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**Wealthy Way Group Limited**

**富道集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3848)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of the Company (the “EGM”) will be held at Room 3402, 34/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on Friday, 30 June 2023 at 5:00 p.m. (or immediately after the annual general meeting, whichever is later) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange (as defined in the circular of the Company dated on the same day as this Notice (the “**Circular**”)) granting approval for the listing of and permission to deal in the shares of the Company to be issued pursuant to the exercise of any Options (as defined in the Circular) to be granted pursuant to the New Share Option Scheme (as defined in the Circular), as defined and summarised in Appendix I to the Circular (the rules of which are contained in the document marked “A” and produced to the meeting and for the purposes of identification initialled by the chairman of the meeting), the New Share Option Scheme be and is hereby approved and adopted and the Directors (as defined in the Circular) be and are hereby authorised to take all such steps and attend all such matters, approve and

execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Option Scheme, including but without limitation:

- i. to administer the New Share Option Scheme in accordance with its terms;
  - ii. to grant the Options to the Eligible Participants (as defined in the Circular) under the New Share Option Scheme and allotting and issuing from time to time such number of new Shares (as defined in the Circular) as may be required to be issued pursuant to the exercise of the Options that may be granted under the New Share Option Scheme;
  - iii. to modify and/or amend the rules of the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the New Share Option Scheme relating to the modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules (as defined in the Circular);
  - iv. to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any new Shares that may be allotted and issued pursuant to the exercise of the Options granted or to be granted under the New Share Option Scheme; and
  - v. to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme; and
- (b) subject to and conditional upon the New Share Option Scheme becoming unconditional, the Existing Share Option Scheme (as defined in the Circular) be and is hereby terminated except that the provisions of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior to its termination, or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme.”

2. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the shares of the Company to be issued on to the vesting of any Awarded Shares (as defined in the Circular) pursuant to any Awards (as defined in the Circular) which may be granted under the New Share Award Scheme (as defined in the Circular), as defined and summarised in Appendix II to the Circular (the rules of which are contained in the document marked “B” and produced to the meeting and for the purposes of identification initialled by the chairman of the meeting), the New Share Award Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Award Scheme, including without limitation to the following:
- i. administering the New Share Award Scheme in accordance with its terms;
  - ii. to grant the Awards to the Eligible Participants (as defined in the New Share Award Scheme) under the New Share Award Scheme and allotting and issuing from time to time such number of Shares as may be required to be issued pursuant to the vesting of the Awards that may be granted under the New Share Award Scheme;
  - iii. to modify and/or amend the New Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Award Scheme relating to modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules;
  - iv. to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any new Shares that may be allotted and issued pursuant to the vesting of the Awards granted or to be granted under the New Share Award Scheme; and
  - v. to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Award Scheme; and
- (b) subject to and conditional upon the New Share Award Scheme becoming unconditional, the Existing Share Award Scheme (as defined in the Circular) be and is hereby terminated except that the provisions of the Existing Share Award Scheme will remain in full force and effect to the extent necessary to give effect to the Awards granted or Shares purchased pursuant to the Existing Share Award Scheme prior to its termination, or otherwise as may be required in accordance with the provisions of the Existing Share Award Scheme.”

3. “**THAT** subject to and conditional upon the passing of ordinary resolutions 1 and 2 above, the Service Provider Sublimit (as defined in the Circular) on the total number of new Shares that may be issued in respect of all share options and share awards to be granted to Service Providers (as defined in the Circular) under the New Share Option Scheme and the New Share Award Scheme (and other share scheme(s) of the Company) (i.e. 1% of the shares of the Company in issue as at the date of passing of this resolution) be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

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

Hong Kong, 14 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 EGM 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 EGM 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 EGM is enclosed with the Company’s circular dated 14 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 EGM or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 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 EGM, 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 EGM.
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 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 Extraordinary 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.*