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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 your 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 Win Hanverky Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WIN HANVERKY HOLDINGS LIMITED

永嘉集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3322)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“**Annual General Meeting**”) of Win Hanverky Holdings Limited (the “**Company**”) to be held at 6/F, Phase 6, Hong Kong Spinners Industrial Building, 481–483 Castle Peak Road, Kowloon, Hong Kong on Thursday, 9 June 2022 at 10:30 a.m. is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy accompanying the notice of the Annual General Meeting in accordance with the instructions printed thereon and return it to the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures to be implemented at the Annual General Meeting to prevent the spreading of the COVID-19 pandemic, including:

- (1) Compulsory temperature checks
- (2) Mandatory use of surgical face masks
- (3) Mandatory health declaration
- (4) Appropriate distancing and spacing
- (5) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures (1) to (4) above may be denied entry into the meeting venue. The Company would like to encourage the Shareholders to exercise their rights to vote at the Annual General Meeting by appointing the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the meeting in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and in line with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, the Company will implement the following precautionary measures at the Annual General Meeting to safeguard the health and safety of the Shareholders, staff and stakeholders:

- (1) Compulsory temperature checks will be conducted for every attendee at the entrance of 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.
- (2) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
- (3) Every attendee will be required to submit a completed health declaration form prior to entry into the meeting venue. Anyone subject to quarantine imposed by the Hong Kong Government or has close contact with any person under quarantine, subject to the Hong Kong Government's prescribed testing requirements or direction and has not been tested negative, or has any flu-like symptoms will not be permitted to attend the Annual General Meeting.
- (4) Appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained and as such, the Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid overcrowding, to the extent permitted by law.
- (5) No refreshments or drinks will be provided to attendees at the Annual General Meeting.

Attendees who do not comply with the precautionary measures (1) to (4) above may be denied entry into the meeting venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising their voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the meeting instead of attending the meeting in person, by completing and return the form of proxy attached to this circular.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, it is possible that Shareholders and/or their proxies may not be able to attend in person at the meeting venue depending on the prevailing Hong Kong Government regulations. The Company will closely monitor the situation and reserves the right to take further measures at short notice as the public health situation changes, and may issue further announcement(s) on such measures as and when appropriate.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 6/F, Phase 6, Hong Kong Spinners Industrial Building, 481–483 Castle Peak Road, Kowloon, Hong Kong on Thursday, 9 June 2022 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Win Hanverky Holdings Limited, a company incorporated on 13 December 2005 in the Cayman Islands with limited liability, whose Shares are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined in paragraph 2(c) of the Letter from the Board in this circular
“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 Mainland China
“Issue Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this circular
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mainland China”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan
“Quinta”	Quinta Asia Limited, a company incorporated in the British Virgin Islands and is beneficially owned as to 70% by Mr. LI Kwok Tung Roy and 30% by Mr. LAI Ching Ping, each an executive Director
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this circular

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong



WIN HANVERKY HOLDINGS LIMITED

永嘉集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3322)

Executive Directors:

Mr. LI Kwok Tung Roy (*Chairman*)

Mr. LAI Ching Ping (*Deputy Chairman*)

Mr. LEE Kwok Leung (*Chief Executive Officer*)

Mr. WONG Chi Keung (*Chief Financial Officer*)

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. KWAN Kai Cheong

Mr. MA Ka Chun

Mr. CHAN Ka Kui

*Head Office and Principal Place
of Business in Hong Kong:*

6th Floor, Phase 6

Hong Kong Spinners Industrial Building

481-483 Castle Peak Road

Kowloon

Hong Kong

22 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting, among others, for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Extension Mandate to the Directors; and (iv) the re-election of Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue or deal with new Shares of up to 20% of the aggregate number of Shares in issue as at the date of passing of such resolution (the “**Issue Mandate**”);
- (b) to purchase the Shares on the Stock Exchange of up to 10% of the aggregate number of Shares in issue as at the date of passing of such resolution (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by a number representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (the “**Extension Mandate**”).

The Issue Mandate and Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions No. 4A and 4B set out in the notice of Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,284,400,000 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 256,880,000 Shares (representing 20% of the Shares in issue as at the date of granting of the Issue Mandate).

An explanatory statement, as required by the Listing Rules to be given to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

According to Articles 87(1) and 87(2) of the Articles of Association, Mr. LI Kwok Tung Roy (“**Mr. LI**”), Mr. WONG Chi Keung (“**Mr. WONG**”) and Mr. MA Ka Chun (“**Mr. MA**”) shall retire at the Annual General Meeting by rotation and be eligible to offer themselves for re-election as a Director. All of the above retiring Directors offered themselves for re-election as a Director at the Annual General Meeting.

The nomination committee of the Company (the “**Nomination Committee**”) considered the current Board composition and nominated Mr. LI, Mr. WONG and Mr. MA to the Board for it to recommend them to stand for election by the Shareholders at the Annual General Meeting (except that Mr. Ma who is the chairman of the Nomination Committee and Mr. LI who is a member of the Nomination Committee abstained from voting relating to their own nominations). The nominations were made after taking into account of the objective criteria (including without limitation, gender, age, cultural and educational

LETTER FROM THE BOARD

background, professional experience, talents, skills, knowledge, length of service and other qualities of the Directors proposed to be re-elected), with due regard for the benefits of diversity, as set out in the board diversity policy adopted by the Company. The Nomination Committee had also taken into account their respective contributions to the Board and their firm commitments to their roles.

