
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **Wealthy Way Group Limited**, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

- (1) PROPOSED DECLARATION OF FINAL DIVIDEND**
 - (2) RENEWAL OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES**
 - (3) ELECTION AND RE-ELECTION OF DIRECTORS**
 - (4) RE-APPOINTMENT OF THE AUDITOR**
 - (5) PROPOSED CHANGE OF COMPANY NAME
AND**
 - (6) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the annual general meeting of Wealthy Way Group Limited to be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 30 June 2023 at 4:00 p.m. is set out on pages 17 to 21 of this circular.

Shareholders of the Company should note that the meeting will be held as scheduled when amber or red rainstorm warning signal is in force. In the event that typhoon signal no. 8 (or above) or black rainstorm warning is hoisted on the day and before the time of the annual general meeting, shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

7 June 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I — EXPLANATORY STATEMENT ON REPURCHASE OF SHARES	11
APPENDIX II — DETAILS OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION	14
NOTICE OF ANNUAL GENERAL MEETING	17

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 30 June 2023, Friday at 4:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“Articles of Association”	the amended and restated articles of association of the Company adopted by special resolution dated 30 May 2022 and as amended, supplemented and/or otherwise modified from time to time
“Board”	the board of Directors (including independent non-executive Directors)
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Wealthy Way Group Limited, a limited liability company incorporated in the Cayman Islands with its issued shares listed on the Main Board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“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 PRC
“INED”	independent non-executive director
“Latest Practicable Date”	2 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum of Association”	the amended and restated memorandum of association of the Company adopted by special resolution dated 30 May 2022 and as amended, supplemented and/or otherwise modified from time to time
“PRC”	the People’s Republic of China, and for the purposes of this circular, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Wealthy Way Group Limited” to “Haosen Fintech Group Limited” and the dual foreign name in Chinese of the Company from “富道集團有限公司” to “浩森金融科技集團有限公司”
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of approval of the mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	the general and unconditional mandate proposed to be granted to the Board to (i) allot and issue Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the relevant resolution at the AGM; and (ii) extend the mandate in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Takeovers Code”

The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong, as amended from time to time

“%”

per cent

LETTER FROM THE BOARD



Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

Executive Directors:

Mr. LO Wai Ho (*Chairman*)

Mr. XIE Weiquan

Independent Non-executive Directors:

Mr. HA Tak Kong

Mr. IP Chi Wai

Mr. KAM Wai Man

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

Room 3402, 34/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

7 June 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED DECLARATION OF FINAL DIVIDEND**
- (2) RENEWAL OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES**
- (3) ELECTION AND RE-ELECTION OF DIRECTORS**
- (4) RE-APPOINTMENT OF THE AUDITOR**
- (5) PROPOSED CHANGE OF COMPANY NAME
AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

(I) INTRODUCTION

The purpose of this circular is to provide you with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval of:

- (a) the declaration of final dividend;
- (b) the granting to the Directors of the Share Issue Mandate;
- (c) the granting to the Directors of the Repurchase Mandate;
- (d) the election and re-election of Directors;
- (e) the re-appointment of the auditor; and
- (f) the Proposed Change of Company Name.

(II) DECLARATION OF FINAL DIVIDEND

As disclosed in the announcements of the Company dated 24 March 2023, the Board recommended the payment of a final dividend of HK\$0.03 per Share in respect of the year ended 31 December 2022 (2021: HK\$0.03 per Share) (the “**Final Dividend**”). Subject to approval by the Shareholders at the AGM, the Final Dividend will be payable on or about 15 July 2023 to the Shareholders whose names appear on the register of members of the Company on 4 July 2023 (Tuesday). For the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from 27 June 2023 (Monday) to 30 June 2023 (Friday), both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:00 p.m. on 26 June 2023 (Monday).

(III) PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

By resolutions of the Shareholders passed on 30 May 2022, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue shares if and when appropriate, an ordinary resolution will be proposed at the AGM that the Directors be given an unconditional general mandate to approve:

- (i) the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary

LETTER FROM THE BOARD

resolution contained in item 6 of the notice of the AGM as set out on pages 17 to 18 of this circular (i.e. an aggregate nominal amount of a maximum of 15,658,300 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM);

- (ii) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the AGM as set out on pages 18 to 19 of this circular (i.e. an aggregate nominal amount of a maximum of 31,316,600 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM); and
- (iii) the extension of the general mandate to be granted to the Directors to increase the total number of Shares which may be allotted and issued under the Share Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate. The new general mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the number of issued Shares of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 156,583,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 31,316,600 Shares representing 20% of the aggregate number of the issued Shares as at the date of the AGM.

Each of the Repurchase Mandate and Share Issue Mandate, if granted, will continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or Companies Act; or (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

LETTER FROM THE BOARD

(IV) ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM:

Name	Position
(a) Mr. LO Wai Ho	Executive Director
(b) Mr. IP Chi Wai	Independent non-executive Director

All of them, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, Mr. LO Wai Ho and Mr. IP Chi Wai will hold office until the conclusion of the annual general meeting of the Company of 2026.

