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

If you have sold or transferred all your shares in WK Group (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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WK Group (Holdings) Limited

泓基集團（控股）有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2535)

PROPOSALS FOR

- (1) GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITOR; AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of WK Group (Holdings) Limited to be held at Suites 3101-3104, 31/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 24 May 2024 at 11:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the Annual General Meeting is enclosed.

Whether or not you are able to attend the Annual General Meeting, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, situated at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

26 April 2024

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DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 19 to 23 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suites 3101-3104, 31/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 24 May 2024 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors of the Company
“Companies Act”	The Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	WK Group (Holdings) Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 2535)
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue and deal with the Shares not exceeding the aggregate of 20% of the number of the issued Shares as at the date of the passing of the relevant resolution granting such mandate in accordance with the terms set out in Ordinary Resolution No. 4 in the AGM Notice

DEFINITIONS

“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	8 March 2024, being the date of listing of the Shares
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares not exceeding the aggregate of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate in accordance with the terms as set out in Ordinary Resolution No. 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers issued by Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



WK Group (Holdings) Limited
泓基集團（控股）有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2535)

Executive Directors:

Mr. Chan Kam Kei (*Chief Executive Officer*)
Mr. Chan Kam Kong
Ms. Chan Suk Man

Non-executive Directors:

Mr. Chan Wing Hong (*Chairman*)
Ms. Choi Chick Cheong

Independent Non-executive Directors:

Mr. Cha Ho Wa
Mr. Yu Chun Kit
Mr. Liu Chi Kwun Albert

Registered Office:

Suite 102, Cannon Place
P.O. Box 712 North Sound Rd.
George Town
Grand Cayman KY1-9006
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Room 1510-1511, 15th Floor
Fortune Commercial Building
362 Sha Tsui Road
Tsuen Wan, New Territories
Hong Kong

26 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the relevant information regarding the resolutions to be proposed at the Annual General Meeting relating to:

- (a) the granting of the Issue Mandate to the Directors;
- (b) the granting of the Repurchase Mandate to the Directors;

LETTER FROM THE BOARD

- (c) the granting of the extension mandate to extend the Issue Mandate by the addition of an amount representing the number of the issued Shares purchased or repurchased by the Company pursuant to the Repurchase Mandate;
- (d) the re-election of the retiring Directors; and
- (e) the re-appointment of the auditor of the Company.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 5 February 2024. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the Annual General Meeting. It was therefore proposed that ordinary resolutions be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate which shall not exceed the aggregate of 20% of the number of the issued Shares as at the date of passing the relevant resolution and the Repurchase Mandate which shall not exceed the aggregate of 10% of the number of the issued Shares as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 2,000,000,000 Shares were in issue. Subject to the passing of the relevant proposed resolutions, the Company will be allowed to allot and issue up to a maximum of 400,000,000 new Shares, being 20% of the number of issued Shares of the Company as at the Latest Practicable Date and repurchase a maximum of 200,000,000 Shares, being 10% of the number of issued Shares of the Company as at the Latest Practicable Date on the assumption that there will be no change in the number of the issued share capital after the Latest Practicable Date and prior to the Annual General Meeting.

Subject to the relevant resolutions being passed at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate shall be valid from the date of passing the resolutions until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws in the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the mandate given to the Directors.

Under the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I of this circular.

LETTER FROM THE BOARD

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the Annual General Meeting to extend the Issue Mandate by the addition to the total number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares purchased or repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution numbered 6 of the AGM Notice.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised eight Directors, namely Mr. Chan Kam Kei, Mr. Chan Kam Kong and Ms. Chan Suk Man, being the executive Directors; Mr. Chan Wing Hong and Ms. Choi Chick Cheong, being the non-executive Directors; Mr. Cha Ho Wa, Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert, being the independent non-executive Directors.

