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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

WANJIA GROUP
萬嘉集團

WANJIA GROUP HOLDINGS LIMITED
萬嘉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)

PROPOSALS FOR
(1) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING

Unless the context requires otherwise, terms used in this cover shall have the same meaning as those in the circular.

A notice convening the annual general meeting (the "**AGM**") of the Company to be held at 11:00 a.m. on Friday, 5 September 2025 at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong is set out on pages 18 to 23 of this circular.

Whether or not Shareholders are able to attend the AGM, Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it either with the Company's principal place of business in Hong Kong at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong or the Company's share registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. 11:00 a.m. on Wednesday, 3 September 2025 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire and in such event, the form of proxy shall be deemed to be revoked.

31 July 2025

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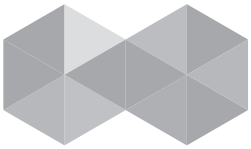
NOTICE OF AGM 18

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

"AGM"	the annual general meeting of the Company to be convened and held at 11:00 a.m. on Friday, 5 September 2025 at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong or any adjournment thereof
"Articles"	the articles of association of the Company as amended and restated, supplemented or modified from time to time
"associates"	the same definition as ascribed to it in the Listing Rules
"Board"	the board of Directors
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
"close associate"	has the meaning ascribed to it under the Listing Rules
"Company"	Wanjia Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Eligible Participant(s)"	the Employee Participant(s) provided that the Board may have absolute discretion to determine whether or not one falls within the above category
"Employee Participant(s)"	the director(s) and employee(s) (whether full-time or part-time) of the Company of any member of the Group (including persons who are granted Options under the Share Option Scheme and New Share Option Scheme as inducement to enter into employment contracts with the Group)

"Exercise Price"	with respect to a particular Option, the price per Share at which the relevant Grantee may subscribe for the Shares on the exercise of the particular Option
"Extreme Conditions"	extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
"General Mandate"	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of the issued Shares as at the date of granting of the General Mandate which is to be extended by the number of Shares purchased pursuant to the Repurchase Mandate
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	25 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
"New Share Option Scheme"	the new share option scheme adopted by a resolution of the Shareholders at the annual general meeting held on 15 September 2023 which should not exceed the period of ten (10) years
"Notice"	the notice of the AGM
"Option(s)"	any option(s) to be granted to Eligible Participant(s) to subscribe for new Share(s) under the Share Option Scheme and New Share Option Scheme

"PRC"	the People's Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
"Share(s)"	ordinary share(s) of HK$0.05 each in the share capital of the Company
"Share Option Scheme"	the share option scheme adopted and approved by the sole shareholder of the Company on 24 September 2013 which was terminated on 15 September 2023
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers (as amended from time to time)
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.



WANJIA GROUP HOLDINGS LIMITED
萬嘉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)

Executive Director:
Mr. Wang Jia Jun

Non-executive Director:
Dr. Xiao Zhixin

Independent non-executive Directors:
Dr. Liu Yongping
Ms. Chan Wing Shan Winsome
Ms. Xu Wei

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

Head office and principal place of business in Hong Kong:
Suite 1801, 18/F, Tower 1
The Gateway, Harbour City
25 Canton Road
Kowloon, Hong Kong

31 July 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR (1) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF THE ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to certain resolutions to be proposed at the forthcoming AGM to be held at 11:00 a.m. on Friday, 5 September 2025 at Suite 1801, 18/F, Tower 1 The Gateway, Harbour City 25 Canton Road Kowloon, Hong Kong, including but not limited to (i) the grant of General Mandate (including the extended General Mandate) and Repurchase Mandate to the Directors for the issue and repurchase of its Shares; and (ii) the re-election of retiring Directors.

