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If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 **Wing Fung Group Asia Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Wing Fung Group Asia Limited **榮豐集團亞洲有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8526)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-APPOINTMENT OF THE AUDITOR, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**AGM**”) of Wing Fung Group Asia Limited (the “**Company**”) to be held at 12:00 noon on Tuesday, 20 May 2025 at Unit D, 21/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong is set out on pages 14 to 18 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar 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 before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its posting and on the website of the Company at www.wingfunggroup.com.

CHARACTERISTICS OF GEM OF STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 12:00 noon on Tuesday, 20 May 2025 at Unit D, 21/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong, the notice of which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Articles”	the amended and restated articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act (As Revised), Cap 22 of the Cayman Islands
“Company”	Wing Fung Group Asia Limited (榮豐集團亞洲有限公司) (formerly known as Wing Fung Capital Holdings Limited) (Stock Code: 8526), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules, and in the context of the Company, means Wing Fung Capital Limited and Mr. Chung Chi Keung
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$” and “HK cent(s)”	Hong Kong dollar(s) and Hong Kong cent(s), respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	8 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	27 February 2018, the date on which the Shares are listed on GEM
“Memorandum”	the memorandum of association of our Company, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	Nomination Committee of the Company
“Nomination Policy”	the nomination policy of the Company
“Register”	the register of members of the Company
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	the ordinary share(s) of the Company with nominal value of HK\$0.04 each
“Shareholder(s)”	holder(s) of the Share(s)
“Share Registrar”	Tricor Investor Services Limited, being the Hong Kong branch share registrar of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as issued by the Securities and Futures Commission and as amended, modified and supplemented from time to time
“treasury shares”	has the meaning ascribed thereto under the GEM Listing Rules
“%”	per cent

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

LETTER FROM THE BOARD



Wing Fung Group Asia Limited

榮豐集團亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8526)

Executive Directors:

Mr. Chung Chi Keung

Ms. Lai Suk Fan

Independent non-executive Directors:

Mr. Choy Hiu Fai Eric

Mr. Lei For

Mr. Lai Wai Ming

Registered Office:

71 Fort Street

PO Box 500, George Town

Grand Cayman KY1-1106

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit D, 21/F., Tower B

Billion Centre

1 Wang Kwong Road

Kowloon Bay, Kowloon

Hong Kong

16 April 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-APPOINTMENT OF THE AUDITOR,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and information regarding the resolutions to be proposed at the AGM, including amongst others, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-appointment of the auditor of the Company; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. THE ISSUE MANDATE

The existing general mandate granted to the Directors to allot, issue and deal with new Shares by the Shareholders at annual general meeting of the Company held on 6 June 2024 will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors, the Issue Mandate to allot, issue and deal with new Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of the passing of such resolution at the AGM.

As at the Latest Practicable Date, the Company has an aggregate of 162,250,000 Shares in issue. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 32,450,000 Shares.

Further details of the Issue Mandate are set out under item 4 of the notice of the AGM.

3. THE REPURCHASE MANDATE

The existing general mandate granted to the Directors to repurchase Shares by the Shareholders at the annual general meeting of the Company held on 6 June 2024 will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum number equivalent to 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of such resolution at the AGM.

As at the Latest Practicable Date, the Company has an aggregate of 162,250,000 Shares in issue. Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 16,225,000 Shares.

An explanatory statement containing all relevant information in relation to the Repurchase Mandate as required under Rule 13.08 of the GEM Listing Rules is set out in Appendix I to this circular. Further details of the Repurchase Mandate are set out in item 5 of the notice of the AGM.

LETTER FROM THE BOARD

4. EXTENSION OF ISSUE MANDATE

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt (including any sale or transfer of treasury shares out of treasury) with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company under the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in item 6 of the notice of the AGM.

5. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 16.17 of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, 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. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with the above provisions of the Articles, Mr. Lai Wai Ming, being the independent non-executive Director and Mr. Chung Chi Keung, being the executive Director, will retire from office and, being eligible, offer themselves for re-election as independent non-executive Directors at the AGM. Biographical details of the above-mentioned Directors who will retire and proposed to be re-elected at the AGM (“**Retiring Directors**”) are set out in Appendix II to this circular.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment, contribution and gender diversity of the Retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy, the Nomination Policy and the Company’s corporate strategy. Further information about the composition and diversity of the Board are disclosed in the 2024 Annual Report of the Company. The Nomination Committee has also assessed the independence of the independent non-executive Directors and formed the view that they have met the independence guidelines under Rule 5.09 of the GEM Listing Rules.

The Nomination Committee has taken into account Mr. Lai has extensive experience in areas of building service and engineering. As the Chairman of the remuneration committee of the Company (“**Remuneration Committee**”) and member of the audit committee of the Company (“**Audit Committee**”) and Nomination Committee, Mr. Lai has brought valuable experience and insights based on his knowledge and expertise and provided constructive comments to the Board since his appointment.

LETTER FROM THE BOARD

The Nomination Committee is satisfied that Mr. Lai have the required character, integrity and experience to continuously fulfill their role as independent non-executive Directors effectively and will continue to contribute to the diversity of the Board.

The Board concurs with the view of the Nomination Committee and believes that the re-election of the Retiring Directors would be in best interests of the Company and the Shareholders as a whole.

6. RE-APPOINTMENT OF THE AUDITOR

Forvis Mazars CPA Limited (“**Forvis Mazars**”) will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

The Board proposed and recommended to re-appoint Forvis Mazars as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and seek the authorisation from the Shareholders to fix their remuneration.

7. CLOSURE OF REGISTER

For determining the entitlement to attend and vote at the AGM, the Register will be closed from Wednesday, 14 May 2025 to Tuesday, 20 May 2025 (both dates inclusive), during which period no transfer of the Shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the Share Registrar for registration no later than 4:30 p.m. on Tuesday, 13 May 2025.

8. AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 12:00 noon on Tuesday, 20 May 2025 at Unit D, 21/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong is set out on pages 14 to 18 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, inter alia, the proposed resolutions set out in the notice of the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Share Registrar 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 or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

9. VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the AGM.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

11. RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the notice of the AGM, including, among other things, the proposed resolutions in relation to the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of Retiring Directors and the re-appointment of the auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

12. GENERAL INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Wing Fung Group Asia Limited
Chung Chi Keung
Chairman, Chief Executive Officer and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, a total of 162,250,000 Shares were in issue and the Company did not hold any treasury shares. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 16,225,000 Shares representing not more than 10% of the total number of the Shares in issue (excluding treasury shares) as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but the Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

Under the GEM Listing Rules, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issue Mandate in ordinary resolution no. 4 and made in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("CCASS") pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. SOURCE OF FUNDS FOR REPURCHASE

The Company is empowered by the Articles to repurchase its Shares. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the GEM Listing Rules, the Memorandum, the Articles, the Companies Act and all other applicable laws, rules and regulations, as the case may be.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in effect from time to time.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

As compared with the position disclosed in the audited consolidated financial statements of the Group as at 31 December 2024, the Directors consider that there could be a material adverse impact on the working capital and on the gearing level of the Company in the event that the proposed repurchases under the Repurchase Mandate were to be carried out in full during the proposed repurchases period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS' UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed resolution for the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws and regulations from time to time in force in the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

6. CONSEQUENCES UNDER THE TAKEOVERS CODE

If, as a result of a repurchase of the Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any such consequence which may arise under the Takeovers Code if the Repurchase Mandate is exercised.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Wing Fung Capital Limited held 83,062,500 Shares, representing approximately 51.19% of the issued share capital of the Company. Wing Fung Capital Limited is wholly-owned by Mr. Chung Chi Keung ("**Mr. Chung**"). Therefore, Mr. Chung is deemed to be interested in the Shares which are held by Wing Fung Capital Limited by virtue of the SFO.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

If the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate is approved by the Shareholders), the total number of Shares which will be repurchased under the Repurchase Mandate shall be 16,225,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date). The shareholding of each of the Controlling Shareholders will be increased to approximately 56.88% of the issued share capital of the Company immediately following the full exercise of the Repurchase Mandate. The Directors consider that such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are also not aware of any other Shareholder, or a group of Shareholders acting in concert, who may become obliged to do so in such an event.

