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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any 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 adviser.

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

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**Wenye Group Holdings Limited**

**文業集團控股有限公司**

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

**(Stock Code: 1802)**

**SUPPLEMENTAL CIRCULAR**  
**IN RELATION TO THE PROPOSED APPOINTMENT OF AUDITOR**  
**AND**  
**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular issued by Wenye Group Holdings Limited (the “**Company**”) to its shareholders dated 4 September 2024 and the notice of annual general meeting of the Company (“**AGM**”) to be held at the conference room at 5/F, Baoneng Motor Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC on 23 September 2024 at 11:30 a.m. A supplemental notice of annual general meeting and second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the AGM.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed Second Proxy Form to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “**Hong Kong Branch Registrar**”) in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.

Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the Second Proxy Form shall be deemed to be revoked.

17 September 2024

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## DEFINITIONS

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

“AGM Notice”	a notice convening the AGM of the Company dated 30 August 2024 as set out in the Circular;
“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened to be held at the conference room on 5/F, Baoneng Motor Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC on Monday, 23 September 2024 at 11:30 a.m., or any adjourned meeting thereof;
“Board”	the board of Directors of the Company;
“Circular”	the circular of the Company dated 4 September 2024 in respect of the matters to be considered at the AGM;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company”	Wenye Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 1802);
“Director(s)”	the director(s) of the Company and each a “Director”;
“First Proxy Form”	the proxy form which was published on the websites of the Stock Exchange and the Company on 4 September 2024 and was despatched to the Shareholders (upon request) on 4 September 2024 together with the Circular;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time;
“PRC” or “China”	the People’s Republic of China which, for the purposes of this supplemental circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Second Proxy Form”	the proxy form which will be published on the websites of the Stock Exchange and the Company and will be despatched to the Shareholders (upon request) together with this supplemental circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) at par value of HK\$0.0001 each in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supplemental AGM Notice”	a supplemental notice for the purpose of the AGM;
“%”	per cent.

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LETTER FROM THE BOARD

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**Wenye Group Holdings Limited**

**文業集團控股有限公司**

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

**(Stock Code: 1802)**

*Executive Directors:*

Mr. Fan Shaozhou

*(Chairman and Chief Executive Officer)*

Mr. Kong Guojing *(Co-Chairman)*

*Non-executive Directors:*

Mr. Chen Li

Mr. Shen Peng

Mr. Li Hongxing

Mr. Mak Ho Fai

*Independent Non-executive Directors:*

Mr. Huang Wei

Mr. Ma Kin Ling

Ms. Ye Jinyu

*Registered office in Cayman Islands:*

Vistra (Cayman) Limited

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

*Principal place of business*

*in Hong Kong:*

10/F., Shum Tower

268 Des Voeux Road Central

Sheung Wan

Hong Kong

17 September 2024

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR  
IN RELATION TO THE PROPOSED APPOINTMENT OF AUDITOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

This supplemental circular should be read together with the Circular and the AGM Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

References are made to the announcements of the Company dated 11 September 2024 and 12 September 2024 in relation to the appointment of the auditor of the Company.

The purpose of this supplemental circular is to give you notice of the Supplemental AGM Notice and provide you with information regarding the amendment of resolutions, among other things, relating to the proposed appointment of the auditor, to enable you to make informed decisions on whether to vote for or against those resolutions to be proposed at the AGM.

### PROPOSED APPOINTMENT OF AUDITOR

References are made to the announcements of the Company dated 28 August 2024, 11 September 2024 and 12 September 2024 in relation to, among other things, the resignation of ZHONGHUI ANDA CPA Limited (“**ZHONGHUI ANDA**”) as the auditor of the Company and the proposed appointment of Beijing Xinghua Caplegend CPA Limited (“**Beijing Xinghua**”) as the auditor of the Company (the “**Announcements**”).

As disclosed in the Announcements, the audit committee of the Company (the “**Audit Committee**”) and the Board have received a letter dated 26 August 2024 (the “**Letter**”) from ZHONGHUI ANDA in respect of their resignation as auditor of the Group with effect from 26 August 2024.

