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If you have sold or transferred all your shares in Wai Kee Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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WAI KEE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 610)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

**PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Wai Kee Holdings Limited to be held at Academy Room I-II, 1st Floor, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 21st May, 2024 at 3:30 p.m. is set out in Appendix III to this circular. Whether or not you intend to attend such meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries 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 such meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting if they so wish.

19th April, 2024

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DEFINITIONS

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

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| “AGM” | the annual general meeting of the Company to be convened and held at Academy Room I-II, 1st Floor, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 21st May, 2024 at 3:30 p.m.; |
| “Board” | the board of directors of the Company; |
| “Build King” | Build King Holdings Limited (stock code: 240), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange and is a subsidiary of the Company; |
| “Bye-laws” | the bye-laws of the Company; |
| “Company” | Wai Kee Holdings Limited, a company incorporated in Bermuda with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange; |
| “Directors” | the directors of the Company; |
| “Group” | the Company and its subsidiaries; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Latest Practicable Date” | 15th April, 2024, being the latest practicable date prior to the printing of this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “New Issue Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to issue new Shares on the terms set out in the Notice; |
| “Notice” | the notice convening the AGM; |
| “Prepared Club” | Prepared Club Company Limited, a company incorporated in Hong Kong with limited liability, which is wholly-owned by Mr. Derek Zen Wei Peu; |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the terms set out in the Notice; |

DEFINITIONS

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| “Road King” | Road King Infrastructure Limited (stock code: 1098), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange and is an associated corporation of the Company; |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Law of Hong Kong; |
| “Share(s)” | ordinary share(s) of par value of HK\$0.10 each in the capital of the Company; |
| “Shareholder(s)” | the shareholder(s) of the Company; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | the Code on Takeovers and Mergers; |
| “Talent Club” | Talent Club Company Limited, a company incorporated in Hong Kong with limited liability, which is wholly-owned by Mr. Derek Zen Wei Peu; |
| “HK\$” | Hong Kong Dollars, the lawful currency of Hong Kong; and |
| “%” | per cent. |

LETTER FROM THE BOARD



WAI KEE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 610)

Executive Directors:

William Zen Wei Pao (*Chairman*)

Derek Zen Wei Peu

(Vice Chairman and Chief Executive Officer)

Anriena Chiu Wai Yee

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Directors:

Brian Cheng Chi Ming

Ho Gilbert Chi Hang

Principal Place of Business:

Unit 1103, 11th Floor

East Ocean Centre

98 Granville Road

Tsimshatsui

Kowloon

Hong Kong

Independent Non-executive Directors:

Steve Wong Che Ming

Samuel Wan Siu Kau

Francis Wong Man Chung

Tsang Wing Yee

19th April, 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

AND

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the AGM, resolutions will be proposed:

- (a) to re-elect retiring Directors;

LETTER FROM THE BOARD

- (b) to allot, issue and deal with additional Shares and to make or grant offers, agreements and options not exceeding 20% of the number of Shares in issue as at the date of passing such resolution;
- (c) to repurchase Shares not exceeding 10% of the number of Shares in issue as at the date of passing such resolution; and
- (d) to add to the general mandate for issuing Shares set out in (b) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (c) above.

The purpose of this circular is to provide you with information in relation to the above resolutions and to give you notice of the AGM.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. William Zen Wei Pao, Mr. Derek Zen Wei Peu and Miss Anriena Chiu Wai Yee are the Executive, Directors, Mr. Brian Cheng Chi Ming and Mr. Ho Gilbert Chi Hang are the Non-executive Directors and Dr. Steve Wong Che Ming, Mr. Samuel Wan Siu Kau, Mr. Francis Wong Man Chung and Ms. Tsang Wing Yee are the Independent Non-executive Directors.

Pursuant to Bye-law 86(2), 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 Bye-law 87, 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.

Accordingly, Mr. Derek Zen Wei Peu, Mr. Ho Gilbert Chi Hang and Mr. Francis Wong Man Chung will retire from office by rotation at the AGM and Ms. Tsang Wing Yee, who was appointed as an Independent Non-executive Director by the Board on 27th October, 2023, will retire from office at the AGM. They, being eligible, will offer themselves for re-election at the AGM.

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

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to issue new Shares up to 20% of the number of Shares in issue at the date of the passing the ordinary resolution. As at the Latest Practicable Date, there were 793,124,034 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised to issue up to a maximum of 158,624,806 Shares. In addition, it is further proposed, by way of a separate ordinary resolution, that the New Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares of a number equal to the number of the Shares repurchased by the Company under the Repurchase Mandate.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the Shares in issue at the date of passing the ordinary resolution.