The Directors do not intend to exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

7. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the previous twelve months were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2024		
April	0.120	0.111
May	0.192	0.100
June	0.102	0.091
July	0.082	0.067
August	0.072	0.072
September	0.080	0.068
October	0.094	0.075
November	0.077	0.077
December	0.078	0.065
2025		
January	0.087	0.070
February	0.080	0.078
March	0.120	0.078
April (up to the Latest Practicable Date)	0.127	0.125

8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

9. INTENTION OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS OF THE COMPANY TO SELL SHARES

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

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

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

- (1) **Mr. Lai Wai Ming (黎偉明)**, aged 49, was appointed as the independent non-executive Director on 31 January 2018 and is mainly responsible for supervising and providing independent judgement to the Board. He is the Chairman of the Remuneration Committee and member of the Audit Committee and Nomination Committee.

Mr. Lai graduated from the Hong Kong Polytechnic University in November 1997 and was awarded a Bachelor of Science degree in Building Technology and Management. Then he obtained a Master of Science in Real Estate from the University of Hong Kong in December 1999. In February 2002, Mr. Lai further obtained a diploma in building surveying from the College of Estate Management in the United Kingdom, which is a long distance programme. Mr. Lai was also certified as a registered professional engineer by the Engineer Registration Board in April 2006, and he was admitted as a member of the Hong Kong Institution of Engineers and the Chartered Institute of Building in December 2004 and May 2005, respectively.

Mr. Lai has signed a letter of appointment as independent non-executive Director for a term of three (3) years from the Listing Date, subject to further renewal, unless terminated by either party pursuant to the terms as set out in the said letter of appointment. Mr. Lai's appointment had been renewed for another term of 3 years commencing on 27 February 2024 on the same terms and conditions. Mr. Lai is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the said letter of appointment, Mr. Lai is entitled to an annual remuneration of HK\$180,000.

As far as the Directors are aware, Mr. Lai does not hold any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationships with other Directors, senior management, substantial Shareholders or Controlling Shareholders as at the Latest Practicable Date.

- (2) **Mr. Chung Chi Keung (鍾志強)**, aged 68, is the executive Director, the chairman of the Board and the chief executive officer of the Company. He is also a member of Remuneration Committee and Nomination Committee. He is the co-founder of the Group and primarily responsible for formulating the overall business strategies and overseeing the business and operation of the Group. Mr. Chung was appointed as the director of the Company on 29 September 2016 and is also a director of all members of the Group.

Mr. Chung has over 49 years of experience in the supply, installation and fitting-out of MVAC system. In March 1974, Mr. Chung joined Young's Engineering Co., Ltd as an apprentice and received training at the Major Air-conditioning Service Department. Upon the completion of his apprenticeship, he continued to work in the same department until July 1980. In 1987, Mr. Chung co-founded Wing Fung Engineering Limited. In July 1996 and March 2007, Mr. Chung established Wing Fung Engineering (H.K.) Limited and Botop Engineering (Macau) Limited, respectively and has been managing the business and operation of the two companies in Hong Kong and Macau. From 2003 to 2006, Mr. Chung was a member of the senior management of Dickson Group Holdings Limited (currently known as Richly Field China Development Limited), a company listed on the main board of the Stock Exchange (stock code: 313), and was responsible for managing the operation of certain construction projects in Hong Kong.

Mr. Chung has entered into a service agreement with the Company as an executive Director for a term of three (3) years from the Listing Date, subject to further renewal, unless terminated by either party pursuant to the terms as set out in the said service agreement. Mr. Chung's service agreement has been renewed for another term of 3 years commencing on 27 February 2024 on the same terms and conditions. Mr. Chung is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. Chung is entitled to an annual salary of approximately HK\$5,043,000 and entitled to receive annual discretionary management bonus of a sum to be approved by the Board based on the recommendation of the Remuneration Committee, operating results of the Group and his performance.

