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

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 **LUEN WONG GROUP HOLDINGS LIMITED** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**LUEN WONG GROUP HOLDINGS LIMITED**

**聯旺集團控股有限公司**

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

**(Stock code: 8217)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting (“**EGM**”) of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 6 September 2023 at 10:00 a.m. or any adjournment or postponement thereof is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment or postponement thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

16 August 2023

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Luen Wong Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 16 October 2015, the Shares of which are listed on the GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 6 September 2023 at 10:00 a.m. or any adjournment thereof, to consider and to approve the resolution(s) contained in the Notice of EGM which is set out on pages 7 to 8 of this circular
“GEM”	the GEM of 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 People’s Republic of China
“Latest Practicable Date”	11 August 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Notice of EGM”	the notice convening the EGM set out on pages 7 to 8 of this circular

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## DEFINITIONS

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“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Luen Wong Group Holdings Limited” to “WMHW Holdings Limited” and adoption of the Chinese name of “聯旺集團控股有限公司” as its new dual foreign name to replace its existing Chinese name of “萬民好物控股有限公司”
“Share(s)”	ordinary share(s) of nominal value of HK\$0.16 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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# LUEN WONG GROUP HOLDINGS LIMITED

## 聯旺集團控股有限公司

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

**(Stock code: 8217)**

*Executive Directors:*

Ms. Lau Wing Yu

Ms. Yu Xiao

*Independent non-executive Directors:*

Mr. Wong Chi Kan

Mr. Liao Honghao

Ms. Lao In Iam

*Registered office:*

Windward 3,

Regatta Office Park,

PO Box 1350,

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and principal place of  
business in Hong Kong:*

Unit 2202, 22/F,

Causeway Bay Plaza I,

489 Hennessy Road,

Causeway Bay

Hong Kong

16 August 2023

*To the Shareholders*

Dear Sir/Madam,

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the Proposed Change of Company Name and to give you the Notice of EGM.

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board of the Company proposes to change the English name of the Company from “Luen Wong Group Holdings Limited” to “WMHW Holdings Limited” and adoption of the Chinese name of “聯旺集團控股有限公司” as its new dual foreign name to replace its existing Chinese name of “萬民好物控股有限公司”.

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## LETTER FROM THE BOARD

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### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to satisfaction of the following conditions:

- (i) the approval by the Shareholders by way of special resolution at the EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands by issuing a certificate of incorporation on change of name.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name thereafter. The Company will then comply with the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

### **Reasons for the Proposed Change of Company Name**

The Board considers the Proposed Change of Company Name will provide a fresh corporate identity and image of the Company to the market and the general public which can be beneficial to the Company's future business development. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the Shareholders. The existing share certificates in issue bearing the present name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of legal title and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company.

Upon the Proposed Change of Company Name becoming effective and from then on, new certificates in respect of the shares of the Company will be issued under the new name of the Company and, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company will also be changed.

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## LETTER FROM THE BOARD

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### EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of EGM is set out on pages 7 to 8 of this circular.

As at the Latest Practicable Date, as no Shareholders had a material interest in the Proposed Change of Company Name, no Shareholders will be required to abstain from voting on the resolution to approve the Proposed Change of Company Name.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the poll results of the EGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange.

### RECOMMENDATIONS

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

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

By order of the Board  
**Luen Wong Group Holdings Limited**  
**Lau Wing Yu**  
*Executive Director*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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# LUEN WONG GROUP HOLDINGS LIMITED

## 聯旺集團控股有限公司

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

**(Stock code: 8217)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of shareholders of Luen Wong Group Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 6 September 2023 at 10:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

### SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Luen Wong Group Holdings Limited” to “WMHW Holdings Limited”, and the Chinese name of “聯旺集團控股有限公司” be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name of “萬民好物控股有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of the name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

**Luen Wong Group Holdings Limited**

**Lau Wing Yu**

*Executive Director*

Hong Kong, 16 August 2023

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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3. Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally 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 are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The transfer books and Register of Members of the Company will be closed from Friday, 1 September 2023 to Wednesday, 6 September 2023, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 31 August 2023.
7. A form of proxy for use by shareholders at the Meeting is enclosed.