Pursuant to Article 108 of the Articles of Association, at each annual general meeting one-third of the Directors, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, for the time being shall retire from office by rotation and shall be eligible for re-election. Pursuant to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Accordingly, Mr. Chan Kam Kei, Mr. Chan Kam Kong, Ms. Chan Suk Man, Mr. Chan Wing Hong, Ms. Choi Chick Cheong, Mr. Cha Ho Wa, Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert will retire from office at the Annual General Meeting. All of them, being eligible, will offer themselves for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

The Nomination Committee had reviewed the composition of the Board and nominated Mr. Chan Kam Kei, Mr. Chan Kam Kong, Ms. Chan Suk Man, Mr. Chan Wing Hong, Ms. Choi Chick Cheong, Mr. Cha Ho Wa, Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert to the Board for it to recommend to the Shareholders for re-election at the AGM. The recommendations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, professional experience and qualifications, skills and knowledge of the retiring Directors), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

The Nomination Committee had also taken into account the respective contributions of the retiring Directors and their commitment to their roles. The Nomination Committee was satisfied with the independence of Mr. Cha Ho Wa, Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Cha Ho Wa, Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert, who are proposed to be re-elected as independent non-executive Directors of the Company, confirmed to the

LETTER FROM THE BOARD

Company that they did not, as at the Latest Practicable Date, hold seven or more directorships in any listed companies. The biographical background of the retiring Directors are more particularly set out in Appendix II of this circular.

The Board accepted the Nomination Committee's nominations and recommended Mr. Chan Kam Kei, Mr. Chan Kam Kong, Ms. Chan Suk Man, Mr. Chan Wing Hong, Ms. Choi Chick Cheong, Mr. Cha Ho Wa, Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert to stand for re-election by the Shareholders at the AGM. The Board considers that the re-election of Mr. Chan Kam Kei, Mr. Chan Kam Kong, Ms. Chan Suk Man, Mr. Chan Wing Hong, Ms. Choi Chick Cheong, Mr. Cha Ho Wa, Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert as Directors is in the best interest of the Company and the Shareholders as a whole.

Further information about the Board's composition, diversity (including their gender, age, skills and professional qualifications and experience) and Directors' attendance record at Board meetings and Board committee meetings has been disclosed in the corporate governance report of the 2023 annual report of the Company.

RE-APPOINTMENT OF THE AUDITOR

PricewaterhouseCoopers will retire as the independent auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint PricewaterhouseCoopers as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024 (both dates inclusive), during which no transfer of the Shares will be effected. In order to be entitled to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificates shall be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, located at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong by no later than 4:30 p.m. on Monday, 20 May 2024 for registration of the relevant transfer.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders.

At the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.wing-kei.com.hk as prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension mandate to extend the Issue Mandate, the proposed re-election of the retiring Directors and the re-appointment of auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the above resolutions to be proposed at the Annual General Meeting.

ANNUAL GENERAL MEETING AND PROXY FORM

A notice convening the AGM to be held at Suites 3101-3104, 31/F, Jardine House, 1 Connaught Place, Central, Hong Kong, on Friday, 24 May 2024 at 11:00 a.m. is set out on pages 19 to 23 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy to the office of the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, located at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of a 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).

GENERAL INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

By Order of the Board
WK Group (Holdings) Limited
Chan Wing Hong
Chairman

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, a total of 2,000,000,000 Shares were in issue and fully paid. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 200,000,000 Shares, representing 10% of the total number of the issued Shares as at the Latest Practicable Date during the period up to (i) the conclusion of the next annual general meeting after the Annual General Meeting; 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 any applicable law of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. The number of the Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining. The Directors wish to state that there is no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

3. FUNDING OF REPURCHASES

The Company is empowered by the Articles of Association to repurchase its Shares. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association, the applicable laws of Cayman Islands and all other applicable laws, rules and regulations, as the case may be.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in effect from time to time.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

Subject to the foregoing, any repurchase of the Shares by the Company may be made out of profits of the Company, out of share premium, or out of the proceeds of a fresh issue of the Shares made for the purpose of the repurchase or, subject to the Companies Act, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of profits of the Company, out of the Company's share premium account before or at the time the Shares are repurchased, or subject to the Companies Act, out of capital.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Group compared with that as at 31 December 2023, being the date of its latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level which, in the opinion of the Directors, are from time to time appropriate for a Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange from the Listing Date up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2024		
March <i>(Note)</i>	0.74	0.48
April (up to the Latest Practicable Date)	0.79	0.53

Note: Dealings in Shares on the Stock Exchange first commenced on 8 March 2024.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and all applicable laws of the Cayman Islands.