2. GENERAL MANDATE AND REPURCHASE MANDATE

The existing general mandate granted to the Directors to allot and issue new Shares and to repurchase Shares at the annual general meeting of the Company held on 13 September 2024 will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to the Shareholders: (a) approving the grant of the General Mandate to the Directors to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution; (b) approving the grant of the Repurchase Mandate to the Directors to repurchase, inter alia, Shares, the number of which does not exceed 10% of the total number of issued Shares as at the date of passing such resolution; and (c) adding to the total number of Shares which may be allotted, issued or dealt in under the General Mandate the number of Shares repurchased by the Company under the Repurchase Mandate.

General Mandate

As at the Latest Practicable Date, the number of issued Shares was 560,222,136 Shares. At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to allot, issue and deal with the Shares up to 20% of the total number of issued Shares on the date of the passing of the ordinary resolution (i.e. the General Mandate). Assuming that the number of issued Shares remains at 560,222,136 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be issued pursuant to the General Mandate will be 112,044,427 Shares. If the Company conducts a share consolidation or subdivision after the General Mandate is granted, the maximum number of Shares that can be issued under the General Mandate will be adjusted so that such maximum number of Shares as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation or subdivision will be the same.

In addition, it is further proposed, by way of a separate ordinary resolution that the General Mandate be extended by adding the number of Shares repurchased under the Repurchase Mandate. Any issue of new Shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

The General Mandate, if approved, will continue to be in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the General Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company, whichever occurs first.

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, shares up to a maximum of 10% of the Shares in issue at the date of passing of the ordinary resolution (i.e. the Repurchase Mandate). Assuming that the number of issued Shares remains at 560,222,136 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be repurchased pursuant to the General Mandate will be 56,022,213 Shares. If the Company conducts a share consolidation or subdivision after the Repurchase Mandate is granted, the maximum number of Shares that can be repurchased under the Repurchase Mandate will be adjusted so that such maximum number of Shares as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision will be the same.

The Repurchase Mandate, if approved, will continue to be in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the Repurchase Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company, whichever occurs first.

The Company may only repurchase its Shares on the Stock Exchange if:

(i) the Shares proposed to be repurchased by the Company are fully paid up;

(ii) the Company has previously sent to the Shareholders the explanatory statement set out in the Appendix I to this circular; and

(iii) the Shareholders have in general meeting approved the Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83(3) of the Company's Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his/her appointment and be subject to re-election at such meeting. According to Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires.

Pursuant to Article 83(3) of the Articles, Ms. Chan Wing Shan Winsome ("**Ms. Chan**") and Ms. Xu Wei ("**Ms. Xu**") will retire from office at the AGM and, being eligible, each of them will offer themselves for re-election as independent non-executive Directors at the AGM.

The nomination and corporate governance committee of the Company has reviewed the re-election of the retiring Directors and recommended the re-election of Ms. Chan and Ms. Xu as independent non-executive Directors in the AGM. The nominations were made in accordance with the nomination policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

Ms. Chan was appointed as an independent non-executive Director since 13 September 2024. Ms. Chan brings valuable insight for healthcare business of the Group and she gives advice on the best practice for the Group's business operations in the PRC.

Ms. Xu was appointed as an independent non-executive Director since 30 September 2024. Ms. Xu brings extensive experience and expertise in the areas of accounting and internal control to the Group's business operations.

Taking into considerations their diverse experience and background, the Board considered that the re-election of Ms. Chan and Ms. Xu as independent non-executive Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

Particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. AGM

A notice convening the AGM to be held at Suite 1801, 18/F, Tower 1 The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong on Friday, 5 September 2025 at 11:00 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to either the principal place of business of the Company at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong or the Company's share registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

5. VOTING BY POLL

All the resolutions set out in the notice of the AGM shall be taken by poll in accordance with the Listing Rules and the Articles. The chairman of the AGM would explain the detailed procedures for voting by way of a poll at the AGM.

The poll results will be published on the Company's website at www.wanjia-gp.com and the Stock Exchange's website at www.hkexnews.hk in due course pursuant to the Listing Rules.

6. CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 2 September 2025 to Friday, 5 September 2025 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all relevant transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 1 September 2025 for registration.

7. 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 regards to the Company. The Directors having made all reasonable enquires, 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 facts the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors (including all the independent non-executive Directors) consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, and the proposed re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

9. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

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

Yours faithfully
For and on behalf of the Board
Wanjia Group Holdings Limited
Wang Jia Jun
Chief Executive Officer and
Executive Director

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. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 560,222,136 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the existing issued share capital of the Company remains unchanged as at the date of the AGM, that is, 560,222,136 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 56,022,213 Shares, representing 10% of the total number of the issued Shares as at the date of the AGM.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its 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 its Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company 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 accounts. 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. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2024		
July	0.075	0.052
August	0.052	0.047
September	0.078	0.048
October	0.075	0.061
November	0.077	0.062
December	0.062	0.05
2025		
January	0.076	0.049
February	0.087	0.069
March	0.097	0.08
April	0.088	0.056
May	0.08	0.068
June	0.083	0.07
July (up to Latest Practicable Date)	0.074	0.063

6. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

7. DIRECTORS' UNDERTAKINGS

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

8. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, 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 Rule 32 of the Takeovers Code. Accordingly, a shareholder or group of shareholders acting in concert (within that term's meaning under the Takeovers Code) 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.

Set out below are the percentage interests of the Shareholders who/which are interested in more than 10% of the Shares in issue as at the Latest Practicable Date and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate:

Name	**Type of interests**	**Number of Shares** *(Note 1)*	**Approximate aggregate percentage of shareholding**	**Approximate aggregate percentage of shareholding upon full exercise of the Repurchase Mandate**
Power King Investment Development Limited ("**Power King**")	Beneficial owner	156,862,198 (L)	28.00%	31.11%
Ms. Yung Ka Lai ("**Ms. Yung**")	Beneficial owner *(Note 2)* interest in controlled corporation *(Note 2)* interest of spouse *(Note 2,3)*	2,500,000 (L) 156,862,198 (L) 9,393,413 (L)	30.12%	33.47%
Mr. Wang	Beneficial owner *(Note 3)* interest of spouse *(Note 2,3)*	9,393,413 (L) 159,362,198 (L)	30.12%	33.47%
Grand Harbour Finance Limited ("**Grand Harbour**")	Security interest in Shares *(Note 4)*	156,862,198 (L)	28.00%	31.11%
Expert Wealth Investments Limited ("**Expert Wealth**")	Security interest in Shares *(Note 4)*	156,862,198 (L)	28.00%	31.11%
Mr. Ng Kwok Fai ("**Mr. Ng**")	Security interest in Shares *(Note 4)*	156,862,198 (L)	28.00%	31.11%

Notes:

1. The letter "L" denotes long position in the Shares.

2. Power King is the beneficial owner of 156,862,198 Shares and is a company wholly-owned by Ms. Yung, as such Ms. Yung is deemed to have an interest in all the Shares beneficially owned by Power King under the SFO. Ms. Yung is interested in 2,500,000 underlying Shares pursuant to the Options granted under the Share Option Scheme. Ms. Yung is the spouse of Mr. Wang, hence, Ms. Yung is deemed to be interested in the Shares in which Mr. Wang is interested in under the SFO.

3. Mr. Wang is interested in 9,393,413 underlying Shares pursuant to the Options granted under the Share Option Scheme. Mr. Wang is the spouse of Ms. Yung, hence, Mr. Wang is deemed to be interested in the Shares in which Ms. Yung is interested in under the SFO.