As far as the Directors are aware, as at the Latest Practicable Date, Wing Fung Capital Limited was interested in 83,062,500 Shares representing 51.19% of the entire issued capital of the Company. Wing Fung Capital Limited was wholly owned by Mr. Chung. By virtue of the SFO, Mr. Chung is deemed, or taken to be, interested in the Shares held by Wing Fung Capital Limited. Saved as disclosed above, Mr. Chung does not have any interest in the Shares within the meaning of Part XV of the SFO.

As far as the Directors are aware, Mr. Chung does not have any relationships with other Directors, senior management, substantial Shareholders or Controlling Shareholders as at the Latest Practicable Date.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Lai or Mr. Chung involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

NOTICE OF AGM



Wing Fung Group Asia Limited 榮豐集團亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8526)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Wing Fung Group Asia Limited (the “**Company**”) will be held at 12:00 noon on Tuesday, 20 May 2025 at Unit D, 21/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2024.
2.
 - (a)
 - (i) To re-elect Mr. Lai Wai Ming as an independent non-executive director of the Company.
 - (ii) To re-elect Mr. Chung Chi Keung as an executive director of the Company.
 - (b) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”).
3. To re-appoint Forvis Mazars CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

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4. **“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (**“GEM Listing Rules”**), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company (**“Shares”**) (including any sale and transfer of treasury shares out of treasury) and to make or grant offers, agreements or options (including any warrants, bonds, notes, securities or debentures convertible into Shares) which may require the exercise of such power (otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any option granted under any share option scheme or similar arrangement adopted by the Company from time to time; (iii) any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or (iv) any specific authority granted by the members of the Company in general meeting) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined in this Resolution) to make or grant offers, agreements and options (including any warrants, bonds, notes and debentures convertible into Shares) which may require the Shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined in this resolution);
- (c) the number of Shares allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above shall not exceed the aggregate of (aa) 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution and (bb) conditional on resolution No. 5 and resolution No. 6 being passed, the total number of Shares repurchased by the Company (if any) pursuant to the authorisation granted to the Directors under resolution No. 5, and the approval granted pursuant to paragraphs (a) and (b) above shall be limited accordingly; and
- (d) for the purpose of this resolution:
 - (1) **“Relevant Period”** means the period from the passing of this resolution 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 of the Company or the Companies Act (As Revised), Cap. 22 of the Cayman Islands (the **“Companies Act”**) or any applicable laws of the Cayman Islands to be held; or

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- c. the passing of an ordinary resolution by members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;
- (2) **“Rights Issue”** means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors, to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient (but in compliance with the relevant provisions of the GEM Listing Rules) 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).
- (3) Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined in this Resolution) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) and/or on any other stock exchange(s) 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 GEM Listing Rules (or of any other stock exchange) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined herein) shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

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

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- (b) 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 or the Cayman Companies Act or any applicable laws of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. **“THAT:**

conditional upon resolution No. 4 and resolution No. 5 being passed, 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 any unissued Shares (including any sale or transfer of treasury shares out of treasury) pursuant to the said resolution No. 4 be and is hereby extended by the addition Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the said resolution No. 5, provided that such extended amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution.”

By order of the Board
Wing Fung Group Asia Limited
Chung Chi Keung

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 16 April 2025

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
2. A form of proxy for the AGM is enclosed. 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 certified copy of such power or authority, shall be deposited at the Company's Hong Kong branch share registrar, 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 AGM or any adjourned meeting.
3. Where there are joint registered holders of any Share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the AGM 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 share shall alone be entitled to vote in respect thereof.
4. To ascertain the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 14 May 2025 to, Tuesday, 20 May 2025 (both days inclusive), during which period no transfer of Shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 13 May 2025.

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5. An explanatory statement containing further details regarding resolution no. 5 above is set out in Appendix I to the circular of which this notice of AGM forms part.
6. Details of the retiring directors proposed to be re-elected as directors of the Company are set out in Appendix II to the circular of which this notice of AGM forms part.
7. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
8. If typhoon signal number 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.wingfunggroup.com and on the Stock Exchange’s website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Chung Chi Keung and Ms. Lai Suk Fan; and the independent non-executive Directors are Mr. Choy Hiu Fai Eric, Mr. Lei For and Mr. Lai Wai Ming.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.wingfunggroup.com.