7. INTENTION TO SELL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

8. EFFECT OF THE TAKEOVERS CODE

If as a result of the repurchase by the Company, 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 the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, depending on the level of increase in the Shareholders’ interest, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchase pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following parties were directly or indirectly interested in 5% or more of the issued share capital of the Company:

Name of Shareholder	Number of Shares held/ interested	Percentage of interest
WK (BVI) Limited (“WK (BVI)”) ^(Note 1)	1,500,000,000	75%
Mr. Chan Kam Kei ^(Note 1)	1,500,000,000	75%
Mr. Chan Kam Kong ^(Note 1)	1,500,000,000	75%
Ms. Chan Suk Man ^(Note 1)	1,500,000,000	75%
Mr. Chan Wing Hong ^(Note 1)	1,500,000,000	75%
Ms. Choi Chick Cheong ^(Note 1)	1,500,000,000	75%
Ms. Tang Wing Yee Jenny ^(Note 2)	1,500,000,000	75%
Ms. Fong Ying Wah ^(Note 3)	1,500,000,000	75%

Notes:

1. The Company is owned as to 75% by WK (BVI). WK (BVI) is legally and beneficially owned as to 30% by Mr. Chan Kam Kei, 30% by Mr. Chan Kam Kong, 15% by Mr. Chan Wing Hong, 15% by Ms. Choi Chick Cheong and 10% by Ms. Chan Suk Man. By virtue of the SFO, Mr. Chan Kam Kei, Mr. Chan Kam Kong, Mr. Chan Wing Hong, Ms. Choi Chick Cheong and Ms. Chan Suk Man are deemed to be interested in the Shares held by WK (BVI).
2. Ms. Tang Wing Yee Jenny is the spouse of Mr. Chan Kam Kei. Under the SFO, Ms. Tang Wing Yee Jenny is deemed to be interested in the same number of Shares in which Mr. Chan Kam Kei is interested.
3. Ms. Fong Ying Wah is the spouse of Mr. Chan Kam Kong. Under the SFO, Ms. Fong Ying Wah is deemed to be interested in the same number of Shares in which Mr. Chan Kam Kong is interested.

In the event that the Directors should exercise in full the power to repurchase shares which is proposed to be granted pursuant to the resolution to be proposed at the Annual General Meeting, the shareholding of WK (BVI) in the Company would be increased from 75% to approximately 83.3% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of such purchase made under the Repurchase Mandate. The Directors consider that such

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

increase will result in the number of shares which are in the hands of the public being reduced to less than 25 percent. The Directors do not propose to exercise the Repurchase Mandate in full so as to give rise to this extent.

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company or any of its subsidiaries (whether on the Stock Exchange or otherwise) from the Listing Date to the Latest Practicable Date.

10. STATUS OF REPURCHASED SHARES

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The details of the Directors who will retire from office by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out below:

EXECUTIVE DIRECTORS

Mr. Chan Kam Kei (陳鑫基), aged 48, was appointed as a Director on 28 June 2023 and was re-designated as an executive Director on 6 July 2023. Mr. Chan Kam Kei also serves as the chief executive officer of the Group, the chairperson of the Nomination Committee and a member of the Remuneration Committee. He is primarily responsible for the overall management and formulation of business strategies of the Group. He is also a director of various subsidiaries of the Company, namely WK Development Group Limited, Wing Kei Structural Metalworks Company Limited and Wing Kei Management Limited. He is the son of Mr. Chan Wing Hong and Ms. Choi Chick Cheong, and the brother of Mr. Chan Kam Kong and Ms. Chan Suk Man. Mr. Chan Kam Kei is one of the Controlling Shareholders of the Company.

