
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Wonderful Sky Financial Group Holdings Limited (the “Company”), you should at once hand this supplemental circular and the accompanying second form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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皓天財經集團

WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED

皓天財經集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1260)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 28 JULY 2023 IN
RELATION TO THE PROPOSED AMENDMENT AND THE ADOPTION OF
THE AMENDED & RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION;
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 28 July 2023 (the “**First Circular**”).

A notice dated 28 July 2023 convening the annual general meeting of the Company to be held at on 22 September 2023 (Friday) at 10:00 a.m. at Rm. 1901 Block A, Vantone Center No. A6 Chaowai Street Chaoyang Dist., Beijing, PRC was set out in the First Circular. The supplemental notice of the annual general meeting is set out on pages 5 to 6 of this supplemental circular.

A re-revised form of proxy is enclosed herewith and shall supersede the revised form of proxy despatched to the Shareholders on 1 August 2023. Whether or not you are able to attend the annual general meeting in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Investor Services, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 adjournment thereof (as the case may be).

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 (as the case may be) should you so wish.

25 August 2023

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LETTER FROM THE BOARD



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WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED

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(Stock Code: 1260)

Executive Directors:

Mr. Liu Tianni

Ms. Liu Lin

Independent Non-executive Directors:

Ms. Li Ling Xiu

Ms. Lam, Sally

Mr. Leung Tsz Wing

Registered Office:

Grand Pavilion

Hibiscus Way

802 West Bay Road

P.O. Box 31119

KY1-1205

Cayman Islands

Principal Place of Business

in Hong Kong:

9/F, The Center

No. 99 Queen's Road Central

Hong Kong

25 August 2023

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 28 JULY 2023 IN
RELATION TO THE PROPOSED AMENDMENT AND THE ADOPTION OF
THE AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION;
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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

This supplemental circular (the “**Supplemental Circular**”) should be read in conjunction with the circular of the Company dated 28 July 2023 (the “**First Circular**”). Unless indicated otherwise, the capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the First Circular.

The purpose of this Supplemental Circular is to give you the supplemental notice of the AGM (the “**Supplemental Notice**”), details of which are set out on pages 5 to 6 of this Supplemental Circular, and to provide you with further information on the resolution to be proposed at the AGM regarding the proposed amendment and the adoption of the Amended and Restated Memorandum and Articles of Association.

PROPOSED AMENDMENT AND THE ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the supplemental announcement (the “**Supplemental Announcement**”) of the Company dated 25 August 2023 in relation to the further amendments to the Memorandum and Articles of Association in addition to the Proposed Amendments set out in Appendix III to the First Circular.

In compliance with the Core Shareholder Protection Standards, the Board wishes to propose the following further amendment to the Memorandum and Articles of Association (“**Further Proposed Amendments**”), which should form part of the Proposed Amendments and therefore should be included in the Proposed Amendments as set out in Appendix III to the First Circular:

ARTICLES NO.	PROVISIONS IN THE FURTHER PROPOSED AMENDMENTS (SHOWING CHANGES TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION)
152.(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by special ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. Save for the above amendment, the other Proposed Amendments shall remain unchanged. For details of all the other Proposed Amendments, please refer to Appendix III to the First Circular.

The Proposed Amendments (including the Further Proposed Amendments) and the proposed adoption of the Amended and Restated Memorandum and Articles of Association are subject to the Shareholders’ approval by way of a special resolution at the AGM, details of which are set out in the Supplemental Notice, which is set out on pages 5 to 6 of this Supplemental Circular.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments (including the Further Proposed Amendments) conform with the applicable requirements under the Listing Rules and are not inconsistent with the Companies Act (as revised) of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

SUPPLEMENTAL NOTICE OF MEETING AND RE-REVISED PROXY FORM

Since the First Notice and the form of proxy (the “**First Proxy Form**”) despatched together with the First Circular and the revised proxy form (the “**Revised Proxy Form**”) despatched on 1 August 2023 do not contain the proposed revised resolution in relation to the Further Proposed Amendments as set out in this Supplemental Circular, a Supplemental Notice and A re-revised form of proxy (the “**Re-revised Proxy Form**”) are enclosed with this Supplemental Circular to include such proposed revised resolution. A Supplemental Notice convening the AGM to be held on 22 September 2023 (Friday) at 10:00 a.m. at Rm. 1901 Block A, Vantone Center No. A6 Chaowai Street Chaoyang Dist., Beijing, PRC is set out on pages 5 to 6 of this Supplemental Circular.

