THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker 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 Wai Hung Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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

WAI HUNG GROUP HOLDINGS LIMITED
偉鴻集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3321)

(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES;
(3) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Portion 2, 12/F The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 6 February 2026 at 11:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of 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 appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

15 January 2026

CONTENTS

Page

Definitions 1

Letter from the Board

Introduction 3

Proposed Change of Company Name 4

General Mandate and Buy-back Mandate 5

Proposed Re-election of Directors 6

Annual General Meeting 7

Recommendation 8

General 8

Appendix I – Explanatory Statement 9

Appendix II – Details of Directors proposed to be re-elected at the Annual General Meeting 12

Notice of Annual General Meeting 15

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

"Annual General Meeting" or "Meeting"	the annual general meeting of the Company to be held at Portion 2, 12/F The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 6 February 2026 at 11:00 a.m., notice of which is set out on pages 15 to 19 of this circular, or any adjournment thereof
"Article"	an article of the Articles of Association
"Articles of Association"	the articles of association of the Company
"Board"	the board of Directors
"Buy-back Mandate"	the general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to buy-back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution granting such mandate
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	Wai Hung Group Holdings Limited (偉鴻集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution granting such mandate
"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

"Latest Practicable Date"	12 January 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Date"	23 April 2019, the date on which dealing in Shares first commenced on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Macau"	the Macau Special Administrative Region of the People's Republic of China
"PRC"	the People's Republic of China
"Proposed Change of Company Name"	the proposed change of the English name of the Company from "Wai Hung Group Holdings Limited" to "Zhongke Group Holdings Limited" and change of the Chinese name of the Company (being the secondary name) from "偉鴻集團控股有限公司" to "中科集團控股有限公司"
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of nominal value HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"%"	per cent.

For ease of reference, the English translation of a Chinese name or a Portuguese name, or vice versa, has been provided for identification purpose only.

The English name of any Macau entity or PRC entity mentioned in this circular which is marked with "" are translated, or transliterated from its Chinese name and is for identification purposes only.*

WAI HUNG GROUP HOLDINGS LIMITED
偉鴻集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3321)

Executive Directors:
Mr. Li Kam Hung *(Suspension of Duties)*
Mr. Yu Ming Ho *(Suspension of Duties)*
Mr. Yau Yik Ming Leao
Ms. Chen Jianyu
Mr. Kwan Hung Chun Curtus
Mr. Song Yanyang

Non-executive Director:
Mr. Li Chun Ho *(Acting Chairman)*

Independent non-executive Directors:
Mr. Tam Tsz Hin
Mr. Yu Kwan Tseung, Alvin

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

Principal place of business in Hong Kong:
Unit 14B, Silver Loft
No.26 Cheung Lee Street
Chai Wan
Hong Kong

15 January 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF COMPANY NAME; (2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES; (3) PROPOSED RE-ELECTION OF DIRECTORS; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The primary purpose of this circular is to give you notice of the Annual General Meeting and details of the following resolutions which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

(a) Proposed Change of Company Name;

(b) to grant the General Mandate and the extension thereof to the Directors;

(c) to grant the Buy-back Mandate to the Directors; and

(d) to re-elect the Directors.

The notice of Annual General Meeting is set out on pages 15 to 19 of this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from "Wai Hung Group Holdings Limited" to "Zhongke Group Holdings Limited" and to change the Chinese name of the Company (being the secondary name) from "偉鴻集團控股有限公司" to "中科集團控股有限公司".

Conditions for the Proposed Change of Company Name

The proposed Change of Company Name is conditional upon the following conditions having been satisfied:

1. the passing of a special resolution by the Shareholders at the Annual General Meeting to consider and, if thought fit, approve the proposed Change of Company Name; and

2. the Registrar of Companies in Cayman Islands granting approval for the Proposed Change of Company Name by issuing a certificate of change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date of the issue of a certificate of change of name by the Registrar of Companies in Cayman Islands confirming that the new names have been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the proposed Change of Company Name will better reflect the direction of the future business plans and development of the Company. The Board believes that the new English and Chinese names of the Company can provide the Company with a new corporate image and identity, which will strengthen its future business development and therefore considers that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation or its financial position. All existing share certificates of the Company in issue bearing the existing name or former name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be good evidence of legal

title to such shares and will remain valid for trading, settlement, registration and delivery for the same number of shares in the new names of the Company. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new names of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will be issued only in the new names of the Company. In addition, subject to confirmation by the Stock Exchange, the stock short names of the Company for trading in the securities on the Stock Exchange and the logo of the Company will also be changed after the proposed Change of Company Name becoming effective.

Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and details of the change of the stock short names, logo and website of the Company. The stock code of the Company will remain as "3321".

GENERAL MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 31 May 2024, ordinary resolutions were passed by the then Shareholders, among other things, to grant general and unconditional mandates to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and to buy-back Shares. Such general mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, the Company proposes to seek approval of the Shareholders at the Annual General Meeting to grant new general mandates to the Directors to exercise the above powers.

The General Mandate and the Buy-back Mandate shall be effective until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or

(c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

General Mandate

The Company has in issue an aggregate of 605,580,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 121,116,000 Shares, representing 20% of the total number of issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to extend the General Mandate so granted to the Directors by adding thereto the number of Shares which may be bought-back by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the share option scheme (adopted by the Company on 18 March 2019) or any scrip dividend scheme which may be approved by the Shareholders.

Repurchase Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back up to a maximum of 60,558,000 Shares, representing 10% of the total number of issued Shares at the time of the passing of the resolution approving the Buy-back Mandate assuming that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises of nine Directors, Mr. Li Kam Hung, Mr. Yu Ming Ho, Mr. Yau Yik Ming Leao, Ms. Chen Jianyu, Mr. Song Yanyang and Mr. Kwan Hung Chun Curtus as executive Directors; Mr. Li Chun Ho as non-executive Director; Mr. Tam Tsz Hin and Mr. Yu Kwan Tseung, Alvin as independent non-executive Directors.

Under code provision B.2.2 set out in the Corporate Governance Code contained in Appendix C1 to the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and 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.

Pursuant to article 84 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Director appointed by the Board pursuant to article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with the Articles of Association, Mr. Yau Yik Ming Leao, Ms. Chen Jianyu, Mr. Kwan Hung Chun Curtus, Mr. Tam Tsz Hin, Mr. Song Yanyang and Mr. Yu Kwan Tseung, Alvin shall retire as Directors and, being eligible, offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service of the Directors with reference to the nomination principles and the independence of the independent non-executive Directors. The Nomination Committee has recommended to the Board to re-elect Mr. Yau Yik Ming Leao, Ms. Chen Jianyu, Mr. Song Yanyang and Mr. Kwan Hung Chun Curtus as the Executive Directors; Mr. Tam Tsz Hin and Mr. Yu Kwan Tseung, Alvin as an Independent Non-executive Director at the AGM. The Company considers that the Directors' academic background and experience will bring diversity and new perspectives to the Board for its efficient and effective functioning.

Particulars relating to the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

The appointments of the Directors had been reviewed and assessed by the Nomination Committee. The Board considers that Mr. Yau Yik Ming Leao, Ms. Chen Jianyu, Mr. Song Yanyang and Mr. Kwan Hung Chun Curtus are able to fulfil their duties as required and Mr. Tam Tsz Hin and Mr. Yu Kwan Tseung, Alvin meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

ANNUAL GENERAL MEETING

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of Annual General Meeting on pages 15 to 19 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share

registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 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 holding the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 66 to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the Buy-back Mandate, the extension of the General Mandate by the Shares bought-back pursuant to the Buy-back Mandate, and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

GENERAL

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.

Your attention is drawn to the 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,
By Order of the Board
Wai Hung Group Holdings Limited
Mr. Li Chun Ho
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 Buy-back Mandate.

1. BUY-BACK OF SHARES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing shares 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 and a core connected person is prohibited from knowingly selling his/her/its securities to 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 Buy-back Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 605,580,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought-back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 60,558,000 shares.

3. REASONS FOR THE BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back 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 buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, buy-back would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the memorandum of association of the Company and Articles of Association for such purpose.