Mr. Chan Kam Kei co-founded the Group in July 1999 with Mr. Chan Wing Hong, and has since accumulated over 24 years of experience in the structural steelwork industry. Since founding the Group, Mr. Chan Kam Kei has been overseeing various aspects of the Group's business including its strategic and corporate development, expansion plans and bidding tenders, and leading the Group to gradually expand its business throughout the years and undertake both private and public projects.

Mr. Chan Kam Kei has been a member of the New Territories General Chamber of Commerce (新界總商會) since March 2013 and was a director of the chamber from 2014 to 2016 and 2020 to 2022. He has also been a member of Tsuen Wan Trade Association Limited (荃灣商會有限公司) since April 2016. Mr. Chan Kam Kei attended secondary school education in Canada.

Mr. Chan Kam Kei has entered into a service agreement with the Company for a term of three years and continue thereafter until terminated in accordance with the terms of the service agreement. He is entitled to receive emoluments of approximately HK\$1.4 million per annum, which was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

As at the Last Practicable Date, WK (BVI), which is beneficially owned as to 30% by Mr. Chan Kam Kei, 30% by Mr. Chan Kam Kong, 15% by Mr. Chan Wing Hong, 15% by Ms. Choi Chick Cheong and 10% by Ms. Chan Suk Man, owned 75% of the issued capital of the Company. By virtue of the SFO, Mr. Chan Kam Kei, Mr. Chan Kam Kong, Mr. Chan Wing Hong, Ms. Choi Chick Cheong and Ms. Chan Suk Man are deemed to be interested in the Shares held by WK (BVI).

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Chan Kam Kong (陳鑫江), aged 45, was appointed as a Director on 28 June 2023 and was re-designated as an executive Director on 6 July 2023. Mr. Chan Kam Kong also serves as the chief operating officer of the Group. He is primarily responsible for the overall project management and day-to-day management of the operations of the Group. He is also a director of all subsidiaries of the Company, namely WK Development Group Limited, Wing Kei Structural Metalworks Company Limited, Wing Kei Management Limited and Dongguan Yongji Metal Component Manufacturing Co., Ltd* (東莞永基金屬構件有限公司). He is the son of Mr. Chan Wing Hong and Ms. Choi Chick Cheong, and the brother of Mr. Chan Kam Kei and Ms. Chan Suk Man. Mr. Chan Kam Kong is one of the Controlling Shareholders of the Company.

Mr. Chan Kam Kong joined the Group in September 2003, and has since accumulated nearly 20 years of experience in the structural steelwork industry. Since joining the Group, Mr. Chan Kam Kong has been overseeing various aspects of the Group's business including its strategic and corporate development, project management and expansion plans. Mr. Chan Kam Kong has been managing the Group's operations in the PRC. Mr. Chan Kam Kong graduated from Centennial College in Canada in April 2003. He has also been a member and executive vice chairman (常務副會長) of the Hong Kong Metals Manufacturers Association (香港金屬製造業協會) and the Dongguan City Association of Enterprises with Foreign Investment Dalingshan Branch (東莞市外商投資企業協會大嶺山分會) since April 2019 and August 2018, respectively.

Mr. Chan Kam Kong has entered into a service agreement with the Company for a term of three years and continue thereafter until terminated in accordance with the terms of the service agreement. He is entitled to receive emoluments of approximately HK\$2.4 million per annum, which was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

As at the Last Practicable Date, WK (BVI), which is beneficially owned as to 30% by Mr. Chan Kam Kei, 30% by Mr. Chan Kam Kong, 15% by Mr. Chan Wing Hong, 15% by Ms. Choi Chick Cheong and 10% by Ms. Chan Suk Man, owned 75% of the issued capital of the Company. By virtue of the SFO, Mr. Chan Kam Kei, Mr. Chan Kam Kong, Mr. Chan Wing Hong, Ms. Choi Chick Cheong and Ms. Chan Suk Man are deemed to be interested in the Shares held by WK (BVI).