If elected and/or re-elected (as the case may be), all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles of Association or the disqualification to act as a Director under the Articles of Association, the laws of the Cayman Islands and the Listing Rules. The biographical details of each of the retiring Directors are set out in Appendix II to this circular.

(V) PROPOSED RE-APPOINTMENT OF AUDITOR

The mandate of the current auditor of the Company, Moore Stephens CPA Limited, will expire at the AGM. At the AGM, an ordinary resolution will be put forward for approval of the re-appointment of the auditor. The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted for Shareholders' approval at the AGM.

(VI) PROPOSED CHANGE OF COMPANY NAME

The Board proposes to put forward a proposal to the Shareholders to approve the change of the English name of the Company from "Wealthy Way Group Limited" to "Haosen Fintech Group Limited" and the dual foreign name in Chinese of the Company from "富道集團有限公司" to "浩森金融科技集團有限公司". The Proposed Change of Company Name is subject to approval by the Shareholders at the AGM and the Registrar of Companies in the Cayman Islands.

LETTER FROM THE BOARD

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the AGM; and
- (ii) the approval being granted by the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong upon the Proposed Change of Company Name becoming effective.

Reasons for the Proposed Change of Company Name

The principal activities of the Group include (i) provision of financial leasing, factoring and financial advisory services in the PRC and (ii) provision of small loans and related loan services in the PRC. With the development of fintech in the PRC, the Directors have resolved to employ online technologies to promote its small loan business and related loan services. The Board is of the view that the conduct of small loan business and related loan services through the internet and online technology would promote the Group's participation in fintech and be beneficial to the Group's business by broadening the Group's source of business and thus its revenue base.

In view of the aforesaid business strategy, the Board considers that the Proposed Change of Company Name can align the Company's development in fintech business and promote its brand name. The Board is of the view that the Proposed Change of Company Name enables the Company to better identify and seize business opportunities with a more appropriate corporate image and identity which will benefit the Company's brand building and business development and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. Once the Proposed Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the shares of the Company will be traded on the Stock Exchange in the new name of the Company. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the shares of the Company and will continue to

LETTER FROM THE BOARD

be valid for trading, settlement, registration and delivery purposes for the same number of shares in the new name of the Company.

There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

The Company will make further announcement(s) on the effective dates of the Proposed Change of Company Name and the new stock short name of the Company under which the shares of the Company will be traded on the Stock Exchange.

(VII) ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 17 to 21 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

(VIII) RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

(IX) RESPONSIBILITY OF THE DIRECTORS

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.

Yours faithfully,
On behalf of the Board
Wealthy Way Group Limited
LO Wai Ho
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares of the Company was 156,583,000 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 15,658,300 Shares, representing 10% of the number of issued Shares of the Company as at the Latest Practicable Date, during the period from the date of resolution granting the Repurchase Mandate until 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 Companies Act or the Articles of Association to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Memorandum of Association and Articles of Association and the laws of the Cayman Islands.

Taking into account the current working capital of the Company, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

4. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and do not propose or intend to repurchase Shares which could result in the amount of Shares held by the public being reduced to less than 25%.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the following months up to the Latest Practicable Date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2022		
January	7.13	6.27
February	6.49	6.23
March	6.42	5.97
April	6.32	6.05
May	6.19	5.97
June	6.06	5.97
July	6.06	5.97
August	6.03	5.96
September	6.18	6.01
October	6.18	6.08
November	6.18	5.96
December	6.12	5.90
2023		
January	6.19	6.02
February	6.19	6.00
March	6.16	6.00
April	6.13	6.00
May	6.18	5.95
June (up to the Latest Practicable Date)	6.06	6.09

6. REPURCHASE OF SHARES

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

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

Set out below are details of the Directors who are proposed to be elected or re-elected at the AGM.

1. MR. LO WAI HO (“MR. LO”)

Mr. Lo Wai Ho (盧偉浩), aged 53, is an executive Director, the founder, chairman and chief executive officer of the Group. He is mainly responsible for the overall strategic planning and management of the Group.

Mr. LO has over 26 years of experience in the areas of corporate management, finance and property development. From July 1993 to December 1997, Mr. LO was the deputy general manager of Heng Feng Investments (China) Development Company Limited (“**Heng Feng**”) (formerly known as Stable Profit Industries Limited and Heng Feng Investments (China) Development Company Limited). Heng Feng is principally engaged in the business of property development projects in the PRC. Mr. LO was responsible for the corporate management, finance and the PRC property projects of Heng Feng. In January 1998, he was appointed as a director of Heng Feng.

Since the beginning of 2012 after Mr. LO founded the Group, he has been primarily responsible for overall strategy of Heng Feng. He has not been involved in its day-to-day operations.

Mr. LO has entered into a service contract with the Company for a term of 12 months, renewable automatically for successive terms of 12 months upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service contract.

Mr. LO received full remuneration of approximately RMB514,403 for the financial year ended 31 December 2022, which was determined by the Board with the recommendation of the remuneration committee by reference to his performance and responsibilities, the market rates for the position and the Company’s performance and profitability.

