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Wasion Holdings Limited
威勝控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3393)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wasion Holdings Limited (the “**Company**”) will be held at Unit 2605, 26/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 1 June 2022 at 11 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

AS ORDINARY BUSINESS

1. To receive and consider the report of the directors, audited financial statements and auditor’s report for the year ended 31 December 2021;
2. To declare a final dividend of HK\$0.20 per share for the year ended 31 December 2021;
3. To re-elect Mr. Ji Wei as an executive director;
4. To re-elect Ms. Zheng Xiao Ping as an executive director;
5. To re-elect Mr. Chan Cheong Tat as an independent non-executive director;
6. To authorise the directors to fix the remuneration of the directors; and
7. To re-appoint auditors and to authorise the directors to fix the remuneration thereof.

AS SPECIAL BUSINESS

8. “THAT

- (i) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares which are authorised to be purchased by the directors of the Company pursuant to the approval under paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (b) the conclusion of the next annual general meeting of the Company;
 - (c) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
 - (d) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

9. “THAT

- (i) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company 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;
- (ii) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company 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;

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option scheme approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend or similar arrangement on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(iv) for the purposes of this resolution:

(a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

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

(c) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or

(d) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

(e) “Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

10. “**THAT** conditional upon the passing of resolutions 8 and 9 above, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the ordinary share capital of the Company pursuant to the resolution numbered 9 above be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 8 above.”

SPECIAL RESOLUTION

11. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT:**

- (A) the amended and restated articles of association of the Company (the “**Amended and Restated Articles of Association**”), which contains all the proposed amendments mentioned in the circular of the Company dated 28 April 2022) and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and
- (B) any director, registered office provider or company secretary 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 and implement the adoption of the Amended and Restated 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 of
Wasion Holdings Limited
Ji Wei
Chairman

Hong Kong, 28 April 2022

Notes:

- 1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- 2. A form of proxy for use at the meeting is enclosed.
- 3. The form of must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- 4. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the share registrar and transfer office of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong, no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.

5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal 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 the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
6. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 8 a.m. on the date of the meeting, then the meeting will be postponed. The Company will post an announcement on the website of the Company at (<http://www.wasion.com>) and HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this announcement, the Board comprises Mr. Ji Wei, Ms. Cao Zhao Hui, Ms. Li Hong, Ms. Zheng Xiao Ping and Mr. Tian Zhongping as executive directors of the Company, Mr. Kat Chit as non-executive director of the Company and Mr. Chan Cheong Tat, Mr. Luan Wenpeng, Mr. Cheng Shi Jie and Mr. Wang Yaonan as independent non-executive directors of the Company.