
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Chi Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WING CHI HOLDINGS LIMITED

榮智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6080)

PROPOSALS FOR

**(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITOR,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITOR,
(4) GENERAL MANDATES TO
ISSUE SHARES AND BUY-BACK SHARES
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING**

This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the purpose of giving information regarding 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.

A notice convening the 2026 annual general meeting (“**2026 AGM**”) to be held at “9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong” on Friday, 14 August 2026 at 11:30 a.m. (Hong Kong time) is set out on pages 18 to 22 of this circular. A form of proxy for use by the Shareholders at the 2026 AGM is enclosed.

Whether you are able to attend the 2026 AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event so that it is received at least 48 hours before the time appointed for the 2026 AGM or adjourned meeting (as the case may be). Submission of a proxy form will not preclude you from attending the 2026 AGM (or any adjournment of such meeting) and voting in person should you so wish.

This circular, together with a form of proxy, will remain on the Stock Exchange’s website at “www.hkexnews.hk” for at least 7 days from the date of its publication and on the Company’s website at www.wingchiholdings.com.

16 July 2026

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DEFINITIONS

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

“2026 AGM”	the 2026 annual general meeting of the Company to be held at “9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong” on Friday, 14 August 2026 at 11:30 a.m., or, where the context so admits, any adjournment of such annual general meeting
“2026 AGM Notice”	the notice convening the 2026 AGM set out on pages 18 to 22 of this circular
“Articles of Association” or “Current Articles”	the Third Amended and Restated Articles of Association of the Company adopted by a special resolution passed on 15 August 2025
“Audit Committee”	Audit Committee of the Board
“Auditor”	the auditor of the Company
“Board”	the Board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy back on the Stock Exchange not exceeding 10% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing the relevant resolution at the 2026 AGM
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”	Wing Chi Holdings Limited (榮智控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange (stock code: 6080)
“Controlling Shareholder(s)”	has the same meaning as defined in the Listing Rules
“Core connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with (include any sale or transfer of treasury shares out of treasury) new Shares up to a maximum of 20% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing of the relevant resolution at the 2026 AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	6 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum” or “Memorandum of Association”	the Third Amended and Restated Memorandum of Association of the Company adopted by a special resolution passed on 15 August 2025
“Nomination Committee”	Nomination Committee of the Board
“Remuneration Committee”	Remuneration Committee of the Board
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs

DEFINITIONS

“Treasury shares” has the meaning ascribed to it under the Listing Rules, as amended, supplemental or otherwise modified from time to time

“%” per cent.

LETTER FROM THE BOARD

WING CHI HOLDINGS LIMITED

榮智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6080)

Executive Directors:

Mr. Li Cheuk Kam (*Chairman*)

Ms. Chau Man Chun

Independent Non-executive Directors:

Mr. Wong Chik Kong

Mr. Chan Chung Kik, Lewis

Mr. Lee Kwok Lun

Registered office:

Suite 210, 2nd Floor,

Windward III,

Regatta Office Park,

Grand Cayman KY1-1106,

Cayman Islands

Principal place of business in Hong Kong:

Room 3010, 30/F., Cable TV Tower,

9 Hoi Shing Road, Tsuen Wan,

New Territories, Hong Kong

16 July 2026

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR
(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITOR,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITOR,
(4) GENERAL MANDATES TO
ISSUE SHARES AND BUY-BACK SHARES
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the 2026 AGM and to provide you with details of the resolutions to be proposed at the 2026 AGM relating to:

- (a) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditor for the year ended 31 March 2026;
- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditor;

LETTER FROM THE BOARD

- (d) the granting of the General Mandate to the Directors;
- (e) the granting of the Buy-back Mandate to the Directors; and
- (f) the granting of the Extension Mandate to the Directors.

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITOR FOR THE YEAR ENDED 31 MARCH 2026

The audited consolidated financial statements of the Company for the year ended 31 March 2026 together with the reports of the Directors and Auditor, are set out in the 2026 Annual Report which will be sent to the Shareholders together with this circular. The 2026 Annual Report may be viewed and downloaded from the Company's website (www.wingchiholdings.com) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

RESOLUTION (2) RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of two Executive Directors namely Mr. Li Cheuk Kam (the Chairman) and Ms. Chau Man Chun, and three Independent Non-executive Directors namely Mr. Wong Chik Kong, Mr. Chan Chung Kik, Lewis and Mr. Lee Kwok Lun.

