



**萬勵達**  
WAN LEADER

# WAN LEADER INTERNATIONAL LIMITED

萬勵達國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8482)

## PROXY FORM FOR POSTPONED ANNUAL GENERAL MEETING TO BE HELD ON 23 SEPTEMBER 2024 (OR AT ANY ADJOURNMENT THEREOF)

Reference is made to the notice of annual general meeting (the “Original Notice”) of Wan Leader International Limited (the “Company”) dated 26 July 2024 by which the Company originally proposed to be held at 11:00 a.m. on Wednesday, 28 August 2024, at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong.

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares in Company, hereby appoint <sup>(Notes 3 & 9)</sup> the Chairman of the postponed Annual General Meeting (the “Postponed Meeting” or “Postponed AGM”) or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Postponed Meeting (or at any adjournment thereof) of the Company to be held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Monday, 23 September 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the Original Notice and the notice of the Postponed AGM dated 30 August 2024 convening the Postponed Meeting and at such Postponed Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditor of the Company (the “Auditor”) for the year ended 31 March 2024.		
2.	To re-elect Mr. Zhang Pangfei as an executive Director of the Company.		
3.	To re-elect Ms. Wu Yushan as an executive Director of the Company.		
4.	To re-elect Ms. Qu Tianyun as an executive Director of the Company.		
5.	<del>To re-elect Mr. Liao Dongqiang as an independent non-executive director of the Company.</del>		
5(A).	To re-elect Ms. Lai Pik Chi Peggy as an independent non-executive director of the Company.		
6.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
7.	To re-appoint JH CPA Alliance Limited as the auditor of the Company and to authorise the directors of the Company to fix its remuneration.		
8(A).	To grant a general and unconditional mandate to the directors of the Company to exercise all powers of the Company to issue, allot and deal with additional shares of the Company, not exceeding 20% of the total number of issued shares of the Company. *		
8(B).	To grant a general and unconditional mandate to the directors of the Company to exercise all powers of the Company to repurchase shares of the Company, not exceeding 10% of the total number of issued shares of the Company. *		
8(C).	To extend the mandate granted under resolution 8(A) by including nominal amount of the shares repurchased by the Company pursuant to resolution 8(B). *		

\* Please refer to the Original Notice for the full text of the resolutions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024 Signature(s) <sup>(Notes 6 & 7)</sup> \_\_\_\_\_

- Notes:
- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
  - Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form for use at the Postponed Meeting (“Postponed AGM Proxy Form”) will be deemed to relate to all the shares of the Company registered in your name(s).
  - If the proxy other than the Chairman of the Postponed Meeting is preferred, please strike out the words “the Chairman of the Postponed Annual General Meeting or” and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE POSTPONED MEETING WILL ACT AS THE PROXY. The proxy needs not be a member of the Company but must attend the Postponed Meeting in person to represent you.
  - IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. FAILURE TO TICK EITHER BOX WILL ENTITLE YOUR PROXY TO CAST YOUR VOTE AT HIS OR HER DISCRETION OR TO ABSTAIN FROM VOTING.**
  - Resolution numbered 5 is no longer applicable and will not be put forward for consideration and approval by the shareholders of the Company at the Postponed AGM. For more details, please refer to the supplemental circular of the Company dated 30 August 2024.
  - This Postponed AGM Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
  - In the case of joint holders, this Postponed AGM Proxy Form must be signed by the member whose name appears first on the register of members.
  - In order to be valid, this Postponed AGM Proxy Form and, if such proxy form is signed by a person under a power of attorney or other authority on your behalf, a certified copy of that power of attorney or authority (such certification must be made by either a notary public or a solicitor qualified to practice in Hong Kong), must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting (i.e. before Saturday, 21 September 2024 at 11:00 a.m. (Hong Kong time) or any postponed meeting (as the case may be)).
  - Submission of first form of proxy of the Company for the AGM enclosed with the circular dated 26 July 2024 (the “First Proxy Form”) or the Postponed AGM Proxy Form will not preclude you from attending the Postponed Meeting or any postponed meeting thereof and voting in person should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
  - ANY ALTERATION MADE TO THIS POSTPONED AGM PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
  - If you have returned a First Proxy Form or Postponed AGM Proxy Form, you may revoke it by completing and signing a proxy form bearing a later date, or submit your form of proxy electronically and lodging it with the Company’s branch share registrar. In order to be valid for voting purposes, this latter proxy form should be received by the Company’s branch share registrar at least 48 hours before the time appointed for holding the Meeting (i.e. before Saturday, 21 September 2024 at 11:00 a.m. (Hong Kong time) or any postponed meeting (as the case may be)) (“Closing Time”). If this latter proxy form is lodged with the Company’s branch share registrar after the Closing Time, it will be invalid for voting purpose.
  - In the case of joint registered holders of any shares, any one of such persons may vote at the Postponed Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the relevant joint holding.
  - The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
  - If you have not yet lodged the First Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong, you are requested to lodge this Postponed AGM Proxy Form if you wish to appoint proxy to attend the Postponed AGM on your behalf. In this case, the First Proxy Form should not be lodged with the Company’s Hong Kong branch share registrar and transfer office in Hong Kong.
  - If you have already lodged the First Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong, please note that:
    - subject to (iii) below, if this Postponed AGM Proxy Form is not lodged with the Company’s branch share registrar and transfer office in Hong Kong, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed and signed. The proxy so appointed by you shall be required to vote in such manner as you may be directed under the First Proxy Form, and in respect of the resolution for the proposed re-election of director as set out in the notice of the Postponed Meeting, the proxy will be entitled to vote at his or her discretion or to abstain from voting on such resolution;
    - if this Postponed AGM Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong before the Closing Time, this Postponed AGM Proxy Form shall be treated as a valid proxy form and shall revoke and supersede the First Proxy Form previously lodged by you if correctly completed and signed; and
    - if Postponed AGM Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this Postponed AGM Proxy Form will be invalid. The proxy so appointed by you under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Postponed AGM Proxy Form was lodged with the Company’s branch share registrar and transfer office in Hong Kong.

### PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.