4. Based on the notifications filed to the Company on 24 April 2020, 156,862,198 Shares owned by Power King were pledged to Grand Harbour, as such Grand Harbour has a security interest in the 156,862,198 Shares pledged by Power King. Grand Harbour is wholly-owned by Expert Wealth which in turn is wholly owned by Mr. Ng. Hence, Expert Wealth is deemed to be interested in the Shares in which Grand Harbour is interested in under the SFO and Mr. Ng is deemed to be interested in the Shares in which both Expert Wealth and Grand Harbour are interested in under the SFO.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, it would give rise to mandatory offer obligations under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any Shareholder or group of Shareholders acting in concert, being obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Further the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the Listing Rules.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

1. MS. CHAN WING SHAN WINSOME ("MS. CHAN")

Ms. Chan, aged 53, has been appointed as an independent non-executive Director sicne 13 September 2024. Ms. Chan is also a member of the audit committee of the Company, the remuneration committee of the Company, and the nomination and corporate governance committee of the Company since 13 September 2024. Ms. Chan obtained her bachelor's degree in business administration, specializing in marketing and human resource management, from Simon Fraser University, Canada. Ms. Chan has spent over two decades of her career, spanning from 1998 to 2023, serving as one of the senior management at the Hong Kong Trade Development Council ("**HKTDC**"), the statutory organization responsible for promoting and developing Hong Kong trade in products and services. Ms. Chan most recently held the position of Associate Director of the Marketing and Customer Service Department of HKTDC from 2022 to 2023, where she was responsible for, among others, leading a team of 70 staff within the department covering various core corporate functions, developing and managing marketing campaigns, and marketing budget management. Prior to this, Ms. Chan held various management positions within HKTDC, including but not limited to the position of the Director of Germany, Central Europe and Benelux from 2019 to 2022, where she was primarily tasked to supervise and oversee the management and operation of HKTDC's overseas branch offices in Europe, and the positions of Senior Manager of International and Mainland Relations and Senior Manager of Belt and Road External Relations from 2016 to 2019, where she was primarily tasked to supervise and oversee high-level external relations and outreach activities covering Mainland China, the Americas and Europe.

Ms. Chan has entered into a letter of appointment with the Company for an initial term of one year commencing from the date of his appointment. She is entitled to a remuneration of HKD15,000 per month as an independent non-executive Director. Ms. Chan is entitled to terminate her appointment at any time by giving the Company one month's notice in writing. Her appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. The remuneration in connection with Ms. Chan's position as the independent non-executive Director will be determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed herein, (i) Ms. Chan does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Ms. Chan has no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Ms. Chan has not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this circular; and (iv) Ms. Chan does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

As at the Latest Practicable Date, save as disclosed above, Ms. Chan confirmed that there was no other information that needed to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there were no other matters that need to be brought to the attention of the Shareholders relating to the re-election of Ms. Chan.

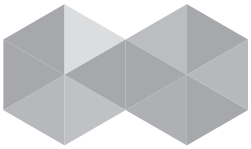
2. MS. XU WEI ("MS. XU")

Ms. Xu, aged 55, has been appointed as an independent non-executive Director since 30 September 2024. Ms. Xu is also the Chairwoman of the audit committee of the Company, a member of the remuneration committee of the Company, and a member of the nomination and corporate governance committee of the Company since 30 September 2024. Ms. Xu obtained her Bachelor's degree in Economics majoring in Accounting from Xiamen University, the People's Republic of China ("**PRC**"), in 1992. Ms. Xu is a fellow member of the Institute of Public Accountants in Australia, and has extensive experience in finance and accounting. She is currently the operation manager of a private company in Hong Kong, a role she held since 2024. Ms. Xu is also currently an independent non-executive director of Smart-Core Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 2166), a role she held since 2021, and was previously an executive director and financial controller of PT International Development Corporation Limited, a company listed on the Stock Exchange (stock code: 372), from 2017 to 2022.

Ms. Xu has been appointed as an independent non-executive Director by way of a letter of appointment with the Company for a period of one year commencing from 30 September 2024, which will continue thereafter until terminated by either party giving not less than one months' notice in writing. Ms. Xu is entitled to a HK$15,000 per month which was determined by arm's length negotiation between Ms. Xu and the Company. Such director's fee was determined with reference to his roles and responsibilities of the Group and the prevailing market conditions. Ms. Xu is subject to rotation and retirement requirement under the Articles.