An explanatory statement containing information relating to the Repurchase Mandate as required pursuant to the Listing Rules is set out in Appendix II to this circular.

AGM

Set out in Appendix III to this circular is the Notice. A form of proxy for use by the Shareholders in respect of the AGM is also enclosed. Whether or not the Shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries 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 AGM. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM should they wish to do so.

VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules and Bye-law 66, any votes of the Shareholders at a general meeting must be taken by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39 of the Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the re-election of retiring Directors, the grant of the New Issue Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the additional information set out in Appendix I (Details of Retiring Directors Proposed for Re-election), Appendix II (Explanatory Statement) and Appendix III (Notice of Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of the Board
William Zen Wei Pao
Chairman

The following are the particulars of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM:

Derek Zen Wei Peu, age 71, is the Vice Chairman and Chief Executive Officer of the Company and has been with the Group for over 35 years. He was appointed as an Executive Director in July 1992, a member of the Remuneration Committee of the Company in April 2005 and a member of the Nomination Committee of the Company in February 2012. He is also the Chairman of Build King and the Chairman of Road King. He is also a director of Emmaus Life Sciences, Inc., whose common stocks are traded on the OTC Market in USA. He holds a Bachelor of Science Degree in Engineering from The University of Hong Kong and a Master Degree of Business Administration from The Chinese University of Hong Kong and is a member of both the Institution of Civil Engineers and the Hong Kong Institution of Engineers and a fellow member of the Institute of Quarrying, UK. He was the Honorary Treasurer of Hong Kong Construction Association. He has over 45 years of experience in civil engineering. Mr. Zen is responsible for the overall management of the Group and oversees the operations of the Group. He is the brother of Mr. William Zen Wei Pao.

Save as disclosed above, Mr. Zen did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years. Save for his directorship in the Group and he is the brother of Mr. William Zen Wei Pao, Mr. Zen does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zen has a personal interest in 252,880,078 Shares and as he is a party to an agreement that is subject to section 317(1)(b) of the SFO, he (and the other party to the agreement) is deemed to be interested in a total of 500,522,921 Shares (inclusive of his own personal interest in Shares mentioned above). In addition, he has a security interest over 41,961,000 Shares. He also holds 122,775,228 ordinary shares in Build King, 2,000,000 non-voting deferred shares in Wai Kee (Zens) Construction & Transportation Company Limited (now known as Build King (Zens) Engineering Limited) and 30,000 non-voting deferred shares in Wai Luen Stone Products Limited, both of which are associated corporations of the Company (within the meaning of Part XV of the SFO).

Mr. Zen also holds 24,649,000 ordinary shares in Road King (including 1,000,000 ordinary shares held by his spouse, Ms. Luk Chan). He also holds (a) a principal amount of US\$800,000 of US\$300 million 7% senior guaranteed perpetual capital securities ^{Note (a)}; (b) a principal amount of US\$4,050,000 of US\$300 million 7.95% senior guaranteed perpetual capital securities ^{Note (b)}; (c) a principal amount of US\$46,450,000 of US\$300 million 7.75% senior guaranteed fixed-spread perpetual capital securities ^{Note (c)}; (d) a principal amount of US\$3,500,000 of US\$480 million 6.7% guaranteed senior notes ^{Note (d)}; (e) a principal amount of US\$2,000,000 of US\$300 million 5.9% guaranteed senior notes ^{Note (e)}; and (f) a principal amount of US\$10,300,000 of US\$416 million 6% guaranteed senior notes ^{Note (f)}, which are all issued by the associated corporations of the Company (within the meaning of Part XV of the SFO).

Notes:

- (a) A principal amount of US\$400,000 of US\$300 million 7% senior guaranteed perpetual capital securities is held by Ms. Luk Chan, the spouse of Mr. Derek Zen Wei Peu.
- (b) A principal amount of US\$4,050,000 of US\$300 million 7.95% senior guaranteed perpetual capital securities was held by Talent Club and interest of such notes has been pledged to an independent third party other than a qualified lender.
- (c) A principal amount of US\$1,300,000 of US\$300 million 7.75% senior guaranteed fixed-spread perpetual capital securities was held by Ms. Luk Chan, the spouse of Mr. Derek Zen Wei Peu. A principal amount of US\$41,000,000 of US\$300 million 7.75% senior guaranteed fixed-spread perpetual capital securities was held by Talent Club and interest of such securities has been pledged to an independent third party other than a qualified lender. A principal amount of US\$2,150,000 of US\$300 million 7.75% senior guaranteed fixed-spread perpetual capital securities was held by Prepared Club.
- (d) A principal amount of US\$3,500,000 of US\$480 million 6.7% guaranteed senior notes was held by Ms. Luk Chan, the spouse of Mr. Derek Zen Wei Peu.
- (e) A principal amount of US\$1,000,000 of US\$300 million 5.9% guaranteed senior notes was held by Ms. Luk Chan, the spouse of Mr. Derek Zen Wei Peu.
- (f) A principal amount of US\$2,000,000 of US\$416 million 6% guaranteed senior notes was held by Ms. Luk Chan, the spouse of Mr. Derek Zen Wei Peu. A principal amount of US\$5,900,000 of US\$416 million 6% guaranteed senior notes was held by Talent Club and interest of such notes has been pledged to an independent third party other than a qualified lender.

Save as disclosed above, Mr. Zen does not have, and is not deemed to have, any other interests and short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Zen has entered into a service agreement with the Company for a term of three years commencing from 1st August, 2021 and is subject to retirement by rotation and re-election pursuant to the Bye-laws. He is entitled to receive an annual remuneration package of HK\$600,000 plus bonus subject to the performance of the Company and the individual. His emolument will be reviewed and determined by the Remuneration Committee of the Company annually with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition.

Mr. Zen has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Zen that need to be brought to the attention of the Shareholders.

Ho Gilbert Chi Hang, age 47, was appointed as a Non-executive Director on 31st December, 2018. He was appointed as an executive director, the chief operating officer and a co-chief executive officer of NWS Holdings Limited (“NWS”, together with its subsidiaries, “NWS Group”) on 9th July, 2018, 1st February, 2022 and 1st January, 2024 respectively. He is also a member of the Executive Committee, the Nomination Committee, the Remuneration Committee and the Environmental, Social and Governance Committee of NWS. Mr. Ho is also a director of Vast Earn Group Limited (a substantial shareholder of the Company), NWS Service Management Limited (“NWS Service”, which was incorporated in the British Virgin Islands and wholly-owns Vast Earn Group Limited) and NWS Service Management Limited (which was incorporated in the Cayman Islands, wholly-owns NWS Service, and is a wholly owned subsidiary of NWS). Joining NWS in January 2018, he is also a director of certain subsidiaries of the NWS Group. Prior to joining the NWS Group, Mr. Ho was a director and/or senior executive in several Hong Kong listed public companies. He was the senior investment director of New World Development Company Limited, a company listed on the Stock Exchange, and an executive director of New World Strategic Investment Limited. He was also a partner of an international law firm Fried, Frank, Harris, Shriver & Jacobson LLP. Mr. Ho is an independent non-executive director of Asia Allied Infrastructure Holdings Limited and Kam Hing International Holdings Limited, and a non-executive director of Shoucheng Holdings Limited, all being companies listed on the Stock Exchange. Mr. Ho is a member of the Hong Kong Logistics Development Council, the Deputy Chairperson of the Greater Bay Area Committee of CPA Australia, a member of the China Committee of Hong Kong General Chamber of Commerce, a member of the General Committee of The Chamber of Hong Kong Listed Companies, a member of the HKUST Business School Career Development Advisory Council, a standing committee member of the Youth Federation of Inner Mongolia and the Vice Chairman of Inner Mongolia & Hong Kong Youth Exchange Association. He was a committee member of the Industry Advisory Committee of Insurance Authority from June 2020 to May 2022 and a committee member of the Chinese People’s Political Consultative Conference of Shenyang from December 2007 to December 2021. Mr. Ho holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of Sydney, Australia and was admitted as a solicitor in New South Wales, Australia and England and Wales and as a solicitor and barrister in the High Court of Australia. He is also a fellow member of CPA Australia.

Save as disclosed above, Mr. Ho did not hold any other directorships in other Hong Kong or overseas listed public companies in the last three years and does not have any other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company nor holds any other positions with the Company or any of its subsidiaries.

Mr. Ho holds an aggregate principal amount of US\$200,000 of US\$300 million 7% senior guaranteed perpetual capital securities issued by RKI Overseas Finance 2017 (A) Limited, an associated corporation of the Company (within the meaning of Part XV of the SFO). Save as disclosed above, Mr. Ho does not have, and is not deemed to have, any other interests and short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Ho has entered into a letter of appointment with the Company for a term of three years commencing from 1st March, 2024 and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Ho is entitled to an emolument of HK\$308,800 per annum for acting as a Non-executive Director. His emolument will be reviewed and determined by the Board annually with authorization granted by the Shareholders at the annual general meeting of the Company and taking reference to his duties and responsibilities with the Company and the prevailing market situation.

