

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Wenye Group Holdings Limited (the “Company”) will be held at 12:00 noon on Thursday, 10 October 2024 at the conference room at 5/F, Baoneng Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC (or immediately after the conclusion or adjournment of the annual general meeting of the Company convened at the same venue and on the same day at 11:30 a.m.) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolution of the Company.

#### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the subscription agreements dated 7 June 2024 as supplemented by the supplemental agreements dated 31 July 2024, 30 August 2024 and 24 September 2024 (collectively referred as the “**Subscription Agreements**”) (copies of which are tabled at the EGM and marked “A” to “D” and signed by the chairman of the EGM for identification purpose) entered into between the Company as issuer and HK Monkey Asset Management Limited (金猴資產管理有限公司), Mr. Lee Man Chiu (李敏超先生), Shenzhen Xinhengfeng Asset Management Co., Limited\* (深圳市新恒豐資產管理有限公司), Mr. Kong Guojing\* (孔國競先生) and Mr. Mak Ho Fai (麥浩輝先生) as the subscriber, respectively (collectively referred as the “**Subscribers**”), pursuant to which the Company has conditionally agreed to allot and issue, and each of the Subscribers has conditionally agreed to subscribe for a total of 237,600,000 new shares of the Company (the “**Subscription Share(s)**”) at the subscription price of HK\$0.055 per Subscription Share, be and is hereby approved, confirmed and ratified;

- (b) subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) having granted the listing of, and permission to deal in, the Subscription Shares, the directors of the Company (the “**Director(s)**”) be and are hereby granted with a specific mandate (the “**Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to allot and issue the Subscription Shares to the Subscribers, on and subject to the terms and conditions of the Subscription Agreements entered into between the Company and each of the Subscribers, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution; and
- (c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute all such documents or agreements or deeds and take all such actions as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreements entered into between the Company and the Subscribers or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the interest of the Company and the shareholders of the Company as a whole.”

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

Shenzhen, PRC, 24 September 2024

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

3. A form of proxy for use at the EGM is enclosed. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person on any or all resolutions on which he/she/it is entitled to vote at the EGM or poll concerned, and in such event any vote cast by his/her/its proxy on the same resolution shall be null and void.
4. The register of members of the Company will be closed from Monday, 7 October 2024 to Thursday, 10 October 2024 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the EGM, during which period no transfer of share(s) of the Company (the “Share(s)”) will be registered. In order to be eligible to attend and vote at the EGM all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 4 October 2024. Shareholders of the Company whose names appear on the register of members of the Company on Monday, 7 October 2024 shall be entitled to attend and vote at the EGM.
5. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be deposited at the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. before 12:00 noon on Tuesday, 8 October 2024) or any adjourned meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
6. In the case of joint holders of the Shares, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, the persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
7. All resolutions set out in the notice of the EGM will be voted on by way of poll.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions” resulting from super typhoons as announced by the HKSAR Government is in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of the Company at [www.szwy.com.cn](http://www.szwy.com.cn) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

\* *For identification purposes only*

*As at the date of this notice, the executive Directors are Mr. Fan Shaozhou (Chairman and Chief Executive Officer) and Mr. Kong Guojing (Co-Chairman); the non-executive Directors are Mr. Chen Li, Mr. Shen Peng, Mr. Li Hongxing and Mr. Mak Ho Fai; and the independent non-executive Directors are Mr. Huang Wei, Ms Ye Jinyu and Mr. Ma Kin Ling.*

*In the event of inconsistency, the English text of this notice shall prevail over the Chinese text thereof.*