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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in WT Group Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**WT GROUP HOLDINGS LIMITED**  
**WT 集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8422)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;**  
**(2) PROPOSED RE-ELECTION OF DIRECTORS;**  
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

This circular together with a form of proxy will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at [www.hklistco.com/8422](http://www.hklistco.com/8422).

A notice convening the AGM to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 29 December 2022, at 10:00 a.m. is set out on pages 28 to 33 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

**PRECAUTIONARY MEASURES FOR THE AGM**

**Please refer to page 1 of this circular for precautionary measures being taken to prevent the spreading of Novel Coronavirus (COVID-19) pandemic at the AGM, including:**

1. compulsory body temperature checks;
2. compulsory wearing of surgical face mask for each attendee; and
3. no refreshments or corporate gifts will be provided.

**Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong. The Company reminds Shareholders that they may appoint the chairman of the AGM as its/his/her proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.**

28 November 2022

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.



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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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The health of the Shareholders, staff and stakeholders is of paramount importance to the Company. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee must wear a self-prepared surgical face mask throughout the AGM and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Any attendee has any flu-like symptoms or subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine will be denied entry into the meeting venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as its/his/her proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

The proxy form is enclosed to this circular. If you are not a registered Shareholder (i.e., if your Shares are held via banks, stockbroker, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or stockbroker or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 29 December 2022, at 10: 00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 28 to 33 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	WT Group Holdings Limited (WT集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Existing Issue Mandate”	the general mandate to issue up to 240,000,000 new shares of the Company granted by the Shareholders to the Directors at the annual general meeting of the Company held on 30 December 2021
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares and securities of the Company as set out in the AGM Notice
“Latest Practicable Date”	23 November 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares of the Company as set out in the AGM Notice
“Scheme Mandate Limit”	the maximum number of Options that may be granted by the Company pursuant to the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	any company which is for the time being and from time to time a subsidiary (within the meaning ascribed thereto in the GEM Listing Rules) of the Company, whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly

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## DEFINITIONS

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“Takeovers Code” the Code on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong

“%” per cent.

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**LETTER FROM THE BOARD**

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**WT GROUP HOLDINGS LIMITED**

**WT 集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8422)**

*Executive Directors:*

Mr. Kam Kin Bun (*Chairman*)

Ms. Wong Mei Chun

*Independent Non-executive Directors:*

Ms. Chan Sin Wa Carrie

Ms. Yip Tan

Mr. Yu Tat Chi Michael

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business in Hong Kong:*

Flat A, 6/F

Evernew Commercial Centre

33 Pine Street

Tai Kok Tsui, Kowloon

Hong Kong

28 November 2022

*To the Shareholders,*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue Shares and repurchase Shares; (ii) the re-election of Directors; and (iii) amendments to the Memorandum and Articles. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.



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## LETTER FROM THE BOARD

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### PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

The Directors were granted general mandates to allot, issue and deal with the shares of the Company pursuant to the ordinary resolutions of the Shareholders passed at the annual general meeting of the Company held on 30 December 2021. These mandates will lapse at the conclusion of the AGM.

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares or other securities not exceeding in 20% of the aggregate number of Shares in issue as at the date of the passing of such resolution; (ii) to repurchase Shares which does not exceed 10% of the aggregate number of Shares in issue as at the date of passing of such resolution; and (iii) the general extension mandate, after the Repurchase Mandate is granted, to add the aggregate amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the resolution for approving the Issue Mandate.

Based on 120,000,000 Shares in issue as at the Latest Practicable Date and assuming that no Shares are repurchased or issued prior to the AGM, subject to the passing of the ordinary resolutions for approving the Issue Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 24,000,000 Shares or other securities pursuant to the Issue Mandate and repurchase 12,000,000 Shares pursuant to the Repurchase Mandate.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

The Issue Mandate, the Repurchase Mandate and the general extension mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF THE DIRECTORS

Pursuant to the Article 84(1) of the Articles, Mr. Kam Kin Bun and Ms. Wong Mei Chun will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

Pursuant to the Article 83(3) of the Articles, Ms. Yip Tan was appointed by the Board to fill casual vacancy will be subject to re-election at the AGM.

The retiring Directors, namely Mr. Kam Kin Bun, Ms. Wong Mei Chun and Ms. Yip Tan, have agreed to offer themselves for re-election at the AGM.