Mr. LO has also been one of the directors of (i) Grand Partners Asset Management Limited since June 2011, a corporation licensed under the SFO to carry out type 9 (asset management) regulated activities; (ii) Grand Partners Investment Consultants Limited since August 2015, a corporation licensed under the SFO to carry out type 4 (advising on securities) regulated activities; and (iii) Grand Partners Securities Limited since October 2015, a corporation licensed under the SFO to carry out type 1 (dealing in securities) regulated activities. Mr. LO is not involved in their day-to-day operations and his primary responsibilities are to preside over and participate in board meetings, provide strategic advice and guidance to the management of Grand Partners Asset Management Limited, Grand Partners Investment Consultants Limited and Grand Partners Securities Limited.

Mr. LO is the uncle of Mr. Xie Weiquan (the Group’s executive Director) and Mr. Xie Zhuochou (a member of the Group’s senior management). Other than disclosed in this circular,

Mr. LO is not connected with any other Directors, members of the senior management, Substantial Shareholder or Controlling Shareholders of the Company.

If re-elected at the AGM, Mr. LO will hold office until the conclusion of the annual general meeting of the Company of 2026.

2. MR. IP CHI WAI (“MR. IP”)

Mr. Ip Chi Wai (葉志威), aged 55, was appointed as an INED on 19 June 2017. He is mainly responsible for providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Company. Mr. IP has been an independent non-executive director of Asia Standard Hotel Group Limited (泛海酒店集團有限公司) (stock code: 292) and Dingyi Group Investment Limited (鼎億集團投資有限公司) (stock code: 508) since September 2003 and March 2016 respectively.

Mr. IP graduated from the University of Hong Kong with a degree of Bachelor of Laws in December 1990. He is a qualified solicitor in Hong Kong and has over 28 years of experience in the legal profession.

Mr. IP has entered into a service contract with the Company for a term of 12 months, renewable automatically for successive terms of 12 months upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service contract.

Mr. IP received full remuneration of approximately RMB154,321 for the financial year ended 31 December 2022, which was determined by the Board with the recommendation of the remuneration committee by reference to his performance and responsibilities, the market rates for the position and the Company’s performance and profitability.

If re-elected at the AGM, Mr. IP will hold office until the conclusion of the annual general meeting of the Company of 2026.

OTHER INFORMATION

If re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles of Association or the disqualification to act as a Director under the Articles of Association, the laws of the Cayman Islands and the Listing Rules. Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and any relationship with any other Directors, senior management or any substantial or Controlling Shareholders of the Company, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be

disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Wealthy Way Group Limited

富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3848)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at 4:00 p.m. on Friday, 30 June 2023 at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“**Directors**”) and the independent auditors of the Company (“**Auditors**”) for the year ended 31 December 2022.
2. To declare a final dividend of HK\$0.03 per ordinary share for the year ended 31 December 2022.
3. To re-appoint Moore Stephens CPA Limited as the Auditors and authorise the board of Directors to fix their remuneration.
4. (a) To re-elect Mr. LO WAI HO as a executive Director.

(b) To re-elect Mr. IP CHI WAI as an independent non-executive Director.
5. To authorise the board of Directors to fix the Directors’ remuneration.

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

6. “**THAT:**
 - (a) subject to paragraph (b) below of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purpose 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 law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

7. “**THAT:**

- (a) subject to paragraph (c) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purpose 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 law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

8. “**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolution (with or without modification) as special resolutions:

9. “**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 “Wealthy Way Group Limited” to “Haosen Fintech Group Limited” and the dual foreign name in Chinese of the Company be changed from “富道集團有限公司” to “浩森金融科技集團

NOTICE OF ANNUAL GENERAL MEETING

有限公司” (the “**Proposed Change of Company Name**”) and that any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

10. “**THAT** subject to the Proposed Change of Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the existing memorandum and articles of association of the Company be amended by replacing all references therein to “Wealthy Way Group Limited” and “富道集團有限公司” with “Haosen Fintech Group Limited” and “浩森金融科技集團有限公司”; and that any one or more directors or the secretary of the Company be and is/are hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he/she may in his/her/they absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

On behalf of the Board
Wealthy Way Group Limited
LO Wai Ho
Chairman and Executive Director

Hong Kong, 7 June 2023

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 7 June 2023. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid 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 Company’s branch share registrar 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 AGM or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, (both days inclusive) during which period no transfer of shares will be registered. To ascertain the entitlements to attend and vote at the AGM, members of the Company must lodge the relevant transfer document(s) and share certificate(s) at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:00 p.m. on Monday, 26 June 2023 for registration. Members of the Company whose names are recorded in the register of members of the Company on Friday, 30 June 2023 are entitled to attend and vote at the AGM.
4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the

NOTICE OF ANNUAL GENERAL MEETING

most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.

5. If Typhoon Signal No. 8 or above, or “extreme conditions” caused by super typhoons, or a “black” rainstorm warning is in effect any time and remains in force 2 hours before the time of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.cwl.com> and on the HKExnews website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. LO Wai Ho and Mr. XIE Weiquan as the executive Directors; and Mr. HA Tak Kong, Mr. IP Chi Wai and Mr. KAM Wai Man as the independent non-executive Directors.