.**

- (4) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 12:00 noon on Wednesday, 21 April 2021 or not later than 48 hours before the time appointed for holding the adjourned meeting (if any).
- (5) Completion and delivery of a form of proxy shall not preclude a Shareholder from attending and voting in person at the Meeting, and in such event, such form of proxy shall be deemed to be revoked.
- (6) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the 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 Company in respect of such joint holding.
- (7) For determining the entitlement of the Shareholders to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 20 April 2021 to Friday, 23 April 2021, both days inclusive, during which no transfer of Shares will be effected. In order to be entitled to attend and vote at the Meeting, all Share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 19 April 2021.
- (8) Any voting at the Meeting shall be taken by poll.
- (9) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Directors are Dr. So Yu Shing (Chairman and Executive Director), Mr. Kong Kam Wang (Executive Director and Chief Executive Officer), Ms. Lai Yuen Mei, Rebecca (Executive Director), Mr. So Wang Chun, Edmond (Executive Director), Mr. Tse Fung Chun (Executive Director), Mr. Law Man Sang (Independent Non-executive Director), Ms. Lam Wai Yu (Independent Non-executive Director) and Mr. Lo Ka Ki (Independent Non-executive Director).

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.wls.com.hk.