The nomination committee of the Board (the “**Nomination Committee**”) had, among other matters, having regard to the board diversity policy adopted by the Company (the “**Board Diversity Policy**”) evaluated the skill, experience, background, expertise and performance of each of Mr. Kam Kin Bun, Ms. Wong Mei Chun and Ms. Yip Tan during the period from their respective dates of appointment to the Latest Practicable Date and found their performance satisfactory.

The Board, upon the recommendation of the Nomination Committee, proposed Mr. Kam Kin Bun, Ms. Wong Mei Chun and Ms. Yip Tan, the retiring Directors, to stand for re-election as Directors at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

### **Explanatory statement provided under Code Provision A.5.5 of Appendix 15 of the GEM Listing Rules**

According to the GEM Listing Rules and the Board Diversity Policy, the Nomination Committee will, among other things, undertake the nomination and selection of independent non-executive Director candidates on the completion of their specified terms and make relevant recommendations to the Board.

Furthermore, when changes to composition of the Board or members of any committee of the Company are required or when casual vacancies arise, the Nomination Committee shall adhere to the principles stated in the Board Diversity Policy. The Nomination Committee will take into account the existing composition of the Board and the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval.

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## **LETTER FROM THE BOARD**

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Ms. Yip Tan has met the independence criteria under the GEM Listing Rules. Moreover, Ms. Yip Tan has given her confirmation of independence to the Company. With due consideration on the above factors, the Board believes that Ms. Yip Tan is independent to the Group.

Ms. Yip Tan holds directorships in not more than seven listed companies (including the Company) as at the Latest Practicable Date and would be able to devote sufficient time and attention to perform the duties required of an independent non-executive Director.

Based on the background of Ms. Yip Tan, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Ms. Yip Tan can contribute to diversity of the Board.

Having considered the above aspects and in view of the contribution that Ms. Yip Tan has made to the Board, her re-election will be in the best interests of the Company and its Shareholders as a whole.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES**

The Board proposes to amend the existing Memorandum and Articles for, among other things, (i) bringing the existing Memorandum and Articles up to date and in line with the applicable laws of the Cayman Islands and the applicable amendments made to the GEM Listing Rules and (ii) making certain minor housekeeping amendments to the Memorandum and Articles. The Board proposes to seek the approval of the Shareholders by way of special resolution at the Annual General Meeting to adopt the new Memorandum and Articles, in substitution for, and to the exclusion of, the existing Memorandum and Articles.

Details of the Proposed Amendments (marked-up against the existing Memorandum and Articles) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The proposed adoption of the new Memorandum and Articles is subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting. Prior to the passing of the special resolution at the Annual General Meeting, the existing Memorandum and Articles shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the GEM Listing Rules and are not inconsistent with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

The Board considered that the Proposed Amendments are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the Annual General Meeting as a special resolution.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed, *inter alia*, the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the refreshment of Scheme Mandate Limit and at which special resolution will be proposed to amend the Memorandum and Articles are set out on pages 28 to 33 of this circular.

A form of proxy for the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the voting of the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors, the refreshment of Scheme Mandate Limit and the amendment to the Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

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## LETTER FROM THE BOARD

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### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**WT Group Holdings Limited**  
**Wong Mei Chun**  
*Executive Director*

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

### **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 120,000,000 Shares.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate and on the basis that and no Shares are issued or repurchased before the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 12,000,000 Shares, being 10% of the number of Shares in issue as at the date of the AGM until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

### **3. REASONS FOR REPURCHASE**

Although the Directors have no intention of exercising the proposed Repurchase Mandate, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

#### **4. FUNDING AND EFFECT OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the Memorandum, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands.

Under the GEM Listing Rules, a listed company may not repurchase its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 June 2022, being the date of its latest published audited financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

#### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum, the Articles and the applicable laws of the Cayman Islands.

#### **6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief the Directors and on the basis of the shareholding of the Company, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

#### **7. SHARE PURCHASED BY THE COMPANY**

The Company has not purchased any of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

**8. DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSON**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on GEM in each of the twelve months preceding the Latest Practicable Date were as follows:

	Share price	
	Highest HK\$	Lowest HK\$
<b>2021</b>		
November*	0.630	0.410
December*	0.460	0.390
<b>2022</b>		
January*	0.430	0.370
February*	0.420	0.290
March*	0.360	0.200
April	0.260	0.206
May	0.240	0.165
June	0.250	0.160
July	0.249	0.160
August	0.184	0.145
September	0.160	0.142
October	0.146	0.120
November (up to the Latest Practicable Date)	0.119	0.100

\* The lowest and highest prices per share of the Company for the period from November 2021 to March 2022 are adjusted respectively as a result of the effective of Share Consolidation on 12 April 2022.



