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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 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.”

## 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

*Registered office:*  
Vistra (Cayman) Limited  
P.O. Box 31119  
Grand Pavilion, Hibiscus Way  
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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.*