The Re-revised Proxy Form is enclosed with this Supplemental Circular. Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the enclosed Re-revised Proxy Form in accordance with the instructions printed thereon 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 less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be) (the “**Closing Time**”). Completion and return of the Re-revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The Re-revised Proxy Form supersedes the First Proxy Form and the Revised Proxy Form. A Shareholder who has not yet lodged the First Proxy Form or the Revised Proxy Form with the Company’s Hong Kong branch share registrar is requested to lodge the Re-revised Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form or the Revised Proxy Form should not be lodged with the Company’s Hong Kong branch share registrar.

A Shareholder who has already lodged the First Proxy Form or the Revised Proxy Form with the Company’s Hong Kong branch share registrar should take note of the following:

- (i) subject to (iii) below, if no Re-revised Proxy Form is lodged with the Company’s Hong Kong branch share registrar, the First Proxy Form or the Revised Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form or the Revised Proxy Form and, in respect of the resolution for the proposed amendment and the adoption of the Amended and Restated Memorandum and Articles of Association

LETTER FROM THE BOARD

as set out in the Supplemental Notice and the Re-revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;

- (ii) if the Re-revised Proxy Form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, the Re-revised Proxy Form, if correctly completed and signed, shall revoke and supersede any First Proxy Form and/or Revised Proxy Form previously lodged by him/her. The Re-revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Re-revised Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Re-revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Revised Proxy Form or, if no Revised Proxy Form was lodged, the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above if no Re-revised Proxy Form was lodged with the Company's Hong Kong branch share registrar.

Accordingly, Shareholders are advised to complete the Re-revised Proxy Form carefully and lodge the Re-revised Proxy Form with the Company's Hong Kong branch share registrar before the Closing Time.

RECOMMENDATION

The Directors consider that the Further Proposed Amendments to the Memorandum and Articles of Association as set out in this Supplemental Circular together with the other Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

GENERAL

This Supplemental 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 Supplemental 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 Supplemental Circular misleading.

By Order of the Board
Wonderful Sky Financial Group Holdings Limited
Li Liju
Company Secretary

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**First Circular**”) of Wonderful Sky Financial Group Holdings Limited (the “**Company**”) and the notice of annual general meeting (the “**First Notice**”) of the Company dated 28 July 2023, by which the Company convened an annual general meeting to be held on 22 September 2023 (Friday) at 10:00 a.m. at Rm. 1901 Block A, Vantone Center No. A6 Chaowai Street Chaoyang Dist., Beijing, PRC (the “**Meeting**”). This supplemental notice shall be read together with the First Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting will be held as originally scheduled. Due to the matters as set out in the supplemental circular of the Company dated 25 August 2023 (the “**Supplemental Circular**”), the special resolution numbered 5 in the First Notice shall be deleted in its entirety and replaced by the following:

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

5. the proposed amendments to the existing memorandum and articles of association of the Company, the details of which are set out in the Supplemental Circular, be and are hereby approved;

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Apart from the amendments above, all the information contained in the First Notice remains valid and effective.

By Order of the Board
Wonderful Sky Financial Group Holdings Limited
Li Liju
Company Secretary

Hong Kong, 25 August 2023

As of the date of this notice, the executive directors are Mr. Liu Tianni and Ms. Liu Lin and the independent non-executive Directors are Ms. Li Lingxiu, Ms. Lam, Sally and Mr. Leung Tsz Wing.

Notes:

1. A re-revised form of proxy (the “**Re-revised Proxy Form**”) is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental Notice of Meeting and Re-revised Proxy Form” on pages 3 to 4 of the Supplemental Circular for the arrangements regarding the completion and submission of the Re-revised Proxy Form.
2. Please refer to the First Notice for details of the other resolutions to be considered at the Meeting and other relevant matters.