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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

**Mr. Kam Kin Bun** (“**Mr. Kam**”), aged 65, was appointed as the executive Director on 18 July 2017. He is the project director of the Group primarily responsible for day-to-day management and tendering of the Group.

Mr. Kam has over 39 years of experience in the construction industry in Hong Kong. Mr. Kam was a founder and a director of Wah Tat Foundation & Engineering Limited, a construction company in Hong Kong, from August 1998 to April 2002. Since January 2004, Mr. Kam has been a director of Wai Tat Foundation & Engineering Limited, a operating subsidiary of the Group.

Mr. Kam obtained a Diploma in Civil Engineering from the Hong Kong Baptist College (currently known as the Hong Kong Baptist University) in June 1982.

Mr. Kam has entered into a service agreement with the Company for an initial term of three years commencing on the Listing Date and will continue thereafter until terminated in accordance with the terms of the agreement and the salary for him is HK\$1,428,000 in 2022. Such salary will be reviewed annually by the Board and the remuneration committee of the Board (the “**Remuneration Committee**”); and he is entitled to a discretionary bonus as the Remuneration Committee of the Company may recommend to the Board and which the Board may approve with reference to his performance and the operating results of the Group.

As at the Latest Practicable Date, Mr. Kam held an interest in 1,000,000 share options which were granted by the Company.

Save as disclosed above, Mr. Kam (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of the Part XV of the SFO.

**Ms. Wong Mei Chun** (“**Ms. Wong**”), aged 62, was appointed as an executive Director on 28 July 2021.

Ms. Wong has over 25 years of experience in construction and electrical engineering industry. Before joining the Group, Ms. Wong were a senior project director of a sole proprietor in Hong Kong principally engaged in the provision of electrical and mechanical engineering services since 1996. Ms. Wong has extensive experience in project management, production operation and financial management in both Hong Kong and the PRC. Ms. Wong has an established network of relationship with business operators in the construction and engineering industry.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Ms. Wong have entered into a service agreement with the Company for a term of three years and shall continue thereafter until terminated in accordance with the terms of the agreement and the director's fee is HK\$240,000 per annum. Her remuneration package was subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

As at the Latest Practicable Date, Ms. Wong held an interest in 1,000,000 share options which were granted by the Company.

Save as disclosed above, Ms. Wong (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of the Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Wong that need to be brought to the attention of Shareholders nor is there any information to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

**Ms. Yip Tan** (“**Ms. Yip**”), aged 30, have 10 years of management and working experience in building design and construction industry. She worked as marketing director in a Hong Kong design and construction company since 2021. In addition, she is experienced in construction, building and project management.

Ms. Yip has entered into a service agreement with the Company for a term of one year and shall continue thereafter until terminated in accordance with the terms of the agreement and the director's fee is HK\$96,000 per annum. Her remuneration package was subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Ms. Yip (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of the Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Yip that need to be brought to the attention of Shareholders nor is there any information to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

The following are the proposed amendments to the Memorandum and Articles. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Memorandum and Articles. If the serial numbering of the provisions of the Memorandum and Articles is changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles as so amended shall be changed accordingly, including cross-references.

*Note:* The Articles is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
<b>Memorandum of Association</b>	
4.	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies <del>Law-Act</del> (Revised).
8.	The share capital of the Company is HK\$50,000,000 divided into 5900,000,000 shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies <del>Law-Act</del> (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
9.	The Company may exercise the power contained in the Companies <del>Law-Act</del> (Revised) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.
<b>Articles of Association</b>	
1.	The regulations in Table A in the Schedule to the Companies <del>Law-Act</del> (Revised) do not apply to the Company.