The engagement partner and audit team members who were responsible for the audit of the Group’s financial statements for the year ended 31 December 2023 have left ZHONGHUI ANDA and joined another CPA firm. The Company intends to engage the same engagement team for the audit of the Group’s financial statements for the year ending 31 December 2024 to maintain continuity of the audit and for ease of communication. ZHONGHUI ANDA confirmed in the Letter that, save for the above, there were no matters connected with their resignation which they consider should be brought to the attention of the Shareholders. The Board and the Audit Committee also confirm that there was no disagreement between ZHONGHUI ANDA and the Company and there are no other matters in relation to the resignation of ZHONGHUI ANDA that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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With the recommendation of the Audit Committee, the Board has resolved to appoint Beijing Xinghua as the auditor of the Company to fill the casual vacancy following the resignation of ZHONGHUI ANDA, and to hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has considered a number of factors when recommending Beijing Xinghua as the auditor of the Company to the Board, including but not limited to (i) its service proposal (including scope of work, fee and timeline); (ii) the experiences and capabilities of the team members, including their industry knowledge and technical competence in providing audit work for companies listed on the Stock Exchange; (iii) their familiarity with the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards; (iv) its independence from the Group and objectivity; (v) its resources and capabilities; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

On the basis of the foregoing and after careful consideration, the Board and the Audit Committee are of the view that (a) Beijing Xinghua is eligible and suitable to act as the new auditor of the Company; (b) the audit fee agreed with Beijing Xinghua is commensurate with the extent of audit work required by the Group with reference to the size of the Group's business operations; and (c) the appointment of Beijing Xinghua is in the interest of the Company and its shareholders as a whole.

Accordingly, the Board proposes to seek the approval of the Shareholders at the AGM in relation to the proposed appointment of Beijing Xinghua as the new auditor of the Company and the appointment of Beijing Xinghua as the new auditor of the Company shall come into effect upon approval of the Shareholders at the AGM.

In this regard, a new ordinary resolution under item numbered 4 stated in the Supplemental AGM Notice will be proposed at the AGM to consider and approve the appointment of Beijing Xinghua as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorised the Board to fix the auditor's remuneration. Please refer to the Supplemental AGM Notice for details of the ordinary resolution under item numbered 4 to be proposed at the AGM.

### **CLARIFICATION IN RELATION TO THE AGM NOTICE**

The Company noted and would like to clarify that the proposed resolution to authorize the Board to fix the remuneration of the Directors at the AGM was omitted from the AGM Notice due to inadvertent clerical error. As such, a new ordinary resolution under item numbered 2(j) stated in

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## LETTER FROM THE BOARD

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the Supplemental AGM Notice will be proposed at the AGM to consider and approve authorizing the Board to fix the remuneration of the Directors at the AGM. Please refer to the Supplemental AGM Notice for details of the ordinary resolution under item numbered 2(j) to be proposed at the AGM.

### **SUPPLEMENTAL AGM NOTICE, CLOSURE OF REGISTER OF MEMBERS AND SECOND PROXY FORM**

Following the addition of a new ordinary resolution under item numbered 4, a supplemental notice for the purpose of the AGM and the Second Proxy Form are enclosed herewith to include such resolutions. Save for the additions of the ordinary resolutions under items numbered 2(j) and 4 in the Supplemental AGM Notice and the special resolution under item numbered 4 in the AGM Notice in relation to the proposed amendment of the Memorandum and Articles of Association of the Company being re-numbered as item numbered 5 for the purpose of the AGM, all other resolutions as set out in the AGM Notice and the sequence of the other resolutions and matters in relation to the AGM remain unchanged and will continue to be considered and voted at the AGM. The date, time and venue for holding the AGM remains the same.

The closure period of the register of members of the Company for determining members who are entitled to attend the AGM remained unchanged.

Please refer to the AGM Notice dated 30 August 2024 for details of other resolutions to be proposed at the AGM, closure of register of members for determining members who are entitled to attend the AGM, eligibility for attending the AGM, registration procedures for attending the AGM and other relevant matters.

The Second Proxy Form for use at the AGM is enclosed with this supplemental circular. Such form of proxy is also published on the websites of Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.szwyzs.com.cn](http://www.szwyzs.com.cn). Whether or not you intend to attend the AGM in person, you are requested to complete the enclosed Second Proxy Form and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and delivery of the Second Proxy Form will not preclude the Shareholders from attending and voting at the AGM or any adjournment if they so wish and in such event, the Second Proxy Form shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form.

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong should note that:

- (i) **If no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the AGM (including, if properly put, the resolution as set out in the Supplemental AGM Notice) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) **If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
- (iii) **If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar and transfer office in Hong Kong by not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting.

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## LETTER FROM THE BOARD

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Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes 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 in any material aspects.

### RECOMMENDATION

The Directors consider that the resolutions for the proposed appointment of auditor and authorizing the Board to fix the remunerations of the auditor and the Directors as set out in the Supplemental AGM Notice is fair and reasonable and in the best interests of the Group and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions set out in the Supplemental AGM Notice.