An exercise of the Buy-back Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2024, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any buy-back 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 per Share at which the Shares were traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	HK$	*HK$*
2024		
December	0.066	0.034
2025		
January	0.060	0.042
February	0.080	0.040
March	0.125	0.045
April	0.056	0.056
May	0.083	0.054
June	0.069	0.053
July	0.068	0.053
August	0.078	0.056
September	0.061	0.049
October	0.057	0.046
November	0.158	0.041
December	0.049	0.036
2026		
January (up to the Latest Practicable Date)	0.046	0.042

6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share buy-back, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interest, 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, as far as the Directors are aware, Copious Astute Limited ("**Copious Astute**"), being a company incorporated in the British Virgin Islands and wholly and beneficially owned Mr. Li Kam Hung ("**Mr. Li**"), an executive Director, was beneficially interested in 214,093,000 Shares, representing approximately 35.35% of the issued share capital of the Company. As such, Mr. Li is deemed or taken to be interested in the Shares held by Copious Astute by virtue of the SFO.

In the event that the Directors exercise in full the Buy-back Mandate, the percentage of shareholding of the Mr. Li would increase to approximately 39.28% of the total issued Shares of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Buy-back Mandate to such extent which would otherwise result in any Shareholder or group of Shareholders obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code or the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the issued Shares of the Company.

8. SHARES BUY-BACKS MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Yau Yik Ming Leao ("Mr. Yau"), aged 63, joined the Group as an executive Director on 4 November 2024. He obtained a certificate in the law of the People's Republic of China (the "**PRC**") in 1997 jointly provided by The University of Hong Kong and Fudan University and received education in Canada during the period from 1979 to 1982. Mr. Yau, was the general manager of Plateau Treasure (HK) Limited during the period from 2021 to August 2024, responsible for business governance, planning and strategic direction. Mr. Yau served as chief adviser to the board of directors of 四川金品坊商業管理有限公司 (Sichuan Golden Square Commercial Management Co., Ltd.*) during the period from 2019 to 2020. Mr. Yau was the executive director and the independent non-executive director of Congyu Intelligent Agricultural Holdings Limited (Stock Code: 875) for the period from December 2014 to June 2018 and July 2014 to December 2014 respectively. Mr. Yau was the managing director of 金品商業集團有限公司 (Champion Commercial Group Limited*), a company engaging in the business of commercial real estate development and leasing in the PRC and a director of each of 深圳華章基業股權基金有限公司 (Shenzhen Hua Zhang Foundation Equity Fund Limited*) and 湖北赤壁基金有限公司 (Hubei Chibi Fund Limited*), both of which are engaged in the business of private equity investment. Prior to those positions, Mr. Yau served as a director of Eternal Pearl Securities Limited, a licensed corporation engaging in the business of dealing in securities during the period from 2005 to 2009. He was a director of Sun Farm Corporation, a company engaging in the business of food manufacturing during the period from 2009 to 2011. During the period from 1983 to 2005, Mr. Yau worked for various companies which had business in the PRC, Taiwan and Singapore, through which Mr. Yau has gained experiences in sales and marketing, M&A and project management.

Ms. Chen Jianyu ("Ms. Chen"), aged 48, holds a diploma in Computer Science from Heyuan Yuancheng Technical School（河源源城技工學校）. She has over 20 years of extensive experience in technology, business development, capital operations, and corporate strategy. She is the founder and chairperson of a high-growth technology company, where she has played a pivotal role in steering the company from its inception to a prominent position in the technology industry. Previously, she served as the business director of an information technology company, where she spearheaded software sales, expanded market presence, and boosted revenue. During her tenure, Ms. Chen also played a pivotal role in brand promotion, public relations, and customer acquisition strategies.