Mr. Ho has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Ho that need to be brought to the attention to the Shareholders.

Francis Wong Man Chung, age 59, was appointed as an Independent Non-executive Director and a member of the Audit Committee of the Company in August 2004. He was appointed as the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company in April 2005, as well as a member of the Nomination Committee of the Company in February 2012. Mr. Wong holds a Master Degree in Management conferred by Guangzhou Jinan University of China. He is a Certified Public Accountant (Practising) and has over 25 years of experience in the profession of accounting. He is a fellow member of the Association of Chartered Certified Accountants, UK, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales, and the Society of Chinese Accountants and Auditors, Hong Kong as well as a certified tax adviser of the Taxation Institute of Hong Kong. Mr. Wong is a non-executive Chairman of Union Alpha CPA Limited and a non-executive director of Union Alpha CAAP Certified Public Accountants Limited, which are professional accounting firms, and a founding director and member of Francis M. C. Wong Charitable Foundation Limited, a charitable institution. Prior to that, he worked for an international accounting firm for 6 years and The Hong Kong Securities Clearing Company Limited for 2 years. Mr. Wong is currently an independent non-executive director, the Chairman of the audit committee and a member or the Chairman of the nomination committee and/or remuneration committee of China Oriental Group Company Limited, Digital China Holdings Limited, Greenheart Group Limited, Hilong Holding Limited, Integrated Waste Solutions Group Holdings Limited, IntelliCentrics Global Holdings Ltd., Qeeka Home (Cayman) Inc. and Shanghai Dongzheng Automotive Finance Co., Ltd., all of whose shares are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of GCL Technology Holdings Limited (resigned on 31st May, 2022), whose shares are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Wong did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years. Save for his directorship in the Company, Mr. Wong does not have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong holds a principal amount of US\$2,700,000 of US\$480 million 6.7% guaranteed senior notes issued by RKPF Overseas 2019 (A) Limited, an associated corporation of the Company (within the meaning of Part XV of the SFO). Save as disclosed above, Mr. Wong does not have, and is not deemed to have, any other interests and short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Mr. Wong has entered into a letter of appointment with the Company for a term of three years commencing from 1st March, 2024 and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Wong is entitled to an emolument of HK\$308,800 per annum for acting as an Independent Non-executive Director and additional fees of HK\$140,700 and HK\$42,400 per annum for acting as the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company respectively. His emolument will be reviewed and determined by the Board annually with authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, Mr. Wong has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Wong that need to be brought to the attention of the Shareholders.

In respect of the re-election of Mr. Wong as an Independent Non-executive Director, the Nomination Committee and the Board have followed the Nomination Policy and the Board Diversity Policy of the Company, and considered the Board diversity from a number of aspects, including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service.

The Board considered that Mr. Wong possesses extensive experience in finance and accounting field that can continue to bring valuable experience, knowledge and performance to the Board for its efficient and effective functioning and diversity.

In addition to Mr. Wong's directorship in the Company, he currently holds directorships in eight other companies listed on the Stock Exchange and all such directorships are non-executive in nature. As an independent non-executive director with extensive experience and knowledge in accounting and auditing and in-depth understanding of the Company's operations and business, Mr. Wong has expressed objective views and given independent guidance to the Company over the years, and he has demonstrated a firm commitment to his role. For the period after Mr. Wong was last re-elected as an Independent Non-executive Director of the Company on 25th May, 2021, he had a 100% attendance rate at board meetings, committee meetings and general meetings of the Company.

Further, Mr. Wong has confirmed that (i) none of his current commitments would require him to work intensively on a daily basis and (ii) he will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive director of the Company. With his background and experience, Mr. Wong is fully aware of the responsibilities and expected time involvements with the Company. Based on the foregoing, the Board is of the view that Mr. Wong will be able to devote sufficient time to the Board.

The Nomination Committee of the Company is satisfied that Mr. Wong has the requisite character, integrity and experience to continue fulfilling the role of an independent non-executive director. On all the basis mentioned above, the Board considers the re-election of Mr. Wong as an Independent Non-executive Director of the Company is in the best interest of the Company and Shareholders as a whole.