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)								
2.	<p>(1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="1" data-bbox="419 512 1359 842"> <thead> <tr> <th data-bbox="419 512 611 559"><u>WORD</u></th> <th data-bbox="611 512 1359 559"><u>MEANING</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="419 559 611 612">“Act”</td> <td data-bbox="611 559 1359 612">The Companies Act (as revised) of the Cayman Islands.</td> </tr> <tr> <td data-bbox="419 612 611 708">“Law”</td> <td data-bbox="611 612 1359 708"><del>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands</del></td> </tr> <tr> <td data-bbox="419 708 611 842">“Statutes”</td> <td data-bbox="611 708 1359 842">the <del>LawAct</del> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/ or these Articles.</td> </tr> </tbody> </table>	<u>WORD</u>	<u>MEANING</u>	“Act”	The Companies Act (as revised) of the Cayman Islands.	“Law”	<del>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands</del>	“Statutes”	the <del>LawAct</del> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/ or these Articles.
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2.	(2)(i) Section 8 of the Electronic Transactions <del>LawAct</del> (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.								
3.	<p>(1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.01 each.</p> <p>(2) Subject to the <del>LawAct</del>, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <del>LawAct</del>. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <del>LawAct</del>.</p>								
4.	<p>The Company may from time to time by ordinary resolution in accordance with the <del>LawAct</del> alter the conditions of its Memorandum of Association to:</p> <p>(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the <del>LawAct</del>), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>								

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
6.	The Company may from time to time by special resolution, subject to any confirmation or consent required by the <del>LawAct</del> , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.
8.	(1) Subject to the provisions of the <del>LawAct</del> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holder of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such right or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.
<del>9(2).</del>	Subject to the provisions of the <del>LawAct</del> , the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
<del>9.</del>	<del>Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</del>
10.	<p>Subject to the <del>LawAct</del> and without prejudice to Article 8, all or any of the special right for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) <del>the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</del></p> <p>(b) <del>every holder of shares of the class shall be entitled to one vote for every such share held by him.</del></p>

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
12.	(1) Subject to the <del>LawAct</del> , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable or that based on legal opinions provided by legal advisers, the Board considers it necessary or expedient not to offer the shares to such Members on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
13.	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <del>LawAct</del> . Subject to the <del>LawAct</del> , the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.
15.	Subject to the <del>LawAct</del> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.
19.	Share certificates shall be issued within the relevant time limit as prescribed by the <del>LawAct</del> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
44.	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50, at the Office or such other place in the Cayman Islands at which the Register is kept in accordance with the <del>LawAct</del> or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or any means and in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.
48.	(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefore, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place in the Cayman Island at which the Register is kept in accordance with the <del>LawAct</del> .
49.	Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:-  (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>LawAct</del> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and  (d) if applicable, the instrument of transfer is duly and properly stamped.

**APPENDIX III**

**PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES**

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
56.	An annual general meeting of the Company shall be held in each <del>year other than the financial</del> year <del>of the Company's adoption of these Articles (within a period of not more than fifteen</del> (15) <del>months after the holding of the last preceding and such</del> annual general meeting <del>or not more than eighteen (18) months</del> <u>must be held within six (6) months after the date</u> <del>end of adoption of these Articles, the Company's financial year</del> (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.
58.	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
59.	(1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days</del> . All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days</del> but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the <del>LawAct</del> , if it is so agreed:
61.	(1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:  (d) appointment of Auditors (where special notice of the intention for such appointment is not required by the <del>LawAct</del> ) and other officers;
70.	All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <del>LawAct</del> . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.



Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
73.	<p>(2) <del>All Member have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</del></p> <p>(3) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
81.	<p>(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <del>where a show of hands is allowed,</del> <u>the right to vote and the right to speak individually on a show of hands.</u></p>
83.	<p>(2) Subject to the Articles and the <del>Law</del>Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.</p> <p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. <del>Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del></p> <p>(6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution <del>of the</del> Members at the meeting at which such Director is removed.</p> <p>(7) <del>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2).</del></p>

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
86.	<p>The office of a Director shall be vacated if the Director:</p> <p>(1) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;</p> <p><del>(2)</del> <u>receives notice in writing signed by not less than two-thirds of the Board;</u></p> <p><del>(2)(3)</del> becomes of unsound mind or dies;</p> <p><del>(3)(4)</del> without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated;</p> <p><del>(4)(5)</del> becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;</p> <p><del>(5)(6)</del> is prohibited by law from being a Director; or</p> <p><del>(6)(7)</del> ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.</p>
90.	<p>An alternate Director shall only be a Director for the purposes of the <del>LawAct</del> and shall only be subject to the provisions of the <del>LawAct</del> insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent <i>mutatis mutandis</i> as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.</p>
98.	<p>Subject to the <del>LawAct</del> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.</p>