### GENERAL

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

### MISCELLANEOUS

The English text of this supplemental circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**Wenye Group Holdings Limited**  
**Fan Shaozhou**  
*Chairman and Chief Executive Officer*



**Wenye Group Holdings Limited**

**文業集團控股有限公司**

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

**(Stock Code: 1802)**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

References are made to the (i) the circular of Wenye Group Holdings Limited (the “**Company**”) dated 4 September 2024 (the “**Original Circular**”); (ii) the notice of the annual general meeting of the Company dated 30 August 2024 (the “**Original Notice**”), by which the Company convenes an annual general meeting (“**AGM**”) to be held at the conference room at 5/F, Baoneng Motor Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC on 23 September 2024 at 11:30 a.m.; and (iii) the supplemental circular of the Company dated 17 September 2024 (the “**Supplemental Circular**”). Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Original Circular and/or the Supplemental Circular. This supplemental notice shall be read together with the Original Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that in addition to the resolutions set out in the Original Notice, the following resolutions will be considered, and if thought fit approved (with or without modification) by shareholders of the Company (the “**Shareholders**”) at the AGM, including: (i) a resolution under item 2(j) previously omitted in the Original Notice due to an inadvertent clerical error; and (ii) a new resolution in relation to the appointment and remuneration of auditor under item numbered 4 and the renumbering of the special resolution in relation to the proposed amendment of the Memorandum and Articles of Association of the Company from item numbered 4 in the Original Notice to item numbered 5:

**ORDINARY RESOLUTIONS**

- “2. (j) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
  
4. To appoint Beijing Xinghua Caplegend CPA Limited as the auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the auditor’s remuneration.”

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

5. To, as special business, consider and, if thought fit, to pass, with or without modifications, the following resolution as a special resolution of the Company:

**“THAT:**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (**“Proposed Amendments”**), be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (the **“New Memorandum and Articles”**), incorporating all of the Proposed Amendments to the existing memorandum and articles of association of the Company, copies of which have been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with effect immediately from the close of this meeting; and
- (c) any one of the Directors or the Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things (including filing the New Memorandum and Articles with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director or Company Secretary of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and adoption of New Memorandum and Articles.”

Details of the other proposed resolutions to be considered at the AGM were stated in the Original Notice. Apart from the amendment stated above and unless otherwise specified in this supplemental notice, all the information contained in the Original Notice remains to have full force and effect.

By order of the Board  
**Wenye Group Holdings Limited**  
**Fan Shaozhou**  
*Chairman and Chief Executive Officer*

Shenzhen, PRC, 17 September 2024

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

Vistra (Cayman) Limited  
P.O. Box 31119  
Grand Pavilion, Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

*Principal place of business in Hong Kong:*

10/F., Shum Tower  
268 Des Voeux Road Central  
Sheung Wan  
Hong Kong

*Notes:*

1. **A second form of proxy (the “Second Proxy Form”) containing the resolution under item numbered 2(j) and the new resolution under item numbered 5 have been enclosed with the Supplemental Circular. Please refer to the section headed “SUPPLEMENTAL AGM NOTICE, CLOSURE OF REGISTER OF MEMBERS AND SECOND PROXY FORM” on pages 7 to 8 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.**
2. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed Second Proxy Form, which is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.szwyzs.com.cn](http://www.szwyzs.com.cn)), in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 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.
3. Completion and return of the proxy form which was published on the websites of the Stock Exchange and the Company on 30 August 2024 and was despatched to the Shareholders (upon request) on 4 September 2024 together with the Original Circular (the “**First Proxy Form**”) and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the First Proxy Form and/or the Second Proxy Form shall be deemed to be revoked.
4. As disclosed in the Original Notice, for determining members who are entitled to attend the AGM, the closure period of the register of members of the Company remained unchanged, the register of members of the Company will be closed from Friday, 20 September 2024 to Monday, 23 September 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the above meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 19 September 2024.
5. Save for the above resolutions, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice for details of the other ordinary resolutions and special resolutions to be considered at the AGM, closure of register of members for determining members who are entitled to attend the AGM, eligibility for attending the AGM, registration procedures for attending the AGM and other relevant matters.
6. All times and dates referred in this supplemental notice refer to Hong Kong time and dates.

*As at the date of this supplemental notice, the Board of the Company comprises (i) two executive directors, namely, Mr. Fan Shaozhou (Chairman and Chief Executive Officer) and Mr. Kong Guojing (Co-Chairman); (ii) four non-executive directors, namely, Mr. Chen Li, Mr. Shen Peng, Mr. Li Hongxing, and Mr. Mak Ho Fai; and (iii) three independent non-executive directors, namely, Mr. Huang Wei, Mr. Ma Kin Ling and Ms. Ye Jinyu.*