Mr. MA, independent non-executive Director of the Company, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee is also responsible for, inter alia, assessing the independence of independent non-executive Directors. On 24 March 2022, the Nomination Committee assessed and reviewed the individual independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors, including Mr. MA, remained independent.

Mr. MA has been an independent non-executive Director of the Company since June 2006. The Nomination Committee has considered that the expertise of Mr. MA in apparel industry and his business experience in the Mainland China would continue to bring in-depth insights and additional perspective in respect of the Group's business. Being an independent non-executive Directors of the Company for more than nine years, Mr. MA's independence is subject to review pursuant to Code Provision B.2.3 of Appendix 14 to the Listing Rules and his further re-appointment should be subject to a separate resolution to be approved by the Shareholders. Mr. MA has not engaged in any executive management of the Group since his appointment. During his years of service with the Company, Mr. MA has contributed to the Board by providing independent views, enquiries and advices to the Company in relation to the business, operations, future development and strategy of the Group. The Board considered that Mr. MA's service with the Company for over nine years would not have any impact on his independence and he will continue to bring valuable business experience and knowledge to the Board for its efficient and effective functioning and diversity.

Biographical details of the abovementioned Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 13 to 17 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. 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 notarially certified copy of that power of attorney or authority must be deposited at the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the

LETTER FROM THE BOARD

form of proxy will not preclude you from attending the Annual General Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands, as in accordance with the Listing Rules. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting.

5. 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.

6. RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Win Hanverky Holdings Limited
LI Kwok Tung Roy
Chairman

The following is an explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,284,400,000 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 128,440,000 Shares (representing 10% of the Shares in issue as at the date of granting of the Repurchase Mandate).

2. REASON FOR REPURCHASE OF SHARES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purchase in accordance with the memorandum of association of the Company, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for such purpose or, subject to the Articles of Association and the laws of the Cayman Islands, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase at a purchase price that is over the par value of the Shares subject to such purchase must be paid out of the profits of the Company or out of sums standing to the credit of the share premium account of the Company or, subject to the Articles of Association and the laws of the Cayman Islands, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2021 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the last twelve months:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.36	0.31
May	0.35	0.32
June	0.37	0.33
July	0.35	0.32
August	0.35	0.29
September	0.35	0.31
October	0.35	0.32
November	0.35	0.31
December	0.34	0.31
2022		
January	0.34	0.32
February	0.35	0.31
March	0.34	0.26
April (up to and including the Latest Practicable Date)	0.34	0.31

5. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such 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, 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, Quinta, being the controlling Shareholder, held 743,769,967 Shares, representing approximately 57.91% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remain the same, the interests of Quinta in the issued Shares would be increased to approximately 64.34% of the total issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising power under the Repurchase Mandate.

The Directors have no present intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer or which will result in the number of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

LI Kwok Tung Roy, aged 71, is an executive Director, co-founder and Chairman of the Company. He was appointed as an executive Director in December 2005. He is also a director of certain subsidiaries of the Company. Mr. LI is the elder brother of Mr. LEE Kwok Leung, Chief Executive Officer and an executive Director of the Company, and the father of Mr. LI Chun Ho Fredrick, one of the Company's senior management. Mr. LI is responsible for strategic planning and overall management of the Group. Mr. LI has over 45 years of experience in the apparel industry and handling client relationship.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. LI held 70% interest in the issued share capital of Quinta, which in turn held 743,769,967 Shares representing 57.91% of the issued share capital of the Company. Mr. LI is also a director of Quinta.

Mr. LI has entered into a service agreement with the Company for a term of three years commencing from 29 January 2021. He is entitled to a monthly remuneration of HK\$348,800, which is determined with reference to remuneration benchmark in the industry and the prevailing market conditions. In addition, he will be entitled to a bonus equivalent to two months' salary and an annual discretionary bonus for each financial year. Mr. LI will also be entitled to all reasonable out-of-pocket expenses in connection with his performance of the director's duties.

WONG Chi Keung, aged 55, is an executive Director, Chief Financial Officer and authorised representative of the Company. Mr. WONG is also a director of certain subsidiaries of the Company. Mr. WONG joined the Group in March 2014 and has more than 29 years of experience in accounting, auditing and finance. Between 2006 and 2013, Mr. WONG served as the chief financial officer for a number of sino-foreign joint venture and Hong Kong and US listed companies, including China Dongxiang (Group) Co., Ltd. and Besunyen Holdings Company Limited, both companies are listed on the Stock Exchange. Between 2002 and 2006, Mr. WONG worked at various operating entities of China Netcom Group, including serving as a senior finance manager of China Netcom Group Corporation (Hong Kong) Limited, a company previously listed on the Main Board of the Stock Exchange. Between 1989 and 1999, Mr. WONG worked for PricewaterhouseCoopers, an international public accounting firm and lastly as an audit manager. Mr. WONG is currently an independent non-executive director of Sinomax Group Limited, a company listed on the Stock Exchange.