Save as disclosed herein, (i) Ms. Xu does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Ms. Xu has no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Ms. Xu has not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this circular; and (iv) Ms. Xu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

As at the Latest Practicable Date, save as disclosed above, Ms. Xu confirmed that there was no other information that needed to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there were no other matters that need to be brought to the attention of the Shareholders relating to the re-election of Ms. Xu.



WANJIA GROUP HOLDINGS LIMITED
萬嘉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)

NOTICE IS HEREBY GIVEN THAT an annual general meeting ("**AGM**") of Wanjia Group Holdings Limited (the "**Company**") will be held at 11:00 a.m. on Friday, 5 September 2025 at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY BUSINESS

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

2. (I) (a) To re-elect Ms. Chan Wing Shan Winsome as an independent non-executive Director;

   (b) To re-elect Ms. Xu Wei as an independent non-executive Director;

   (II) To authorise the board (the "**Board**") of Directors to fix the Directors' remuneration.

3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

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

4. **THAT:**

(a) Subject to paragraph (c) of this resolution, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and/or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorize the Board during the Relevant Period to make or grant offers, agreements and/or options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital which may be allotted, issued or otherwise dealt with, or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with, (whether pursuant to an option or otherwise) by the Board 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 rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the Article of Association of the Company or (v) a specific authority granted by the Shareholders of the Company in general meeting, shall not exceed the aggregate of:

(i) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(ii) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution).

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

(aa) "Relevant Period" means the period from the date of 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 Memorandum and Article of Association of the Company, or any other applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

(bb) "Rights Issue" mean an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion and 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, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).

5. **THAT:**

(a) Subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution numbered 4(d)(aa)) of all powers of the Company to purchase its shares on the Main Board or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" shall have the same meaning as in resolution numbered 4(d)(aa).

6. **THAT** conditional upon resolutions numbered 5 and 6 of this notice being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution numbered 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company which are bought back by the Company under the authority granted to the Directors pursuant to resolution numbered 6, provided that the amount of Shares so bought back by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.

By order of the Board
Wanjia Group Holdings Limited
Wang Jia Jun
Chief Executive Officer and
Executive Director

Hong Kong, 31 July 2025

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

Head office and principal place of business in Hong Kong:
Suite 1801, 18/F, Tower 1
The Gateway, Harbour City
25 Canton Road, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or (in respect of a member who is a holder of two of more shares) more proxies to attend and, subject to provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy needs not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

2. A form of proxy for use at the AGM is enclosed with the circular of the Company dated 31 July 2025. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of authority must be deposited at either the Company's principal place of business in Hong Kong at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong or the Company's share registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. 11:00 a.m. on Wednesday, 3 September 2025 (Hong Kong time)) or any adjournment thereof.

4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto, but if more than one such joint holders are present at the AGM 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 Shares shall alone be entitled to vote in respect thereof.

5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the New Share Option Scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company.

6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I in this circular of which this notice of the AGM forms part.

7. For the purpose of determining shareholders' eligibility to attend and vote at the AGM (or at any adjournment of it), the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration with the Company's registrar	At 4:30 p.m. on Monday, 1 September 2025
Closure of register of members	Tuesday, 2 September 2025 to Friday, 5 September 2025 (both dates inclusive)
Record date	Friday, 5 September, 2025

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the AGM (or at any adjournment of it), all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

8. Any voting at the AGM shall be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

9. If Typhoon Signal No.8 or above, Extreme Conditions or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be adjourned. The Company will post an announcement on the website of the Company at www.wanjia-gp.com and on the website of the Stock Exchange at www.hkexnews.hk to notify the shareholders of the Company the date, time and place of the rescheduled meeting.

10. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.