Ms. Chan Suk Man (陳淑雯), aged 43, was appointed as a Director on 28 June 2023 and was re-designated as an executive Director on 6 July 2023. She is primarily responsible for the overall day-to-day management of the operations and administration of the Group. She is also a director of various subsidiaries of the Company, namely WK Development Group Limited, Wing Kei Structural Metalworks Company Limited and Wing Kei Management Limited. She is the daughter of Mr. Chan Wing Hong and Ms. Choi Chick Cheong, and the sister of Mr. Chan Kam Kei and Mr. Chan Kam Kong. Ms. Chan Suk Man is one of the Controlling Shareholders of the Company.

Note: The English names of the bodies/entities which are marked with "*" are translated, or transliterated from their Chinese names and are for identification purposes only.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Ms. Chan Suk Man has over seven years of experience in the structural steelwork industry. Prior to joining the Group in January 2016, Ms. Chan Suk Man has accumulated over ten years of experience in the finance sector. From March 2005 to August 2009, Ms. Chan Suk Man worked in the Hong Kong branch of The Royal Bank of Scotland N.V. (formerly known as ABN AMRO Bank N.V.) with her last position as relationship manager of retail and commercial markets in Asia. From December 2010 to February 2012, Ms. Chan Suk Man worked in Bank of China (Hong Kong) Limited with her last position as business officer in securities services of personal banking and product management. From February 2012 to December 2015, Ms. Chan Suk Man worked in Hong Kong Exchanges and Clearing Limited with her last position as associate in cash clearing risk management of the global clearing division.

Ms. Chan Suk Man graduated from the University of Toronto, Canada, with a degree of bachelor of science in June 2004. She further obtained a master's degree of science in mathematics for finance and actuarial science in Hong Kong jointly awarded by the City University of Hong Kong and the Université Paris-Dauphine, France in July 2010.

Ms. Chan Suk Man has entered into a service agreement with the Company for a term of three years and continue thereafter until terminated in accordance with the terms of the service agreement. She is entitled to receive emoluments of approximately HK\$1.4 million per annum, which was determined by the Board by reference to her responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

As at the Last Practicable Date, WK (BVI), which is beneficially owned as to 30% by Mr. Chan Kam Kei, 30% by Mr. Chan Kam Kong, 15% by Mr. Chan Wing Hong, 15% by Ms. Choi Chick Cheong and 10% by Ms. Chan Suk Man, owned 75% of the issued capital of the Company. By virtue of the SFO, Mr. Chan Kam Kei, Mr. Chan Kam Kong, Mr. Chan Wing Hong, Ms. Choi Chick Cheong and Ms. Chan Suk Man are deemed to be interested in the Shares held by WK (BVI).

NON-EXECUTIVE DIRECTORS

Mr. Chan Wing Hong (陳永康), aged 75, was appointed as a Director on 28 June 2023 and was re-designated as a non-executive Director on 6 July 2023. Mr. Chan Wing Hong also serves as the chairman of the Board. He is primarily responsible for participating in the decision making of the Board with respect to strategic development of the Group. He is also a director of various subsidiaries of the Company, namely WK Development Group Limited and Wing Kei Structural Metalworks Company Limited. He is the spouse of Ms. Choi Chick Cheong, and the father of Mr. Chan Kam Kei, Mr. Chan Kam Kong and Ms. Chan Suk Man. Mr. Chan Wing Hong is one of the Controlling Shareholders of the Company.

Mr. Chan Wing Hong has accumulated over 40 years of experience in structural steel works, metal works and general construction. Mr. Chan Wing Hong co-founded the Group in July 1999 with Mr. Chan Kam Kei. Since founding the Group, Mr. Chan Wing Hong has been overseeing various aspects of the Group's business including its strategic and corporate development, expansion plans and bidding tenders, and leading the Group to gradually

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

expand its business throughout the years and undertake both private and public projects. Prior to founding the Group, from February 1983 to June 1999, Mr. Chan Wing Hong worked at Choi Lam Kee Iron Works Limited (currently known as Hang Yick Engineering Limited), a company engaging in iron works. Mr. Chan Wing Hong attended secondary school education in Hong Kong.