Mr. WONG obtained a Bachelor degree in Business Administration from the Chinese University of Hong Kong in 1989 and a Master degree in Business Administration from the Australian Graduate School of Management in 2002. Mr. WONG is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. WONG was beneficially interested in 102,000 Shares and held share options to subscribe for 10,000,000 Shares, representing an aggregate of 0.79% of the issued share capital of the Company.

The share options shall be exercised at HK\$1.562 per Share and they would be vested in 5 tranches of 20% each per annum starting from the first anniversary (i.e. 22 December 2016) and fully vested in the fifth anniversary of the date of grant of the share options (i.e. 22 December 2020). The share options shall be exercisable during the exercise period from the vesting date of the share options to 21 December 2025.

Mr. WONG has entered into a service agreement with the Company for a term of three years commencing from 1 March 2022. He is entitled to a monthly remuneration of HK\$190,000 which is determined with reference to remuneration benchmark in the industry and the prevailing market conditions. In addition, he will be entitled to a bonus equivalent to two months' salary and an annual discretionary bonus for each financial year. Mr. WONG will also be entitled to all reasonable out-of-pocket expenses in connection with his performance of the director's duties.

MA Ka Chun, aged 70, is an independent non-executive Director. Mr. MA joined the Group in June 2006. Mr. MA has been in the apparel industry for over 35 years and holds a Bachelor of Social Science degree from the University of Hong Kong.

Mr. MA has entered into a letter of appointment with the Company with a fixed term of office for three years commencing from 29 January 2021. He is entitled to a director's fee of HK\$160,000 per annum which is determined with reference to remuneration benchmark in the industry and the prevailing market conditions.

GENERAL

Save as disclosed above, as at the Latest Practicable Date, (i) none of the above Directors has any interest (within the meaning of Part XV of the SFO) in the securities of the Company; (ii) none of the above Directors holds, or in the past three years held, any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications; and (iii) none of them has any relationship with any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

In relation to the proposed re-election of the above Directors, save as disclosed above and in this circular, there is no information which is discloseable nor is/was any of the above Directors involved in any of the matters required to be disclosed under Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.



WIN HANVERKY HOLDINGS LIMITED

永嘉集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3322)

**NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, 9 JUNE 2022**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of Win Hanverky Holdings Limited (the “**Company**”) will be held at 6/F, Phase 6, Hong Kong Spinners Industrial Building, 481–483 Castle Peak Road, Kowloon, Hong Kong on Thursday, 9 June 2022 at 10:30 a.m. for the purpose of transacting the following businesses:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the auditor of the Company (the “**Auditor**”) for the year ended 31 December 2021.
- 2A. (i) To re-elect Mr. LI Kwok Tung Roy as a Director;
(ii) To re-elect Mr. WONG Chi Keung as a Director; and
(iii) To re-elect Mr. MA Ka Chun as a Director.
- 2B. To authorise the Board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Messrs. PricewaterhouseCoopers as Auditor for the year ending 31 December 2022 and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

A. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements, options and rights of exchange or conversion, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) exercise of any options under any share option scheme or similar arrangement adopted by the Company for the grant or issue of Shares or rights to acquire Shares; (iii) the exercise of the subscription rights or conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into Shares; and (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate number of Shares in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from 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 any applicable law or the articles of association of the Company to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange 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 Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Shares in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 4A and 4B of the notice convening this Meeting, 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 additional Shares pursuant to the resolution set out in paragraph 4A of the notice convening this Meeting be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of the notice convening this Meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing this resolution.”

By Order of the Board
WIN HANVERKY HOLDINGS LIMITED
LAM Choi Ha
Company Secretary

Hong Kong, 22 April 2022

Notes:

1. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders is present at the 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 shall, in respect of such Share, be entitled alone to vote in respect thereof.
2. A form of proxy for use at the Meeting is enclosed with the circular to the members of the Company.
3. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company. 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 notarially certified copy of that power of attorney or authority, must be deposited at the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting thereof.
4. Completion and return of the form of proxy will not preclude a member from attending the Meeting or adjourned meeting thereof and voting in person. If such member attends the Meeting or adjourned meeting thereof, however, his form of proxy will be deemed to have been revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. The register of members of the Company will be closed from Thursday, 2 June 2022 to Thursday, 9 June 2022 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attendance and voting at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 1 June 2022.
6. In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the Meeting be voted on by poll.
7. A circular containing the information regarding, inter alia, the general mandates to issue Shares and to repurchase Shares and the Directors proposed to be re-elected will be sent to the members of the Company together with the Company's 2021 Annual Report.

As at the date hereof, the executive Directors of the Company are: Mr. LI Kwok Tung Roy, Mr. LAI Ching Ping, Mr. LEE Kwok Leung and Mr. WONG Chi Keung and the independent non-executive Directors of the Company are: Mr. KWAN Kai Cheong, Mr. MA Ka Chun and Mr. CHAN Ka Kui.