While Mr. Wong has served the Company for more than nine years as an Independent Non-executive Director, taking into account the independence confirmation from Mr. Wong and that Mr. Wong has not been involved in the daily operation and management of the Group during his tenure, the Nomination Committee and the Board believe that the long serving of Mr. Wong would not affect his exercise of independent judgment and consider Mr. Wong continues to be independent and also believe that Mr. Wong is able to fulfil his role as required. As such, the Nomination Committee proposed the re-appointment of Mr. Wong as an Independent Non-executive Director to the Board for it to recommend to the Shareholders for re-election at the AGM.

Pursuant to Code Provision B.2.3 of Part 2 of the Corporate Governance Code set out in Appendix C1 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

Tsang Wing Yee, age 52, was appointed as an Independent Non-executive Director, a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company on 27th October, 2023. She is a Chartered Financial Analyst Charter holder, a member of Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a Registered Business Valuer of the Hong Kong Business Valuation Forum. Ms. Tsang attained a bachelor's degree in business administration from The University of Hong Kong and a master's degree of science in financial management from The University of London. She has been a licensed person under the SFO permitted to carry out type 6 (advising on corporate finance) regulated activities (as defined under the SFO) since August 2003. Ms. Tsang has extensive experience in corporate finance, investment and corporate management. She is currently the Managing Director and a responsible officer (as defined under the SFO) of Crescendo Capital Limited, a licensed corporation under the SFO to carry out Type 6 (advising on corporate finance) regulated activities in which she is responsible for the overall management and the provision of financial advisory services to clients. Currently, Ms. Tsang is an independent non-executive director of Mi Ming Mart Holdings Limited (Stock Code: 8473) and World Houseware (Holdings) Limited (Stock Code: 713).

Save as disclosed above, Ms. Tsang did not hold any directorship in other Hong Kong or overseas listed public companies in the last three years. Save for her directorship in the Company, Ms. Tsang does not have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Tsang does not have, and is not deemed to have, any interests and short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Ms. Tsang has entered into a letter of appointment with the Company for a term of three years commencing from 1st March, 2024 and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Ms. Tsang is entitled to an emolument of HK\$308,800 per annum for acting as an Independent Non-executive Director and additional fees of HK\$121,700 and HK\$42,400 per annum for acting as a member of the Audit Committee and the Remuneration Committee of the Company respectively. Her emolument will be reviewed and determined by the Board annually with authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to her duties and responsibilities with the Company and the prevailing market situation.

Ms. Tsang has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Ms. Tsang that need to be brought to the attention of the Shareholders.

In respect of the re-election of Ms. Tsang as an Independent Non-executive Director, the Nomination Committee and the Board have followed the Nomination Policy and the Board Diversity Policy of the Company, and considered the Board diversity from a number of aspects, including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service.

The Board considered that Ms. Tsang possesses extensive experience in the financial field that can continue to bring valuable experience, knowledge and performance to the Board for its efficient and effective functioning and further promote the gender diversity of the Board.

Having received written confirmation from Ms. Tsang of her independence and taking into account that she has not been involved in the daily operations and management of the Group during her tenure, the Nomination Committee and the Board believe that Ms. Tsang continues to be independent. During her tenure as an Independent Non-executive Director, with her extensive experience in corporate finance, investment and corporate management, Ms. Tsang has provided advice which helped contribute to the development of the Company's strategy and policies. As such, the Nomination Committee proposed the re-appointment of Ms. Tsang as an Independent Non-executive Director to the Board for it to recommend to the Shareholders for re-election at the AGM.

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with requisite information reasonably necessary for them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, there were 793,124,034 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorized to repurchase up to a maximum of 79,312,403 Shares.

REASONS FOR THE REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on marketing conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

FUNDING OF THE REPURCHASES

It is proposed that repurchases of securities under the Repurchase Mandate would be financed from available cash flow or working capital facilities of the Company and its subsidiaries. In repurchasing the securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account before the Shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31st December, 2023) in the event that the proposed Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

| | Per Shares | |
|---|-------------------|---------------|
| | Highest | Lowest |
| | <i>HK\$</i> | <i>HK\$</i> |
| 2023 | | |
| April | 1.680 | 1.540 |
| May | 1.640 | 1.370 |
| June | 1.620 | 1.380 |
| July | 1.580 | 1.430 |
| August | 1.500 | 1.110 |
| September | 1.300 | 1.140 |
| October | 1.280 | 1.160 |
| November | 1.300 | 1.130 |
| December | 1.220 | 0.900 |
| 2024 | | |
| January | 0.990 | 0.860 |
| February | 0.990 | 0.860 |
| March | 0.960 | 0.870 |
| April (up to the Latest Practicable Date) | 0.950 | 0.880 |

