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Wai Chi Holdings Company Limited
偉志控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1305)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “**EGM**”) of Wai Chi Holdings Company Limited (the “**Company**”) will be held at 11th Floor, 52 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 19 December 2022 at 11:00 a.m. for the following purposes:

1. To consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution of the Company

“**THAT:**

- (a) To approve and adopt the rules of the share award scheme pursuant to which the Company intends to recognise the contributions by certain employees and give incentives thereto in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group by providing them with the opportunity to own the shares of the Company (the “**Shares**”), a copy of which marked “A” is produced to the meeting and for the purpose of identification signed by the chairman of this meeting thereof (the “**Share Award Scheme**”), subject to and conditional upon the Listing Committee (the “**Listing Committee**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval to the listing of and permission to deal in the Shares to be issued pursuant to the vesting or exercise of any awards granted under the Share Award Scheme;
- (b) To authorise the board of directors of the Company (the “**Board**”) to grant awards of Shares pursuant to the Share Award Scheme and to allot and issue Shares, direct and procure the professional trustee to be appointed by the Company to (i) assist with the administration, exercise and vesting of awarded Shares; and (ii) transfer Shares and otherwise deal with Shares granted pursuant to the Share Award Scheme as and when they vest or are exercised (as the case may be) and subject to the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”); and

- (c) To authorise the Board to modify and/or amend the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules.”
2. To consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution of the Company

“**THAT:**

- (a) To approve and adopt the rules of the share option scheme pursuant to which the Company intends to recognise the contributions by certain employees and give incentives thereto in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group by providing them with the opportunity to acquire the Shares, a copy of which marked “B” is produced to the meeting and for the purpose of identification signed by the chairman of this meeting thereof (the “**Share Option Scheme**”), subject to and conditional upon the Listing Committee granting approval to the listing of and permission to deal in the Shares which may fall to be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme;
- (b) To authorise the Board to administer the Share Option Scheme under which share options will be granted to the eligible participants (as defined in the Share Option Scheme) who are eligible under the Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the options in accordance with the terms of the Share Option Scheme and the requirement of the Listing Rules; and
- (c) To authorise the Board to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules.”
3. To consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution of the Company

“**THAT** the Company’s existing share option scheme adopted on 27 October 2014 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the Share Option Scheme becoming unconditional and effective such that thereafter no further options shall be offered under the Existing Share Option Scheme (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution.”

4. To consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution of the Company

“**THAT** the aggregated number of Shares to be allotted and issued by the Company for the purpose of the Share Award Scheme and Share Option Scheme pursuant to the resolutions numbered 1 and 2 above, together with any issue of Shares upon exercise of all Awards and Options to be granted under the Share Award Scheme, the Share Option Scheme and any other share schemes of the Group, shall not in aggregate exceed 10% of the Shares in issue as at the date of passing of this resolution.”

For and on behalf of the Board of
Wai Chi Holdings Company Limited
Chen Chung Po
Chairman

1 December 2022

Notes:

1. All resolutions at the extraordinary general meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and on the website of the Company at www.waichiholdings.com in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy can vote on a poll. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. Where there are joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the extraordinary general meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of 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 extraordinary general meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the extraordinary general meeting or any adjournment thereof, and in such event, the authority of the member's proxy shall be deemed to be revoked.
6. For the purpose of determining members who are qualified for attending the extraordinary general meeting, the register of members of the Company will be closed from Thursday, 15 December 2022 to Monday, 19 December 2022, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending the extraordinary general meeting, all transfer of Shares, accompanied by the relevant share certificates, must 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 Wednesday, 14 December 2022.
7. As at the date of this notice, the executive Directors of the Company are Mr. Chen Chung Po (Chairman and Chief Executive Officer), Ms. Luk Fong, Ms. Yiu Kwan Yu, Mr. Chen Wei Wu and Ms. Yong Jian Hui; and the independent non-executive Directors are Mr. Au Yeung Tin Wah, Mr. Chen Kwok Wang and Mr. Ho Chi Wai.