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
100.	<p>(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part <u>and</u> whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>
101.	<p>(3) Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Board shall have the following powers:</p> <p>(c) To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <del>LawAct</del>.</p>
107.	The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <del>LawAct</del> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
110.	(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the <del>LawAct</del> , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <del>LawAct</del> in regard to the registration of charges and debentures therein specified and otherwise.
124.	(1) The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <del>LawAct</del> and these Articles.
125.	(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <del>LawAct</del> or these Articles or as may be prescribed by the Board.
127.	A provision of the <del>LawAct</del> or of these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
128.	The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <del>LawAct</del> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <del>LawAct</del> .
133.	Subject to the <del>LawAct</del> , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
134.	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <del>LawAct</del> .
143.	(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided in these Articles, the Board may apply the share premium account in any manner permitted by the <del>LawAct</del> including, but without limitation, writing off accumulated losses of the Company. The Company shall at all times comply with the provisions of the <del>LawAct</del> in relation to the share premium account.
146.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <del>LawAct</del> .
147.	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <del>LawAct</del> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
152.	<p>(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by <del>special</del><u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
153.	Subject to the <del>Law</del> <u>Act</u> the accounts of the Company shall be audited at least once in every year.
155.	<p><del>The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</del></p>
162.	(1) <del>Subject to Article 162(2),</del> The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
163.	(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the <del>Law</del> <u>Act</u> , divide among the Members <i>in specie</i> or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

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**APPENDIX III****PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES**

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Provision No.	Provision in the new Memorandum and Articles (showing changes to the existing Memorandum and Articles)
<b><u>FINANCIAL YEAR</u></b>	
167.	<u>Unless otherwise determined by the Directors, the financial year end of the Company shall be the 30th day of June in each year.</u>

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## NOTICE OF ANNUAL GENERAL MEETING

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### WT GROUP HOLDINGS LIMITED

### WT 集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8422)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of WT Group Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 29 December 2022, at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and the reports of the directors and the independent auditors of the Company for the year ended 30 June 2022;
2.
  - (i) To re-elect Mr. Kam Kin Bun as an executive director of the Company;
  - (ii) To re-elect Ms. Wong Mei Chun as an executive director of the Company;
  - (iii) To re-elect Ms. Yip Tan as an independent non-executive director of the Company; and
  - (iv) To authorise the board of directors of the Company to fix the remunerations of the directors;
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

#### ORDINARY RESOLUTIONS

4. “**THAT:**
  - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares (the “**Share(s)**”) or securities of HK\$0.10 each in the share capital of the Company and to make or grant offers and agreements, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers and agreements which might require the exercise of such powers after the end of the Relevant Period;
  
- (c) the total number of Shares or securities allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription attaching to any convertible securities or similar rights which may be issued by the Company from time to time, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate number of Shares of the Company in issue as at the date of the passing of this Resolution; and
  
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholder(s)**”)) the aggregate number of Shares purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of Shares in issue as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and



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(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of Shares of the Company, or offer or issue of warrants, options or other securities by way of rights to subscribe for Shares open for a period fixed by the Directors to the Shareholders on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to purchase Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Code on Takeovers and Mergers and Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Act (as revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the pass of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby approved to be extended by adding to the total number of the Shares or securities of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of the Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

### SPECIAL RESOLUTION

To consider as special business and, if thought fit, pass the following resolution as a special resolution:

7. “**THAT** the amended and restated memorandum of association and articles of association of the Company (the “**New Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A”, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company and that any one of the Directors of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board  
**WT Group Holdings Limited**  
**Wong Mei Chun**  
*Executive Director*

Hong Kong, 28 November 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. **For the purposes of the prevention and control of the spread of the Novel Coronavirus (COVID-19) pandemic and to safeguard the health and safety of the Shareholders, the Company strongly encourages Shareholders to appoint the chairman of the Meeting as his/her/its proxy to vote on the resolutions, instead of attending the Meeting in person.** A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (2) Where there are joint holders of any Share, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but 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 in respect of the joint holding.
- (3) To be valid, the form of proxy, together with 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 deposited at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned meeting.
- (4) For determining Members’ entitlement to attend and vote at the Meeting, the register of Members will be closed from Thursday, 22 December 2022 to Thursday, 29 December 2022 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending and voting at the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 21 December 2022.
- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the meeting or its adjourned meeting will be taken by poll.

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As at the date of this notice, the Directors are:

**Executive Directors**

Mr. Kam Kin Bun and Ms. Wong Mei Chun.

**Independent Non-executive Directors**

Ms. Chan Sin Wa Carrie, Ms. Yip Tan and Mr. Yu Tat Chi Michael.

*This notice will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at [www.hklistco.com/8422](http://www.hklistco.com/8422).*

*This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.*