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors will exercise the powers of the Company, so far as the same may be applicable, to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Bermuda. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company as a result of share repurchases by the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The following table illustrates the effect of the exercise in full of the Repurchase Mandate on the voting rights held by Mr. William Zen Wei Pao and Mr. Derek Zen Wei Peu.

| Name | Number of Shares held | Approximate percentage of voting rights held in the Company as at the Latest Practicable Date | Approximate percentage of voting right held in the Company upon full exercise of the Repurchase Mandate (Note 2) |
|------------------------------|----------------------------------|--|---|
| William Zen Wei Pao (Note 1) | 247,642,843 | 31.22% | 34.69% |
| Derek Zen Wei Peu (Note 1) | 252,880,078 | 31.89% | 35.43% |

Notes:

- Mr. William Zen Wei Pao and Mr. Derek Zen Wei Peu are brothers and are presumed to be acting in concert with each other by reason that they are close relatives. As at the Latest Practicable Date, the aggregate number of Shares held by them was 500,522,921 Shares, amounting to approximately 63.11% of the number of the issued shares of the Company. Assuming no other changes to the number of the issued shares of the Company and their holding of Shares, upon exercise in full of the Repurchase Mandate, their holding of Shares will carry 70.12% voting rights in the Company. The exercise of the Repurchase Mandate can trigger an obligation on their part to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors do not intend to exercise the Repurchase Mandate to the extent that triggers such a mandatory offer, unless an appropriate waiver under the Takeovers Code is obtained.
- Assumes no other changes to the number of the issued shares of the Company and holding of Shares as stated between the Latest Practicable Date and completion of repurchases under the Repurchase Mandate.

SHARE REPURCHASES MADE BY THE COMPANY

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

**WAI KEE HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 610)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wai Kee Holdings Limited (the “Company”) will be held at Academy Room I-II, 1st Floor, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 21st May, 2024 at 3:30 p.m. to transact the following businesses:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 31st December, 2023.

- 2(A). To re-elect, each as a separate resolution, the following persons as Directors:
 - (i) Mr. Derek Zen Wei Peu;

 - (ii) Mr. Ho Gilbert Chi Hang;

 - (iii) Mr. Francis Wong Man Chung; and

 - (iv) Ms. Tsang Wing Yee.

- 2(B). To authorize the Board of Directors to fix their remuneration.

3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorize the Board of Directors to fix their remuneration.

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

ORDINARY RESOLUTIONS

4(A). “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options, including bonds, warrants and debentures convertible into shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the 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); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of options or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed 20 per cent. of the number of issued shares of the Company at the date of 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 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 Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the Resolution by an ordinary resolution in general meeting of the Company.

“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 recognized regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

4(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 own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of the 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 number of issued shares of the Company at the date of 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 passing of this Resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of this Resolution by an ordinary resolution in general meeting of the Company.”

4(C). “**THAT** conditional upon Ordinary Resolution Nos. 4(A) and 4(B) set out in the notice convening this Meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 4(A) above be and is hereby extended by the addition thereto of an amount representing the number of the shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 4(B) above provided that such amount shall not exceed 10 per cent. of the number of issued shares of the Company at the date of passing of this Resolution.”

By Order of the Board
Wai Kee Holdings Limited
Anriena Chiu Wai Yee
Company Secretary

Hong Kong, 19th April, 2024

Notes:

1. For determining the entitlement to attend and vote at the Annual General Meeting to be held on Tuesday, 21st May, 2024, the register of members of the Company will be closed from Thursday, 16th May, 2024 to Tuesday, 21st May, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Tuesday, 14th May, 2024.
2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
4. The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the office of Tricor Secretaries Limited, the Company's Branch Share Registrar in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong in or by way of note to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. In relation to Resolution Nos. 2(A)(i), (ii), (iii) and (iv) above regarding re-election of Directors, Mr. Derek Zen Wei Peu, Mr. Ho Gilbert Chi Hang, Mr. Francis Wong Man Chung and Ms. Tsang Wing Yee shall retire and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Company's Bye-laws.
8. A circular containing further details regarding Resolution Nos. 2(A)(i), (ii), (iii) and (iv), 4(A), 4(B) and 4(C) above has been published on the website of the Company (www.waikee.com) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).
9. No refreshments will be served at the meeting venue and the Company will not distribute any corporate gift at the Annual General Meeting.