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华科资本
WEALTHKING INVESTMENTS

WEALTHKING INVESTMENTS LIMITED

華科資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Wealthking Investments Limited (“**Company**”) will be held at 11:00 a.m. on Tuesday, 22 March 2022 at 41/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong by way of hybrid meeting. Shareholder will be denied entry to the venue of the EGM but will be able to join the EGM via the e-Meeting System for the following purposes:

ORDINARY RESOLUTIONS

1. Loan Capitalisation Agreement and Subscription Agreement A

To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

- (a) the loan capitalisation agreement (the “**Loan Capitalisation Agreement**”) dated 31 December 2021 entered into between the Company and Chunda International Capital Management Co., Ltd. (“**Chunda**”) (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) in relation to the subscription of 1,521,739,130 new shares of HK\$0.1 each (the “**Shares**”) in the capital of the Company (the “**Capitalisation Shares**”) at the issue price of HK\$0.92 per Capitalisation Share, and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;
- (b) the subscription agreement (the “**Subscription Agreement A**”) dated 31 December 2021 entered into between the Company and Bright Victory International Limited (“**Subscriber A**”) (a copy of which has been produced to the meeting marked “B” and initialled by the chairman of the meeting for identification purpose) in relation to the subscription of 978,260,870 new Shares (the “**Subscription Shares A**”) at

the subscription price of HK\$0.92 per Subscription Share A, and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;

- (c) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Loan Capitalisation Agreement a and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon;
- (d) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription Agreement A and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon;
- (e) the grant of the specific mandate for the allotment and issue of the Capitalisation Shares and Subscription Shares A subject to the terms and conditions set out in the Circular be and is hereby approved, confirmed and ratified; and
- (f) to authorise any Director to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions mentioned in paragraph 1(e) above.

2. **Subscription Agreement B**

To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

- (a) the subscription agreement (the “**Subscription Agreement B**”) dated 31 December 2021 entered into between the Company and Mr. Wang Delian (“**Subscriber B**”) (a copy of which has been produced to the meeting marked “C” and initialled by the chairman of the meeting for identification purpose) in relation to the subscription of 652,173,913 new Shares (the “**Subscription Shares B**”) at the subscription price of HK\$0.92 per Subscription Share B, and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;
- (b) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection

with the matters contemplated in the Subscription Agreement B and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon;

- (c) the grant of the specific mandate for the allotment and issue of the Subscription Shares B subject to the terms and conditions set out in the Circular be and is hereby approved, confirmed and ratified; and
- (d) any Director is authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions mentioned in paragraph 2(c) above.

3. Proposed Refreshment of General Mandate

To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

- (a) subject to paragraph (c) below, pursuant to the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with the additional Shares and to make or grant offers, agreements and options;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; 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 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the 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 Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”) or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**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 of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company 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 Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

Yours faithfully,
By order of the Board
Wealthking Investments Limited
Ng Sau Lai
Company Secretary

Hong Kong, 2 March 2022

Registered office:
P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place of business
in Hong Kong:*
41st Floor, One Exchange Square
8 Connaught Place
Central
Hong Kong

Notes:

1. As set out in the section headed “*Special Arrangements for the EGM*” of this circular, the EGM will be a hybrid meeting. **Shareholders shall not attend the EGM in person. Any shareholder who does attempt to attend the EGM in person will be denied entry to the venue of the EGM.** All registered shareholders will be able to join the EGM via the e-Meeting System. As Shareholders will not be permitted to attend the EGM in person, they will be able to exercise their voting rights in one of the following ways: (1) attend the EGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or (2) appoint the Chairman of the EGM as your proxy to attend and vote on your behalf via the e-Meeting System. Whether or not you intend to attend the EGM via e-Meeting System, you are requested to complete the form of proxy and return it to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM (i.e. at or before 11:00 a.m. on 20 March 2022 (Hong Kong time)) or any adjournment thereof (as the case may be). The completion and return of a form of proxy will not preclude you from attending and voting at the EGM via e-Meeting System.
2. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more Shares of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of Shares only ONE PAIR of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting (i.e., at or before 11:00 a.m. on 20 March 2022 (Hong Kong time)), or any adjourned thereof.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting at the EGM via e-Meeting System or any adjournment thereof and in such event, the instrument appointing a proxy will be deemed to be revoked.
6. The register of the members of the Company will be closed from 17 March 2022 to 22 March 2022, both dates inclusive, for determining shareholders’ right to attend and vote at the above meeting. In order to qualify for attending the above meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 16 March 2022.
7. This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.

As at the date of this notice, the Board comprises one executive Director, namely, Dr. Liu Zhiwei; two non-executive Directors, namely Dr. Fu Weigang and Dr. Wang Shibin; and three independent non-executive Directors, namely, Professor He Jia, Mr. Wang Xiaojun and Mr. Chen Yuming.