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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 OF ANNUAL GENERAL MEETING

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.

As at the date of this announcement, the Board comprises one executive Director, namely Mr. Wang Jia Jun, one non-executive Director, namely Dr. Xiao Zhixin and three independent non-executive Directors, namely Dr. Liu Yongping, Ms. Chan Wing Shan Winsome and Ms. Xu Wei.