Mr. Kwan Hung Chun Curtus ("Mr. Kwan"), aged 31, holds a Bachelor of Social Science (Honours) in Psychology from The Chinese University of Hong Kong. He is a professional with extensive experience in corporate services and finance. He currently serves as a manager at a corporate services firm, where he assists chairmen of listed companies in compliance with policies and regulations, providing governance advice and shareholder communications. Mr. Kwan has been in the corporate finance industry since 2018 and has accumulated rich experience in corporate finance and corporate governance. From 10 July 2024 to 12 November 2024, he was an independent non-executive director of Sheung Moon Holdings Limited (Stock Code: 8523). From April 2017 to September 2018, he worked as an associate consultant at Ipsos Limited, responsible for conducting industry research for clients in preparation of their initial public offering ("**IPO**"). Since September 2018, Mr. Kwan has served various positions at VBG Capital Limited ("**VBG**") and has been involved in different corporate transactions, including but not limited to IPO sponsorships and general offers. Currently, Mr. Kwan is a consultant at VBG and works as a manager at Ascent Corporate Services Limited, responsible for providing corporate governance services for companies in Hong Kong, Malaysia and the PRC.

Mr. Song Yanyang, aged 36, served as an executive director of Nanguaxia Technology* (南瓜俠科技) from November 2020 to May 2024. During his tenure, he was fully responsible for the company's strategic planning, business development and team management. He currently serves as a director of Guangdong Zhongchuang Times Network Technology Co., Ltd.* (廣東眾創時代網路科技有限公司) and the chairman of Guangdong Jiuyuejiu Culture Media Co., Ltd.* (廣東玖月玖文化傳媒有限公司). Mr. Song has 18 years of experience in the internet and media sectors, focusing on internet platform operations, shared economy industry layout, business model construction, corporate strategic management and marketing planning.

He is currently also a director of Zhonghang Shiji (Shenzhen) Investment Fund Management Co., Ltd.* (中航世紀(深圳)投資基金管理有限公司) and a member of the Chinese People's Political Consultative Conference in Le'an County, Fuzhou City, Jiangxi Province.

Mr. Tam Tsz Hin ("Mr. Tam"), aged 44, has been serving as the Managing Director of Celebrity Credit Limited since May 2013. In this role, he is responsible for overseeing the management of huge loan portfolio, managing risks and ensuring compliance with AML/CFT regulations. Prior to his current role, Mr. Tam served as General Manager at MS Company Limited from February 2012 to April 2013. He also held senior sales positions at various international banks including ANZ Bank, DBS Bank and ABN Amro Bank from 2008 to 2012. Mr. Tam's extensive experience in financial management and his strategic leadership at Celebrity Credit Limited highlight his capability to manage complex financial operations and ensure compliance with regulatory standards. His professional journey reflects a robust career dedicated to excellence in the banking and finance sector.

Mr. Yu Kwan Tseung, Alvin ("Mr. Yu"), aged 49, joined the accounting industry in the United States and has since accumulated extensive experience across various financial and management roles. Mr. Yu began his career at KPMG, LLP in Washington, DC, as a Staff Accountant from September 1999 until May 2002 and he has been the Financial Controller at Golden Square Commercial Trade Group since October 2015. Mr. Yu also held the position of Executive Director and Chief Financial Officer at New Western Group Limited (stock code: 8242) (the listing shares were cancelled on 4 May 2022) from March 2021 to December 2021. In this role, he managed and led the financial initiatives of the company which included a major transaction regarding an acquisition in the property management business.

Mr. Yu is currently a member of the American Institute of Certified Public Accountants. He graduated with a Bachelor of Science in Accounting and Finance from the University of Maryland, College Park, U.S.A. in December 1998. His profound expertise in financial management and compliance is underpinned by a robust educational background and a dynamic career in both the United States and Hong Kong.

Save as disclosed above, each of the above Directors confirmed with respect to himself that: (i) he is independent from and had no other relationships with any Directors, members of our senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date; (ii) apart from the Company, in the last three years leading up to and as at the Latest Practicable Date, he is not holding, nor had he held directorships in any other public company the securities of which are listed on any securities market in Hong Kong and/or overseas; (iii) he did not hold other positions in the Company or other members of the Group as at the Latest Practicable Date; (iv) he does not have any interests in any business which competes or may compete, directly or indirectly, with us, which is disclosable under the Listing Rules; (v) he did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (vi) to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there is no additional information relating to our Directors or senior management that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matters with respect to their appointments that need to be brought to the attention of our Shareholders as at the Latest Practicable Date.