Pursuant to the Article 108 of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. In accordance with Article 108 of the Articles of Association, Mr. Li Cheuk Kam and Mr. Wong Chik Kong (the “**Retiring Directors**”) will retire from office as Directors at the 2026 AGM. The Retiring Directors being eligible, offered themselves for re-election at the 2026 AGM.

The re-election of the Retiring Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2026 AGM.

The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company. The Nomination Committee also took into account the contribution and service of the Retiring Directors to the Group and their commitment to their roles.

LETTER FROM THE BOARD

In recommending Mr. Li Cheuk Kam (“**Mr. Li**”) to stand for re-election as an Executive Director (“**ED**”) and Mr. Wong Chik Kong (“**Mr. Wong**”) to stand for re-election as an Independent Non-executive Director (“**INED**”), the Nomination Committee has taken into consideration the backgrounds and attributes of the nominees concerned:

- (a) Mr. Li has over 41 years of experience in the construction industry in Hong Kong and has substantial experience in the overall business development strategy and in overseeing the day-to-day management of site operations of the Group.
- (b) Mr. Wong has over 30 years of experience in the construction industry. Mr. Wong obtained a Higher Diploma in Architectural Studies from the City University of Hong Kong in November 1995. Mr. Wong has substantial experience in project management, cost control, supervision and co-ordination with consultants and sub-contractor for demolition, slope remedial, foundation and building projects.

The Nomination Committee considered that in view of their knowledge and experience in the construction industry as set out in Appendix II to this circular, the appointments of Mr. Li Cheuk Kam and Mr. Wong Chik Kong will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company’s business.

The Nomination Committee has also assessed the independence of all the INEDs. All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 3.13 of the Listing Rules and has each provided to the Company an annual written confirmation of his independence.

The biographical details of the Retiring Directors who have been proposed to be re-elected at the 2026 AGM are set out in Appendix II to this circular.

RESOLUTION (3) RE-APPOINTMENT OF THE AUDITOR

SHINEWING (HK) CPA Limited, will retire as the Auditor at the 2026 AGM and, being eligible, offer itself for re-appointment. The Board, upon the recommendation of the Audit Committee, proposed to re-appoint SHINEWING (HK) CPA Limited as the Auditor and to hold office until the conclusion of the 2027 annual general meeting of the Company and to authorise the Board to fix the remuneration of the Auditor for the year ending 31 March 2027.

The estimated audit fee payable to SHINEWING (HK) CPA Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 March 2027 is expected to be approximately HK\$0.9 million to HK\$1.0 million (exclusive of out-of-pocket expenses). Such fee has been determined after due consideration and arm’s length negotiations between the Company and SHINEWING (HK) CPA Limited, taking into account, among other things, historical audit fees, prevailing market rates, the complexity and business plans of the Group, the expected scope of the audit, the audit timetable, and the auditor’s resources required. The estimated audit fee has been determined on the basis that no material changes are expected in the Group’s operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the audit.

LETTER FROM THE BOARD

As SHINEWING (HK) CPA Limited is relatively familiar with the Group's financial position and affairs, the Board considers that the estimated audit fee agreed with the Auditor is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 March 2027 will be performed more efficiently by SHINEWING (HK) CPA Limited, which is in the best interests of the Company and the Shareholders as a whole.

Unless there is a material change in the basis and assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

RESOLUTIONS (4) TO (6) GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES

Pursuant to the ordinary resolutions passed at the 2025 annual general meeting of the Company held on 15 August 2025 the Directors were granted general mandates to issue new Shares and to buy back existing Shares. Unless otherwise renewed, such general mandates will lapse at the conclusion of the 2026 AGM.

At the 2026 AGM, separate ordinary resolutions will be proposed relating to the following general mandates:

- (i) authorising the Directors to allot, issue and otherwise deal with (include any sale or transfer of treasury shares out of treasury) additional Shares up to a maximum of 20% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing the resolution;
- (ii) authorising the Directors to buy back Shares up to a maximum of 10% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing the resolution; and
- (iii) authorising the addition to the mandate to issue new Shares (referred to in (i) above) of those Shares bought-back by the Company pursuant to the Buy-back mandate (referred to in (ii) above).

