THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stock broker 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 WAH WO HOLDINGS GROUP LIMITED, you should at once hand this circular and the enclosed proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WAH WO HOLDINGS GROUP LIMITED

華和控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9938)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("**AGM**") of WAH WO HOLDINGS GROUP LIMITED to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 22 August 2025 at 10:00 a.m., at which, among other things, the above proposals will be considered and approved, is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

18 July 2025

CONTENTS

Page

Definitions 1

Letter from the Board 4

Appendix I — Explanatory Statement 8

Appendix II — Biographical Details of Directors Subject to Re-election 11

Notice of Annual General Meeting AGM-1

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

"AGM"	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 22 August 2025 at 10:00 a.m., or any adjournment thereof;
"AGM Notice"	the notice convening the AGM as set out on pages AGM-1 to AGM-4 of this circular;
"Articles" or "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;
"Capitalisation Issue"	the issue of 749,999,997 Shares made upon capitalisation of an amount at HK$7,499,999.97 standing to the credit of the share premium account of the Company;
"close associate(s)"	has the meaning ascribed to it in the Listing Rules;
"Company"	WAH WO HOLDINGS GROUP LIMITED, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the Stock Exchange on 17 January 2020 (stock code: 9938);
"Controlling Shareholder(s)"	has the meaning ascribed to it in the Listing Rules;
"core connected person(s)"	has the meaning ascribed to it in the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;

"Issue Mandate"	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with (including any sale or transfer of Treasury Shares) Shares of up to 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate;
"Latest Practicable Date"	9 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
"Listing Date"	17 January 2020, being the date of listing of Shares on the Stock Exchange;
"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 Company;
"Placing"	the conditional placing of the 225,000,000 offer Shares, at the offer price of HK$0.50 per Share with professional, institutional and individual investors by the underwriters on behalf of the Company;
"Prospectus"	prospectus of the Company dated 31 December 2019;
"Public Offer"	the conditional offering by the Company of 25,000,000 offer Shares for subscription in Hong Kong at the offer price of HK$0.50 per Share and subject to the terms and conditions as described in the Prospectus;
"Repurchase Mandate"	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time;

"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the share capital of the Company;
"Share Offer"	the Public Offer and Placing;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended from time to time;
"Treasury Shares"	has the meaning ascribed under the Listing Rules (as amended from time to time); and
"%"	per cent.

WAH WO HOLDINGS GROUP LIMITED
華和控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9938)

Executive Directors:
Mr. Chen Yuet Wa
(Chairman and Chief Executive Officer)
Mr. Chan Fai

Independent non-executive Directors:
Mr. Yu Chi Wing
Ms. Ding Xin
Mr. Yeung Yiu Man

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Flat A & D, 4/F, Phase 1
Kwai Shing Industrial Building
36–40 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

18 July 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and information regarding the resolutions to be proposed at the AGM relating to (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate to Shares repurchased pursuant to the Repurchase Mandate; (d) the re-election of the retiring Directors; and (e) the re-appointment of auditor.

GENERAL MANDATES

Pursuant to the written resolutions of the then sole Shareholder passed on 12 December 2019, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Share Offer; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue as at the date thereof; and (iii) the power to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 6 set out in the notice of AGM on pages AGM-1 to AGM-4 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,000,000,000 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 200,000,000 Shares (excluding Treasury Shares, if any).

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, namely Mr. Chen Yuet Wa and Mr. Chan Fai as the executive Directors; and Mr. Yu Chi Wing, Ms. Ding Xin and Mr. Yeung Yiu Man as the independent non-executive Directors.

In accordance with Article 83 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Chen Yuet Wa and Ms. Ding Xin will retire from office at the AGM and, being eligible, offer themselves for re-election. Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Chan Fai and Mr. Yu Chi Wing to the Board for it to recommend to Shareholders for reelection at the AGM. Biographical details of the Directors who are standing for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR

RSM Hong Kong will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. Upon the recommendation of the audit committee of the Company (the "**Audit Committee**"), the Board proposes to re-appoint RSM Hong Kong as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-4 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy 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 as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

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.

RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of AGM, including (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate to Shares repurchased pursuant to the Repurchase Mandate; (d) the re-election of retiring Directors; and (e) the re-appointment of auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

MISCELLANEOUS

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

Yours faithfully,
By Order of the Board
WAH WO HOLDINGS GROUP LIMITED
Chen Yuet Wa
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 fully paid 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 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 fully paid Shares (excluding Treasury Shares, if any), representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests 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 per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of the Cayman Islands, the memorandum of association of the Company and the Articles of Association and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2025, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. EFFECT OF EXERCISING THE REPURCHASE MANDATE

The Directors consider that there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2025 in the event

that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

	Highest	**Lowest**
	HK$	*HK$*
2024		
June	0.085	0.078
July	0.081	0.069
August	0.073	0.066
September	0.073	0.070
October	0.100	0.073
November	0.095	0.071
December	0.080	0.072
2025		
January	0.081	0.064
February	0.120	0.067
March	0.109	0.089
April	0.102	0.076
May	0.110	0.084
June	0.126	0.091
July (up to the Latest Practicable Date)	0.105	0.096

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected persons of the Company have notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

8. 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 memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands.

9. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDINGS

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Chen Yuet Wa, an executive Director, together with a company controlled by them, held 750,000,000 Shares, representing 75% of the entire issued share capital of the Company. The 750,000,000 Shares are wholly-owned by Ornate Bright Limited ("**Ornate Bright**") which is beneficially owned by Mr. Chen Yuet Wa. Mr. Chen Yuet Wa and Ornate Bright are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code) pursuant to the deed of confirmation and undertaking dated 12 December 2019. As such, Mr. Chen Yuet Wa and Ornate Bright will together control 75% of the entire issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full, the interest of Ornate Bright will increase to approximately 83.33%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25%.

In respect of the public float, the Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Listing Rules.

10. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles.

Mr. Chen Yuet Wa, aged 47, is the founder of our Group, our Chairman, our executive Director, our chief executive officer and one of our Controlling Shareholders. He is also the chairperson of our nomination committee and a member of our remuneration committee. He is primarily responsible for overall business strategy, annual budget proposals and major business decision of our Group. He is also a director of each of our Group's subsidiaries. Mr. Chen found our Group in May 2007 and has more than 18 years of experience in the façade works industry. In April 2002, he established Wa Kee Company, a sole proprietorship in Hong Kong which principally engaged in the provision of aluminum window works in Hong Kong. Wa Kee Company subsequently ceased business in March 2011 after the establishment of Wah Kee (R&M) Limited in May 2007.

Mr. Chen has entered into a service agreement with the Company for a term of three years commencing on the Listing Date, and his engagement with the Company will continue which may be terminated by not less than three months' written notice served by either party on the other. Mr. Chen is subject to rotation and re-election at annual general meeting of the Company. For the year ended 31 March 2025, Mr. Chen received total emoluments of approximately HK$2.6 million which is determined by the Board with reference to his experience, duties and responsibilities within the Company as well as current market condition.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen has not been a director of any other listed companies in the last three years and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Ding Xin, aged 37, was appointed as an INED on 30 August 2024. She is also the chairperson of our audit committee and a member of our remuneration committee. She is primarily responsible for supervising and providing independent judgment to our Board, our audit committee and remuneration committee. Ms. Ding has more than 12 years of experience in accounts, audit, and assurance. Ms. Ding has been an INED of China Wacan Group Company Limited (formerly known as "**Hands Form Holdings Limited**") (stock code: 1920) since April 2022 and Dragon Rise Group Holdings Limited (stock code: 6829) since December 2024.

Ms. Ding has entered into a service agreement with the Company for a term of three years commencing on 30 August 2024, and her engagement with the Company will continue which may be terminated by not less than three months' written notice served by either party on the other. Ms. Ding is subject to rotation and re-election at annual general meeting of the Company. For the year ended 31 March 2025, Ms. Ding received total emoluments of approximately HK$70,000 which was determined by the Board with reference to his experience, duties and responsibilities within the Company as well as the current market condition.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ding has not been a director of any other listed companies in the last three years and she does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders and the Stock Exchange.

WAH WO HOLDINGS GROUP LIMITED
華和控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9938)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**AGM**") of WAH WO HOLDINGS GROUP LIMITED (the "**Company**") will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 22 August 2025 at 10:00 a.m. (or any adjournment thereof) for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") and the independent auditor of the Company and its subsidiaries for the year ended 31 March 2025.

2. (a) To re-elect Mr. Chen Yuet Wa as a executive Director.

   (b) To re-elect Ms. Ding Xin as an independent non-executive Director.

   (c) To authorise the board of Directors (the "**Board**") to fix their remuneration.

3. To re-appoint RSM Hong Kong as the independent auditor of the Company and to authorise the Board to fix its remuneration.

4. "**THAT**:

   To consider and, if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions:

   (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (including any sale or transfer of treasury shares (which has the meaning ascribed to it under the Listing rules) (the "**Treasury Shares**")) additional shares of HK$0.01 each in the share capital of the Company (the "**Shares**"), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise, and including any sale or transfer of Treasury Shares) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares (excluding Treasury Shares, if any) in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) 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 law of the Cayman Islands to be held; or

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. "**THAT**:

   (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

   (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares (excluding Treasury Shares, if any) in issue as at the date of the passing of this resolution, and the said approval 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 law of the Cayman Islands to be held; or

      (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting."

6. "**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing the resolution."

Yours faithfully,
By Order of the Board
WAH WO HOLDINGS GROUP LIMITED
Chen Yuet Wa
Chairman

Hong Kong, 18 July 2025

Notes:

1. The record date for ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting will be Friday, 22 August 2025. The register of members of the Company will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar 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 Monday, 18 August 2025.

2. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.

4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.

5. With respect to resolution no. 2 of this notice, Mr. Chen Yuet Wa and Ms. Ding Xin shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 18 July 2025.

As at the date of this notice, the Board comprises five members, of which Mr. CHEN Yuet Wa and Mr. CHAN Fai are the executive directors of the Company; and Mr. YU Chi Wing, Ms. DING Xin and Mr. YEUNG Yiu Man are the independent non-executive directors of the Company.