WAI HUNG GROUP HOLDINGS LIMITED
偉鴻集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3321)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**Meeting**") of Wai Hung Group Holdings Limited (the "**Company**") will be held at Portion 2, 12/F The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 6 February 2026 at 11:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass with or without modification the following resolution as special resolution of the Company:

1. "**THAT** subject to and conditional upon the approval of the Registrar of Companies in Cayman Islands being obtained, the English name of the Company be changed from "Wai Hung Group Holdings Limited" to "Zhongke Group Holdings Limited", and the Chinese name of the Company (being the secondary name) from "偉鴻集團控股有限公司" to "中科集團控股有限公司" (collectively, the "**Proposed Change of Company Name**") with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Cayman Islands and that any one or more of the directors of the Company (the "**Directors**") be and are hereby authorised to do all such acts and things and execute all such documents as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company."

ORDINARY RESOLUTIONS

2. To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditor (the "**Auditor**") of the Company for the year ended 31 December 2024.

3. (a) To re-elect Mr. Yau Yik Ming Leao as an Executive Director;

   (b) To re-elect Ms. Chen Jianyu as an Executive Director;

   (c) To re-elect Mr. Kwan Hung Chun Curtus as an Executive Director;

(d) To re-elect Mr. Song Yanyang as an Executive Director;

(e) To re-elect Mr. Tam Tsz Hin as an Independent Non-executive Director;

(f) To re-elect Mr. Yu Kwan Tseung, Alvin as an Independent Non-executive Director; and

(g) To authorize the board (the "**Board**") of Directors to consider and fix the Directors' remuneration.

4. To consider the re-appointment of Global Link CPA Limited as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.

5. "**THAT**:

(a) subject to paragraph (c) below of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 each in the capital of the Company (the "**Shares**") or securities convertible into Shares, or options warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below in this Resolution); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and 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 in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the 20 per cent. of the total number of Shares in issue on the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution) and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**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 articles of association of the Company, the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the "**Companies Act**") or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares, 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 on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other 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 expense 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 outside the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**") or any recognized regulatory body or any stock exchange outside Hong Kong)."

6. "**THAT**:

(a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below in this Resolution) of all powers of the Company to buy-back the Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and is recognized by the Securities and Futures Commission of Hong Kong (the "**Securities and Futures Commission**") and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of Shares which may be bought-back or agreed conditionally or unconditionally to be bought-back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below in this Resolution) shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution) and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution, "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 articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

7. "**THAT** conditional upon the ordinary Resolutions 5 and 6 set out in this notice of meeting being duly passed, the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under Resolution 5 set out in this notice of meeting be and is hereby extended by the addition thereto of the total number of Shares which may be bought-back by the Company pursuant to and in accordance with the general mandate granted under Resolution 6 set out in this notice of meeting, provided that such number shall not exceed 10 per cent. of the total number of Shares in issue as at the date of passing of this Resolution 7 (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution)."

By order of the Board
Wai Hung Group Holdings Limited
Mr. Li Chun Ho
Chairman

Hong Kong, 15 January 2026

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

Principal place of business in Hong Kong:
Unit 14B, Silver Loft
No.26 Cheung Lee Street
Chai Wan
Hong Kong

Notes:

1. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company.

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. no later than Wednesday, 4 February 2026 at 11:00 a.m.) or adjourned meeting.

3. In relation to proposed Resolution no. 4 in this notice of Meeting, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information reasonably necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the Company's circular dated 15 January 2026.

4. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the chairman of the meeting will exercise his power under article 66 of the articles of association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.

5. Completion and return of the form of proxy will not preclude members from attending and voting at the Meeting and in such event, the instrument appointing to proxy shall be revoked.

6. If a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in force at 10:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will publish an announcement on the website of the Company at https://whh.com.hk and on the Stock Exchange website at http://www.hkexnews.hk to notify the members of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. Li Kam Hung, Mr. Yu Ming Ho, Mr. Yau Yik Ming Leao, Ms. Chen Jianyu, Mr. Kwan Hung Chun Curtus and Mr. Song Yanyang as executive Directors; Mr. Li Chun Ho as non-executive Director; and Mr. Tam Tsz Hin and Mr. Yu Kwan Tseung, Alvin as independent non-executive Directors.