As at the Latest Practicable Date, the issued Shares comprised 1,120,350,000 Shares. Assuming that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Shares (referred to in (i) above), the maximum number of Shares which may be issued pursuant to the mandate would be 224,070,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the mandate referred to in (iii) above. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued Shares comprised 1,120,350,000 Shares. At the 2026 AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to buy-back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, not exceeding 10% of the number of issued shares of the Company (exclude treasury shares, if any) as at the date of passing of the relevant resolution at the 2026 AGM. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors (referred to in (ii) above) and on the basis that no Shares will be issued or bought-back by the Company between the Latest Practicable Date and the 2026 AGM, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 112,035,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the mandate referred to in (i) above. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution to approve the buy-back by the Company of its Shares. This explanatory statement is set out in Appendix I to this circular. Neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

The general mandates to issue new Shares and to buy back Shares, if granted at the 2026 AGM, will remain in effect until the earliest of (i) the conclusion of the 2027 annual general meeting of the Company; (ii) the expiration of the period within which the 2027 annual general meeting of the Company is required by law or the Articles of Association to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2026 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the 2026 AGM at which six ordinary resolutions will be proposed, to adopt the audited consolidated financial statements for the year ended 31 March 2026 and the reports of the Directors and Auditor, the granting of the general mandates to issue and buy back Shares, the re-election of the Retiring Directors and the re-appointment of Auditor are set out on pages 18 to 22 of this circular.

A proxy form for the 2026 AGM is enclosed herewith. Whether you are able to attend the 2026 AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event so that it is received at least 48 hours before the time appointed for the 2026 AGM or adjourned meeting (as the case may be). Submission of a proxy form will not preclude you from attending the 2026 AGM (or any adjournment of such meeting) and voting in person should you so wish.

LETTER FROM THE BOARD

VOTING BY POLL AT THE 2026 AGM

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, all resolutions set out in the 2026 AGM Notice will be voted on by poll at the 2026 AGM 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.

Article 79 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. Accordingly, the resolutions to be considered and, it thought fit, approved at the 2026 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2026 AGM will be made by the Company after the 2026 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

At the 2026 AGM, six ordinary resolutions will be proposed to approve, among other matters, the adoption of the audited financial statements of the Company and the reports of the Directors and Auditor of the Company for the year ended 31 March 2026; the granting of the General Mandate, the Buy-back Mandate and the Extension Mandate; the re-election of the Retiring Directors and the re-appointment of Auditor.

The Directors believe that the proposed granting of the General Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of the Retiring Directors and the reappointment of the Auditor are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the General Mandate and the Extension Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Buy-back Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2026 AGM.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend, speak and vote at the 2026 AGM (or any adjournment thereof), the register of members of the Company will be closed from Friday, 7 August 2026 to Friday, 14 August 2026, both days inclusive, during which period no share transfer will be effected. All properly completed transfer documents accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, for registration no later than 4:30 p.m. on Thursday, 6 August 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2026 AGM is therefore Friday, 14 August 2026.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Board collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information regarding the Company. The Board, 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.

GENERAL INFORMATION

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

LANGUAGE

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

Yours faithfully,
For and on behalf of the Board
Wing Chi Holdings Limited
Li Cheuk Kam
Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the general mandate for buy-backs of Shares of the Company to be proposed at the 2026 AGM.

1. LISTING RULES RELATING TO SHARE BUY-BACK

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed share buy-backs by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction. Such authority may only continue in force during the period from the passing of the resolution until the earlier of: (i) the conclusion of the next annual general meeting of the company; (ii) the expiry of the period within which the next annual general meeting of the company is required by law to be held; and (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,120,350,000 Shares.

Subject to the passing of the ordinary resolution no. 5 as set out in the notice of 2026 AGM in respect of granting to the Director a general mandate to buy back up to a maximum of 10% of the total number of Shares in issue (exclude treasury shares, if any) at the date of the passing of the relevant resolution (the “**Buy-back Mandate**”) and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the date of the 2026 AGM, the Directors will be authorised to buy back Shares up to a maximum limit of 112,035,000 Shares.

