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Win Hanverky Holdings Limited
永嘉集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 3322)

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 18 JUNE 2026

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of Win Hanverky Holdings Limited (the "**Company**") will be held at 6/F, Phase 6, Hong Kong Spinners Industrial Building, 481–483 Castle Peak Road, Kowloon, Hong Kong on Thursday, 18 June 2026 at 10:30 a.m. for the purpose of transacting the following businesses:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Director(s)**") and the auditor of the Company (the "**Auditor**") for the year ended 31 December 2025.

2A. (i) To re-elect Mr. LI Kwok Tung Roy as a Director;

(ii) To re-elect Mr. WONG Chi Keung as a Director;

(iii) To re-elect Mr. LI Chun Ho Fredrick as a Director; and

(iv) To re-elect Ms. CHAU Pui Lin as a Director.

2B. To authorise the Board of Directors (the "**Board**") to fix the Directors' remuneration.

3. To re-appoint Messrs. PricewaterhouseCoopers as the Auditor for the year ending 31 December 2026 and to authorise the Board to fix its remuneration.

4. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

A. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including by way of sale or transfer of any treasury shares out of treasury) ("**Shares**") and to make or grant offers, agreements, options and rights of exchange or conversion, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) exercise of any options under any share option scheme or similar arrangement adopted by the Company for the grant or issue of Shares or rights to acquire Shares; (iii) the exercise of the subscription rights or conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into Shares; and (iv) any scrip, dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent of the aggregate number of Shares in issue (excluding treasury shares, if any) at the date of passing 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 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 any applicable law or the articles of association of the Company to be held; and

(iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

B. "**THAT**:

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

(b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate number of Shares in issue (excluding treasury shares, if any) at the date of passing 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 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 any applicable law or the articles of association of the Company to be held; and

(iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution."

C. "**THAT** conditional on the passing of the resolutions set out in paragraphs 4A and 4B of the notice convening this Meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the resolution set out in paragraph 4A of the notice convening this Meeting be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of the notice convening this Meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of passing this resolution."

D. "**THAT**

(a) the new share option scheme of the Company (the "**New Share Option Scheme**") (a copy of which has been produced to this meeting and marked "A" and for the purpose of identification, initialled by the chairman of the Annual General Meeting) be and is hereby approved and adopted;

(b) the total number of Shares to be allotted and issued (including any treasury shares which may be transferred, as applicable) pursuant to (a) above, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not exceed such number of Shares as equals to 10% of the Shares in issue as at the date of passing this Resolution (excluding treasury shares, if any); and

(c) the Directors be and are hereby authorised to do all such acts and to enter into all such arrangements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation: (i) administering the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares; (ii) modifying and/or amending the New Share Option Scheme from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to such modification and/or amendment; (iii) granting options to subscribe for Shares under the New Share Option Scheme and allotting and issuing (including any treasury shares which may be transferred, as applicable) from time to time such number of Shares as may be required to be issued and/or such number of treasury shares to be transferred pursuant to the exercise of the options under the New Share Option Scheme and subject to the Listing Rules; (iv) making application at the appropriate time or times to the Listing Committee of the Stock Exchange and any other stock exchanges upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme."

5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a Special Resolution:

SPECIAL RESOLUTION

"**THAT**:

(a) the proposed amendments to the existing amended and restated articles of association of the Company set out in Appendix III to the circular of the Company dated 30 April 2026 be and are hereby approved and adopted;

(b) the amended and restated articles of association (a copy of which having been produced before the meeting and marked "B" and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted as the articles of association of the Company (the "**Amended and Restated Articles of Association**") in substitution for, and to the exclusion of, the existing amended and restated articles of association in their entirety with immediate effect after the close of the Meeting; and

(c) any Directors or the company secretary be and is hereby authorised to do all things necessary to implement the adoption of the Amended and Restated Articles of Association."

By Order of the Board
WIN HANVERKY HOLDINGS LIMITED
LAM Choi Ha
Company Secretary

Hong Kong, 30 April 2026

Notes:

1. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders is present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such Share, be entitled alone to vote in respect thereof.

2. A form of proxy for use at the Meeting is enclosed with the circular to the members of the Company.

3. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint more than one proxy to attend and to vote in his stead. A proxy needs not be a member of the Company. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority must be deposited at the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof.

4. Completion and return of the form of proxy will not preclude a member from attending the Meeting or any adjourned meeting thereof and voting in person. If such member attends the Meeting or any adjourned meeting thereof, however, his form of proxy will be deemed to have been revoked.

5. The register of members of the Company will be closed from Friday, 12 June 2026 to Thursday, 18 June 2026 (both dates inclusive), during which period no transfer of Shares will be registered. The record date for determining the eligibility of the Shareholders to attend and vote at the Meeting will be Thursday, 18 June 2026. In order to qualify for attendance and voting at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 11 June 2026.

6. In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the Meeting be voted on by poll.

7. According to the announcement of the Company dated 16 June 2023, one of the options for the members of the Company to receive corporate communications is to read corporate communications on the websites of the Stock Exchange and the Company without receiving hard copy. As such, the circular and the annual report may not be "sent" to these members of the Company who have made such election.

As at the date hereof, the executive Directors of the Company are: Mr. LI Kwok Tung Roy, Mr. LAI Ching Ping, Mr. LI Chun Ho Fredrick and Mr. WONG Chi Keung and the independent non-executive Directors of the Company are: Mr. KWAN Kai Cheong, Ms. CHAN Kit Fun Fanny and Ms. CHAU Pui Lin.