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Wing Fung Group Asia Limited
榮豐集團亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8526)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of Wing Fung Group Asia Limited (the "**Company**") will be held at 12:00 noon on Thursday, 21 May 2026 at Unit D, 21/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

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

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2025.

2. (a) (i) To re-elect Ms. Lai Suk Fan as an executive director of the Company.

   (ii) To re-elect Mr. Choy Hiu Fai Eric as an independent non-executive director of the Company.

   (iii) To re-elect Mr. Chan King Lun as an independent non-executive director of the Company.

   (b) To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the directors of the Company (the "**Directors**").

3. To re-appoint Forvis Mazars CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

4. "**THAT**:

(a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**"), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company ("**Shares**") (including any sale and transfer of treasury shares out of treasury) and to make or grant offers, agreements or options (including any warrants, bonds, notes, securities or debentures convertible into Shares) which may require the exercise of such power (otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any option granted under any share option scheme or similar arrangement adopted by the Company from time to time; (iii) any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or (iv) any specific authority granted by the members of the Company in general meeting) be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined in this Resolution) to make or grant offers, agreements and options (including any warrants, bonds, notes and debentures convertible into Shares) which may require the Shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined in this resolution);

(c) the number of Shares allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above shall not exceed the aggregate of (aa) 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution and (bb) conditional on resolution No. 5 and resolution No. 6 being passed, the total number of Shares repurchased by the Company (if any) pursuant to the authorisation granted to the Directors under resolution No. 5, and the approval granted pursuant to paragraphs (a) and (b) above shall be limited accordingly; and

(d) for the purpose of this resolution:

(1) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

a. the conclusion of the next annual general meeting of the Company;

b. 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 the Companies Act (As Revised), Cap. 22 of the Cayman Islands (the "**Companies Act**") or any applicable laws of the Cayman Islands to be held; or

c. the passing of an ordinary resolution by members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

(2) "**Rights Issue**" means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors, to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient (but in compliance with the relevant provisions of the GEM Listing Rules) in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

(3) Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations."

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined in this Resolution) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") and/or on any other stock exchange(s) on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules (or of any other stock exchange) as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined herein) shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;

(c) for the purposes of this resolution:

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

(a) the conclusion of the next annual general meeting of the Company;

(b) 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 the Cayman Companies Act or any applicable laws of the Cayman Islands to be held; or

(c) the passing of an ordinary resolution by members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT**:

conditional upon resolution No. 4 and resolution No. 5 being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued Shares (including any sale or transfer of treasury shares out of treasury) pursuant to the said resolution No. 4 be and is hereby extended by the addition Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the said resolution No. 5, provided that such extended amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution."

SPECIAL RESOLUTION

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

7. "**THAT**:

(a) the proposed amendments (the "**Proposed Amendments**") to the existing third amended and restated memorandum of association and articles of association of the Company (the "**Existing Memorandum and Articles of Association**") as set forth in Appendix III to the circular of the Company dated 16 April 2026 be and are hereby approved;

(b) the fourth amended and restated memorandum of association and articles of association of the Company (the "**New Memorandum and Articles of Association**"), which contains all the Proposed Amendments, and a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum of Articles of Association of the Company with immediate effect; and

(c) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong."

By order of the Board
Wing Fung Group Asia Limited
Chung Chi Keung
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 16 April 2026

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.

2. A form of proxy for the AGM is enclosed. In order 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, shall be deposited at the Company's Hong Kong branch share registrar, 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 AGM or any adjourned meeting.

3. Where there are joint registered holders of any Share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the AGM 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. To ascertain the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 15 May 2026 to, Thursday, 21 May 2026 (both days inclusive), during which period no transfer of Shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the Company's Hong Kong branch share registrar, 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, 14 May 2026. All holders of shares of the Company whose names appear on the register of members of the Company on Thursday, 21 May 2026 will be entitled to attend, speak and vote at the AGM.

5. An explanatory statement containing further details regarding resolution no. 5 above is set out in Appendix I to the circular of which this notice of AGM forms part.

6. Details of the retiring directors proposed to be re-elected as directors of the Company are set out in Appendix II to the circular of which this notice of AGM forms part.

7. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.

8. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.wingfunggroup.com and on the Stock Exchange's website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Chung Chi Keung and Ms. Lai Suk Fan; and the independent non-executive Directors are Mr. Choy Hiu Fai Eric, Mr. Lei For and Mr. Chan King Lun.

This notice, for which the directors of the Company 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 notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.wingfunggroup.com.