If the Company buy-back any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares bought-back and/or (ii) hold such Shares as treasury shares, subject to market conditions and the Company’s capital management needs at the relevant time any repurchase of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, 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, (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; and (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The Company will ensure that the treasury shares are appropriately identified and segregated, for example by giving clear written instructions to the Hong Kong branch share registrar of the Company to update its records so as to clearly segregate and identify those treasury shares held in CCASS.

3. REASONS FOR BUY-BACK

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, enhance the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders as a whole. The number of Shares to be bought-back on any occasion and the price and other terms on which the same are bought-back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

4. FUNDING AND EFFECT OF BUY-BACKS

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

Under the Listing Rules, a listed company may not buy back its own shares listed 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 as amended from time to time.

In accordance with the Cayman Companies Act, the Memorandum of Association and the Articles of Association, Shares may only be bought back out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on purchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are bought back or, subject to the statutory test of solvency, out of capital. Under the Cayman Companies Act, the Shares so bought back will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the 2026 Annual Report for the year ended 31 March 2026 in the event that the buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Company to exercise the Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands.

6. TAKEOVERS CODE CONSEQUENCE

If as a result of a share buy-back 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. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Approximate % of the issued share capital before a possible exercise of the Buy-back Mandate" while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Buy-back Mandate to be proposed at the 2026 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2026 AGM) is shown under the column "Approximate % of the issued share capital should the Buy-back Mandate be exercised in full":

Name of Shareholder	Number of Shares Held	Approximate % of the issued share capital before a possible exercise of the Buy-back Mandate	Approximate % of the issued share capital should the Buy-back Mandate be exercised in full
Colourfield Global Limited (<i>Note 1</i>)	484,998,000	43.29%	48.10%
Mr. Li Cheuk Kam (<i>Note 1</i>)	484,998,000	43.29%	48.10%
Ms. Chau Man Chun (<i>Note 2</i>)	484,998,000	43.29%	48.10%
Great Pride Global Limited (<i>Note 3</i>)	190,002,000	16.96%	18.84%
Ms. Yam Yuen Nina (<i>Note 4</i>)	190,002,000	16.96%	18.84%

The above are calculated based on 1,120,350,000 shares in issue as at the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

Notes:

1. The 484,998,000 Shares are held by Colourfield Global Limited (“**Colourfield Global**”). Mr. Li Cheuk Kam beneficially owns 100% of the entire issued share capital of Colourfield Global and is deemed, or taken to be, interested in all the Shares held by Colourfield Global for the purposes of the SFO. Mr. Li Cheuk Kam is the sole director of Colourfield Global.
2. Ms. Chau Man Chun is the spouse of Mr. Li Cheuk Kam and is deemed or taken to be interest in all the Shares in which Mr. Li Cheuk Kam has, or is deemed to have, an interest for the purposes of the SFO.
3. 190,002,000 Shares are beneficially owned by Great Pride Global Limited which is wholly-owned by Ms. Yam Yuen Nina.
4. 190,002,000 Shares are held by Great Pride Global Limited. Ms. Yam Yuen Nina beneficially owns 100% of the entire issued share capital of Great Pride Global Limited and is deemed, or taken to be, interested in the Shares held by Great Pride Global Limited for the purposes of the SFO.

In the event that the Buy-back Mandate is exercised in full, the shareholding of these Shareholders in the Company will be increased as shown in the table above. On the basis of the shareholding held by the Shareholders named above, an exercise of the Buy-back Mandate in full will result in Colourfield Global Limited, Mr. Li Cheuk Kam and Ms. Chau Man Chun becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

However, the Directors do not intend to exercise the power to buy back Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

7. SHARE BOUGHT-BACK BY THE COMPANY

The Company has not bought-back any Shares in the six months prior to the Latest Practicable Date.

8. DISCLOSURE OF INTEREST BY DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

As at the Latest Practicable Date, to the best of their knowledge having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules), presently intend to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate in the event that the Buy-back Mandate is approved by Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that he/she/it has any present intention to sell any of his/her/its Shares, or that he/she/it has undertaken not to sell any Shares held by him/her/it, to the Company in the event that the Buy-back Mandate is approved by Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

9. SHARE PRICES

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

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
July	0.130	0.090
August	0.175	0.091
September	0.196	0.110
October	0.188	0.110
November	0.139	0.118
December	0.127	0.091
2026		
January	0.118	0.090
February	0.161	0.090
March	0.148	0.106
April	0.148	0.103
May	0.239	0.124
June	0.183	0.133
July (up to the Latest Practicable Date)	0.148	0.135

The following are the particulars of the Retiring Directors who will retire at the conclusion of the 2026 AGM and will be proposed to be re-elected at the 2026 AGM.