Mr. Chan Wing Hong has entered into a letter of appointment with the Company for a term of one year and continue thereafter until terminated in accordance with the terms of the letter of appointment. He is entitled to receive emoluments of approximately HK\$1.2 million per annum, which was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

As at the Last Practicable Date, WK (BVI), which is beneficially owned as to 30% by Mr. Chan Kam Kei, 30% by Mr. Chan Kam Kong, 15% by Mr. Chan Wing Hong, 15% by Ms. Choi Chick Cheong and 10% by Ms. Chan Suk Man, owned 75% of the issued capital of the Company. By virtue of the SFO, Mr. Chan Kam Kei, Mr. Chan Kam Kong, Mr. Chan Wing Hong, Ms. Choi Chick Cheong and Ms. Chan Suk Man are deemed to be interested in the Shares held by WK (BVI).

Ms. Choi Chick Cheong (蔡植昌), aged 72, was appointed as a Director on 28 June 2023 and was re-designated as a non-executive Director on 6 July 2023. She is primarily responsible for the overall corporate strategies of the Group. She is also a director of various subsidiaries of the Company, namely WK Development Group Limited and Wing Kei Structural Metalworks Company Limited. She is the spouse of Mr. Chan Wing Hong, and the mother of Mr. Chan Kam Kei, Mr. Chan Kam Kong and Ms. Chan Suk Man. Ms. Choi Chick Cheong is one of the Controlling Shareholders of the Company.

Ms. Choi Chick Cheong joined the Group in July 1999 and has since accumulated over 24 years of experience in the structural steelwork industry. Since joining the Group, Ms. Choi Chick Cheong has been assisting Mr. Chan Wing Hong and Mr. Chan Chick Cheong Kam Kei by providing administrative and secretarial support to the Group. Ms. Choi attended secondary school education in Hong Kong.

Ms. Choi Chick Cheong has entered into a letter of appointment with the Company for a term of one year and continue thereafter until terminated in accordance with the terms of the letter of appointment. She is entitled to receive emoluments of approximately HK\$0.6 million per annum, which was determined by the Board by reference to her responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

As at the Last Practicable Date, WK (BVI), which is beneficially owned as to 30% by Mr. Chan Kam Kei, 30% by Mr. Chan Kam Kong, 15% by Mr. Chan Wing Hong, 15% by Ms. Choi Chick Cheong and 10% by Ms. Chan Suk Man, owned 75% of the issued capital of the Company. By virtue of the SFO, Mr. Chan Kam Kei, Mr. Chan Kam Kong, Mr. Chan Wing Hong, Ms. Choi Chick Cheong and Ms. Chan Suk Man are deemed to be interested in the Shares held by WK (BVI).

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cha Ho Wa (車灝華), aged 34, was appointed as an independent non-executive Director on 5 February 2024. He is the chairperson of the Remuneration Committee and a member of the Audit Committee.

Mr. Cha has over 7 years of experience in the legal field in Hong Kong. Mr. Cha was admitted as a solicitor of the High Court of Hong Kong in October 2018 and he has been a practising solicitor since then. Mr. Cha worked at Messrs. Peter K.S. Chan & Co. since June 2016 with his last position as partner. Since April 2023, Mr. Cha has been working in Messrs. Eddie Lee & Co., Solicitors as senior consultant. In addition, from September 2022 to January 2023, Mr. Cha served as a part-time visiting lecturer at the Community College of the School of Professional and Continuing Education of The University of Hong Kong (HKU SPACE). From December 2021 to December 2022, Mr. Cha was accredited as a general mediator of the Hong Kong Mediation Accreditation Association Limited. From December 2020 to September 2021, Mr. Cha was an independent non-executive director of China Oil Gangran Energy Group Holdings Limited (currently known as Century Energy International Holdings Limited), a company listed on GEM of the Stock Exchange (stock code: 8132). Since September 2023, Mr. Cha has been an independent non-executive director of Vision International Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8107). Mr. Cha graduated from the Chinese University of Hong Kong with a bachelor's degree of arts in November 2013, and further obtained a degree of Juris Doctor and a Postgraduate Certificate in Laws from The Chinese University of Hong Kong in November 2015 and July 2016, respectively.

