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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the "**EGM**") of Wanjia Group Holdings Limited (the "**Company**") will be held at 11:00 a.m. on Tuesday, 10 February 2026 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 of the Company:

## ORDINARY RESOLUTIONS

1. "**THAT**,

   (a) the authorised share capital of the Company be increased from HK$50,000,000 divided into 1,000,000,000 shares to HK$100,000,000 divided into 2,000,000,000 shares by creating an additional 1,000,000,000 unissued shares (the "**Increase in Authorised Share Capital**"); and

   (b) any one of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital."

2. "**THAT**, subject to the conditions set out in the letter from the board under the section headed "Conditions Precedent of the Rights Issue" in the Circular:

(a) the allotment and issue of 560,222,136 new Shares (assuming no change in the number of Shares in issue on or before the Record Date (as defined below) and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) (the "**Rights Shares**") pursuant to an offer by way of rights to the shareholders of the Company (the "**Shareholders**") at the subscription price of HK$0.08 per Rights Share (the "**Subscription Price**") on the basis of one (1) Rights Share for every one (1) Share held by the Shareholders (the "**Qualifying Shareholders**") whose names appear on the register of members of the Company on Wednesday, 25 February 2026, or such other date as may be determined by the Company for determining entitlements of Shareholders to participate in the Rights Issue (as defined below) (the "**Record Date**"), as described in further details in the Circular (a copy of which has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purpose of identification), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on the results of the enquiries made by the Company from such legal adviser(s) in the relevant jurisdiction(s) in respect of applicable local laws and regulations, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the "**Excluded Shareholders**"), and on and subject to such terms and conditions as may be determined by the Directors (the "**Rights Issue**"), be and is hereby approved, confirmed and ratified;

(b) the placing agreement dated 30 December 2025 (the "**Placing Agreement**") and entered into between the Company and Kingkey Securities Group Limited (a copy of which has been produced to the EGM marked "B" and signed by the chairman of the EGM for the purpose of identification), in relation to the placing of the Rights Shares not subscribed by the Qualifying Shareholders and/or the Rights Share(s) which would otherwise has/have been provisionally allotted to the Excluded Shareholder(s) in nil-paid form that has/have not been sold by the Company at the placing price of not less than the Subscription Price on a best effort basis, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(c) the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to any Excluded Shareholders, and to do all such acts and things or make such arrangements as it considers necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and

(d) any one or more Directors be and is/are hereby authorised to do all such acts, deeds and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue, the Placing Agreement and the transactions contemplated thereunder."

By order of the Board
**WANJIA GROUP HOLDINGS LIMITED**
**Wang Jia Jun**
*Chief Executive Officer and Executive Director*

Hong Kong, 21 January 2026

*Registered office:*
Vistra (Cayman) Limited
P.O. Box 31119,
Grand Pavilion Hibiscus Way,
802 West Bay Road
Grand Cayman KYI-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 EGM is entitled to appoint one or 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 EGM 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 EGM is enclosed with the circular of the Company dated 21 January 2026. Whether or not you intend to attend the EGM 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 from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.

3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Sunday, 8 February 2026) before the time appointed for holding the EGM or any adjournment thereof.

4. In the cast of joint holders of Shares, any one of such holders may vote at the EGM, 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 EGM 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. The register of members of the Company will be closed from Wednesday, 4 February 2026 to Tuesday, 10 February 2026 (both days inclusive) during which period no transfer of Shares will be registered. The record date for determination of entitlements of the members of the Company to attend and vote at the EGM will be on Tuesday, 10 February 2026. In order to qualify for attending and voting at the EGM, all relevant transfer documents accompanied by the relevant Share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 3 February 2026 for registration.

*As at the date of this notice, the board of directors of the Company 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.*