Mr. LI Cheuk Kam (李灼金) (“Mr. Li”), aged 58, was appointed as the Chairman of the Board of Directors and the Chief Executive Officer of the Company on 25 May 2017. He is one of the controlling shareholders, the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. Mr. Li is the founder of the Group. He is also a director of each and every wholly-owned subsidiary of the Group. Save as disclosed above, Mr. Li does not hold any positions in the Company or any of its subsidiaries.

Mr. Li is primarily responsible for the overall business development strategy and for overseeing day-to-day management of site operations of the Group. Mr. Li is the spouse of Ms. Chau Man Chun, an Executive Director of the Company.

Mr. Li has entered into a service agreement with the Company for an initial term of three years commencing on 20 October 2017 and his appointment has subsequently been renewed subject to retirement by rotation and eligible for re-election pursuant to the Articles of Association and the termination provisions of the service agreement. The appointment is renewable automatically for successive terms of one year each commencing from the next day after the expiry of the term of employment, subject to retirement and re-election at annual general meetings in accordance with the Memorandum and Articles of association of the Company. The amount of emoluments paid for the year ended 31 March 2026 to Mr. Li is set out in note 10 to the consolidated financial statements for the year ended 31 March 2026 of the Company’s 2026 Annual Report. Such remuneration/emoluments will be reviewed annually by the Board and by the Remuneration Committee; Mr. Li is entitled to a discretionary bonus as the Remuneration Committee may recommend to the Board and which the Board may approve with reference to his performance and the operating results of the Group.

Mr. Li does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Colourfield Global Limited (“**Colourfield Global**”), the Company’s controlling shareholder (as defined in the Listing Rules), was interested in 484,998,000 Shares, representing 43.29% of the aggregate number of Shares in issue. Colourfield Global is wholly and beneficially owned by Mr. Li Cheuk Kam, the chairman of the Board and an Executive Director of the Company. Therefore, Mr. Li Cheuk Kam is deemed, or taken to be, interested in all the Shares held by Colourfield Global for the purposes of the SFO.

Mr. Li is the spouse of Ms. Chau Man Chun, an Executive Director of the Company and the father of Mr. Li Kun Yee, the project director of the Group. Mr. Li is also the brother of Mr. Li Wai Fong, the administration manager of the Group. Save as disclosed above, Mr. Li does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. WONG Chik Kong (黃植剛) (“Mr. Wong”), aged 53, was appointed as an Independent Non-executive Director of the Company on 21 September 2017. He is the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company. Save as disclosed above, Mr. Wong does not hold any positions in the Company or any of its subsidiaries.

Mr. Wong obtained a Higher Diploma in Architectural Studies from the City University of Hong Kong in November 1995. Mr. Wong has over 30 years of experience in the construction industry where he was primarily responsible for project management, cost control, supervision and co-ordination with consultants and subcontractor for demolition, slope remedial, foundation and building projects.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing from 20 September 2020, subject to retirement by rotation and re-election in accordance with the Articles of Association and the termination provisions of the letter of appointment. The appointment is renewable automatically for successive terms of one year each commencing from the next day after the expiry of the term of appointment, subject to retirement by rotation and re-election in accordance with the Articles of Association and the termination provisions of the letter of appointment. The amount of emoluments paid for the year ended 31 March 2026 to Mr. Wong is set out in note 10 to the consolidated financial statements for the year ended 31 March 2026 of the Company’s 2026 Annual Report. Such remuneration/emoluments will be reviewed annually by the Board and by the Remuneration Committee.

Mr. Wong does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO as at the Latest Practicable Date.