Mr. Cha has entered into a letter of appointment with the Company for a term of one year and continue thereafter until terminated in accordance with the terms of the letter of appointment. He is entitled to receive emoluments of HK\$150,000 per annum, which was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

Mr. Yu Chun Kit (余俊傑), aged 34, was appointed as an independent non-executive Director on 5 February 2024. He is the chairperson of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee.

Mr. Yu has over 12 years of experience in corporate finance, accounting and auditing. Mr. Yu worked at BDO Limited from October 2011 to July 2014, with his last position as senior associate. From July 2014 to August 2015, Mr. Yu worked at KPMG with his last position as assistant manager. From December 2016 to December 2017, Mr. Yu worked at Kingston Corporate Finance Limited as assistant manager. Mr. Yu has been the financial controller and company secretary of Mannings (Asia) Consultants Limited, being a subsidiary of Boltek Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8601), and Boltek Holdings Limited since January 2018 and April 2018, respectively. In addition, Mr. Yu has been a company secretary of Global Uin Intelligence Holdings Limited (formerly known as Global Dining Holdings Limited and Singapore Food Holdings Limited), a company listed on GEM of the Stock Exchange (stock code: 8496), since September 2019. Since April 2022, Mr. Yu has been an independent non-executive

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

director of Sinohope Technology Holdings Limited (formerly known as New Huo Technology Holdings Limited and Huobi Technology Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1611). Mr. Yu graduated from the Hong Kong Polytechnic University with a degree of bachelor of business administration in accounting and finance in October 2011. He has been a member of the Hong Kong Institute of Certified Public Accountants since July 2015.

Mr. Yu has entered into a letter of appointment with the Company for a term of one year and continue thereafter until terminated in accordance with the terms of the letter of appointment. He is entitled to receive emoluments of HK\$150,000 per annum, which was determined by the Board by reference to his responsibilities and duties within the Company and maybe adjusted upon the recommendation of the Remuneration Committee.

Mr. Liu Chi Kwun Albert (廖志崑), aged 61, was appointed as an independent non-executive Director on 5 February 2024. He is a member of the Audit Committee and the Nomination Committee.

Mr. Liu has over 37 years of experience in structural engineering. From January 1986 to December 1987, Mr. Liu worked at Camp Scott Furphy Pty. Ltd. in Sydney, Australia as a graduate engineer. From January 1988 to April 1989, Mr. Liu worked at Bernard Leung & Partners as a project engineer. Prior to co-founding Liu Hok Yan & Associates Limited in July 1995 and subsequent to his departure from Bernard Leung & Partners in April 1989, Mr. Liu worked at Fugro (Hong Kong) Limited with his last position as senior engineer. In July 1995, Mr. Liu co-found Liu Hok Yan & Associates Limited and has been working as director since then. Mr. Liu re-joined Fugro (Hong Kong) Limited in June 1996 and left in June 1999 with his last position as associate director. In October 1997, Mr. Liu founded Albert Liu & Associates Limited (formerly known as LC Design Consultants Limited) and has been working as director since then. Mr. Liu graduated from the University of Sydney, Australia, with a degree of bachelor of science in March 1984 and further obtained a degree of bachelor of engineering in civil engineering from the same university in March 1986. Mr. Liu has been a registered structural engineer, an authorised person (list of engineers) and a registered inspector (list of engineers) under the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong) since November 1994, April 1999 and November 2015, respectively. Mr. Liu has been a member of the Institution of Structural Engineers and the Hong Kong Institution of Engineers since November 1989 and May 1993, respectively. In addition, Mr. Liu has been a PRC registered structural engineer (Class 1) (中華人民共和國一級註冊結構工程師) since March 2008.