Saved as disclosed herein, in relation to the re-election of the Retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

NOTICE OF THE 2026 ANNUAL GENERAL MEETING

WING CHI HOLDINGS LIMITED

榮智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6080)

NOTICE OF THE 2026 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 annual general meeting (the “**2026 AGM**”) of Wing Chi Holdings Limited (the “**Company**”) will be held at “9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong” on Friday, 14 August 2026 at 11:30 a.m. for the following purposes:

As Ordinary Business

1. To adopt the audited financial statements of the Company and the reports of the Directors and Auditor of the Company for the year ended 31 March 2026.
2. To consider and approve, each as a separate resolution, if thought fit, the following ordinary resolutions:
 - (a) To re-elect Mr. Li Cheuk Kam as an Executive Director of the Company.
 - (b) To re-elect Mr. Wong Chik Kong as an Independent Non-executive Director of the Company.
 - (c) To authorise the Board to fix the Directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the Auditor of the Company and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraphs (b) and (c) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to allot, issue and deal with (include any sale or transfer of treasury shares out of treasury) additional shares in the capital of the Company and to allot, issue or grant securities convertible into shares in the capital of the Company, options, warrants and other rights to subscribe for any shares in the capital of the Company or such convertible securities and to make or grant offers, agreements and options in respect thereof;
- (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the Directors may during the Relevant Period make or grant offers, agreements, rights and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF THE 2026 ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined hereinafter);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) the exercise of the subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;

shall not exceed 20% of the total number of the shares of the Company in issue (exclude treasury shares, if any) as 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 the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; and

NOTICE OF THE 2026 ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion 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, 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).

Any reference to an allotment, issue, grant, offer or disposal of shares 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, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

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

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company 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 the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares to be bought back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the total number of issued shares of the Company (exclude treasury shares, if any) at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF THE 2026 ANNUAL GENERAL MEETING

(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

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

“**THAT** subject to the passing of ordinary resolutions numbered 4 and 5 set out in the notice of the Meeting, the total number of shares of the Company that may be allotted, issued and dealt with (include any sale or transfer of treasury shares out of treasury) or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under resolution numbered 4 set out in the notice of the Meeting be and is hereby increased and extended by the addition of the aggregate number of shares in the capital of the Company which may be bought-back by the Company pursuant to and in accordance with the mandate granted under resolution numbered 5 set out in the notice of the Meeting, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (exclude treasury shares, if any) as at the date of the passing of this Resolution.”

By order of the Board
Wing Chi Holdings Limited
Li Cheuk Kam
Chairman

Hong Kong, 16 July 2026

Notes:

- (1) An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the 2026 AGM (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the 2026 AGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders be present at the 2026 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 shares shall alone be entitled to vote in respect thereof.

NOTICE OF THE 2026 ANNUAL GENERAL MEETING

- (3) A proxy form for use at the 2026 AGM is enclosed.
- (4) In order to be valid, the completed proxy form must be received by Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company at least 48 hours before the time appointed for holding the 2026 AGM or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- (5) For the purposes of determining shareholders’ eligibility to attend, speak and vote at the 2026 AGM (or at any adjournment of it), the register of members of the Company will be closed from Friday, 7 August 2026 to Friday, 14 August 2026, (both dates inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend, speak and vote at the above 2026 AGM (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, for registration not later than 4:30 p.m. on Thursday, 6 August 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2026 AGM is Friday, 14 August 2026.
- (6) In relation to the proposed resolution numbered 2 above, the Retiring Directors will retire by rotation and, being eligible, have offered themselves for re-election at the 2026 AGM. Brief biographical details of the Retiring Directors who offers themselves for re-election at the 2026 AGM are set out in Appendix II to the circular of the Company dated 16 July 2026 (the “**Circular**”).
- (7) An explanatory statement containing further details regarding resolution 5 above is set out in Appendix I to the circular of the Company dated 16 July 2026.
- (8) As set out in the Letter from the Board included in the Circular, each of the resolutions set out in this notice should be voted on by poll.
- (9) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (10) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the 2026 AGM, the 2026 AGM will be adjourned. The Company will post an announcement on the website of the Company (www.wingchiholdings.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The 2026 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the 2026 AGM under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Directors of the Company are:

Executive Directors

Mr. Li Cheuk Kam (Chairman) and Ms. Chau Man Chun

Independent Non-executive Directors

Mr. Wong Chik Kong, Mr. Chan Chung Kik, Lewis and Mr. Lee Kwok Lun