Mr. Liu has entered into a letter of appointment with the Company for a term of one year and continue thereafter until terminated in accordance with the terms of the letter of appointment. He is entitled to receive emoluments of HK\$150,000 per annum, which was determined by the Board by reference to his responsibilities and duties within the Company and maybe adjusted upon the recommendation of the Remuneration Committee.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Save as disclosed above, each of the abovementioned retiring Directors confirms with respect to him/her that as at the Latest Practicable Date: he/she (i) did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or Controlling Shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the abovementioned retiring Directors having made all reasonable enquiries, there is no other information relating to the abovementioned retiring Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning the abovementioned retiring Directors that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



WK Group (Holdings) Limited 泓基集團（控股）有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2535)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of WK Group (Holdings) Limited (the “**Company**”) will be held at Suites 3101-3104, 31/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 24 May 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023 together with the reports of the directors and the independent auditor thereon;
2. (A) To re-elect Mr. Chan Kam Kei as an executive director of the Company;
- (B) To re-elect Mr. Chan Kam Kong as an executive director of the Company;
- (C) To re-elect Ms. Chan Suk Man as an executive director of the Company;
- (D) To re-elect Mr. Chan Wing Hong as a non-executive director of the Company;
- (E) To re-elect Ms. Choi Chick Cheong as a non-executive director of the Company;
- (F) To re-elect Mr. Cha Ho Wa as an independent non-executive director of the Company;
- (G) To re-elect Mr. Yu Chun Kit as an independent non-executive director of the Company;
- (H) To re-elect Mr. Liu Chi Kwun Albert as an independent non-executive director of the Company; and
- (I) To authorise the board of directors (the “**Board**”) to fix the directors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix their remuneration;

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

4. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) 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 and options (including warrants, bonds, debentures and other securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted for the grant to employees (including Directors) of the Company and/or any of its subsidiaries of the rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment of shares in the Company 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 in force from time to time; or (iv) the exercise of any right of subscription or conversion under the terms of any bonds, warrants or debentures which may be issued by the Company or any securities which are convertible into the Shares; or (v) a specific authority granted by the Shareholders in a general meeting, shall not exceed 20% of the total number of issued shares of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws in the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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).”;

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (“the **Stock Exchange**”) or on any other stock exchange on which shares of the Company may be listed and recognized by the Securities and Futures Commission or the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of this resolution and the authority pursuant to paragraph (a) above 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 the articles of association of the Company or any applicable laws in the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”;

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise all powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10% of the total number of issued shares of the Company on the date of the passing of resolution no. 5.”.

By Order of the Board
WK Group (Holdings) Limited
Chan Wing Hong
Chairman and Non-Executive Director

Hong Kong, 26 April 2024

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to be valid, a 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 of attorney or authority must be deposited with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, located at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be).
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either personally 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 Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The register of members of the Company will be closed as follows:

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024 (both days inclusive), during which no transfer of shares will be effected. To ensure that shareholders are entitled to attend and vote at the Annual General Meeting, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, located at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong by no later than 4:30 p.m. on Monday, 20 May 2024 for registration of the relevant transfer.
5. An explanatory statement containing further details regarding resolution numbered 5 above is set out in Appendix I to this circular of which this Notice of Annual General Meeting forms part.
6. Details of the retiring directors proposed to be re-elected as directors of the Company are set out in Appendix II to this circular.
7. Shareholders or their proxies shall produce documents of their proof of identity when attending the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

8. If Typhoon signal number 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.wing-kei.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. Chan Kam Kei, Mr. Chan Kam Kong and Ms. Chan Suk Man as executive Directors; Mr. Chan Wing Hong and Ms. Choi Chick Cheong as non-executive Directors; and Mr. Cha Ho Wa, Mr. Yu Chun Ki and Mr. Liu Chi Kwun Albert as independent non-executive Directors.