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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Wan Leader International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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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### WAN LEADER INTERNATIONAL LIMITED

萬勵達國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8482)**

**(1) PROPOSED GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “**Annual General Meeting**”) to be held at 11:00 a.m. on Wednesday, 27 August 2025, at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong or its adjournment to approve matters referred to this circular is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular.

Whether or not you intend to attend and vote at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office 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://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company by 11:00 a.m. on Monday, 25 August 2025 but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular and the form of proxy will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication and on the Company’s website at [www.wanleader.com](http://www.wanleader.com).

25 July 2025

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## CHARACTERISTICS OF GEM

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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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 11:00 a.m. on Wednesday, 27 August 2025, at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong, the notice of which is set out on pages AGM-1 to AGM-5 of this circular
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-5 of this circular
“Articles”	the articles of association of the Company, as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or modified from time to time
“Company”	Wan Leader International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the 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 repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“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 exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution
“Latest Practicable Date”	23 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Mr. Li”	Mr. Li Shiu Tong Andrew, a non-executive Director
“Mr. Loy”	Mr. Loy Hak Yu Thomas, an executive Director and the chairman of the Board
“Mr. Tam”	Mr. Tam Chi Ming George, an independent non-executive Director
“Mr. Wan”	Mr. Wan San Fai Vincent, an independent non-executive Director
“Mr. Yau”	Mr. Yau Tung Shing, a non-executive Director
“Nomination Committee”	the Nomination Committee of the Board
“Nomination Policy”	the Nomination Policy adopted by the Company
“Remuneration Committee”	the Remuneration Committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution at the Annual General Meeting
“Retiring Directors”	the Directors retiring at the Annual General Meeting and are eligible and offering themselves for re-election at the Annual General Meeting, in accordance with the Articles
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

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## DEFINITIONS

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“Share(s)”	the ordinary share(s) of HK\$0.10 each in the existing share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies ordinance, Chapter 622 of the Laws of Hong Kong
“substantial shareholder”	has the meaning ascribed thereto in the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“treasury shares”	have the same meaning as ascribed in the GEM Listing Rules
“%”	percent

*References to time and dates in this circular are to Hong Kong time and dates.*

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## LETTER FROM THE BOARD

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### WAN LEADER INTERNATIONAL LIMITED

### 萬勵達國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8482)**

*Executive Directors:*

Mr. Loy Hak Yu Thomas (*Chairman*)  
Ms. Qu Tianyun

*Non-executive Directors:*

Mr. Li Shiu Tong Andrew  
Mr. Yau Tung Shing

*Independent non-executive Directors:*

Mr. Chow Chi Wing  
Mr. Tam Chi Ming George  
Mr. Wan San Fai Vincent

*Registered office:*

P.O. Box 31119, Grand Pavilion,  
Hibiscus Way, 802 West Bay Road,  
Grand Cayman, KY1-1205,  
Cayman Islands

*Headquarter and principal place of  
business in Hong Kong:*

Office Tower Unit 903,  
Hutchison Logistics Centre,  
Terminal 4,  
Kwai Chung Container Port,  
18 Container Port Road South,  
Kwai Chung,  
New Territories, Hong Kong

25 July 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. At the AGM, resolutions relating to, among other matters, (i) the grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate; (ii) the re-election of the Retiring Directors; and (iii) the re-appointment of auditor.

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## LETTER FROM THE BOARD

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### 2. ISSUE MANDATE AND EXTENSION MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 149,739,600 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 29,947,920 new Shares under the Issue Mandate, representing 20% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the AGM.

The Issue Mandate shall expire upon the earliest 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 any applicable laws or the Articles to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by the respective resolution.

In addition, subject to a separate approval of the ordinary resolution numbered 9(C) to grant the Extension Mandate, the number of Shares purchased by the Company under the Repurchase Mandate will also be added to extend the Issue Mandate as mentioned in the ordinary resolution numbered 9(A), provided that such additional value shall represent up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate.

The Directors wish to inform the Shareholders that the Company has no immediate plans to issue any new Shares pursuant to the Issue Mandate.

### 3. REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

The Repurchase Mandate shall expire upon the earliest 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 any applicable laws or the Articles to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by the respective resolution.



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## LETTER FROM THE BOARD

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An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

#### 4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises two executive Directors, namely, Mr. Loy Hak Yu Thomas and Ms. Qu Tianyun; two non-executive Directors, namely Mr. Li Shiu Tong Andrew and Mr. Yau Tung Shing; and three independent non-executive Directors, namely Mr. Chow Chi Wing, Mr. Tam Chi Ming George and Mr. Wan San Fai Vincent.

In accordance with Article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and any Director appointed as an addition to the Board shall hold office until the next annual general meeting of the Company after his appointment, and such Director shall then be eligible for re-election. Mr. Tam and Mr. Wan were appointed as independent non-executive Directors with effect from 9 October 2024 and Mr. Li and Mr. Yau were appointed as non-executive Directors with effect from 30 December 2024 to fill casual vacancies of the Board. Accordingly, Mr. Li, Mr. Yau, Mr. Tam and Mr. Wan shall retire as Director at the Annual General Meeting and is subject to re-election.

In accordance with Article 84 of the Articles, 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 and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least every three years. Accordingly, Mr. Loy (together with Mr. Li, Mr. Yau, Mr. Tam and Mr. Wan, the “**Retiring Directors**”) shall retire from office by rotation at the Annual General Meeting and are subject to re-election.

Details of the Retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular, in accordance with the relevant requirements of the GEM Listing Rules.

The Nomination Committee will propose to the Board candidates for election as Directors of the Board according to the Nomination Policy, the major terms of which are listed below:

##### A. Selection criteria

The factors listed below would be used as a reference by the Nomination Committee in assessing the suitability of a proposed candidate:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
- accomplishment and experience in the business from time to time conducted, engaged in or invested in by any member of the Group;

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## LETTER FROM THE BOARD

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- commitment in respect of available time and relevant interest;
- requirement for the Board to have independent directors in accordance with the GEM Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules;
- Board diversity policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- such other perspectives appropriate to the Company's business.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

Rigorous review is applied to assessing the continuing independence of Directors having served for over nine consecutive years, with attention to ensuring that they remain independent in character and judgement, and continue to present an objective and constructive challenge to the assumptions and viewpoints presented by the management and the Board.

Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as Directors and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.

The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

### **B. Nomination procedure**

For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation. The Board shall have the ultimate responsibility for selection and appointment of Directors.

The Nomination Committee shall, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

If the process yields one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).

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## LETTER FROM THE BOARD

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For any person that is nominated by a shareholder for election as a director at the general meeting of the Company pursuant to its constitutional documents, the Nomination Committee shall evaluate such candidate based on the criteria as set out in section A above to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to Shareholders in respect of the proposed election of director at the general meeting.

The Nomination Committee has evaluated the Retiring Directors based on criteria set out in the Nomination Policy and is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that the Retiring Directors will bring to the Board diverse perspectives, skills and experience as further described in their biographies in Appendix II to this circular.

In addition, the Nomination Committee has assessed and reviewed the written confirmations of independence of Mr. Liao, who has offered himself for re-election as independent non-executive Director at the AGM. Based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules, the Nomination Committee is satisfied that he remains independent in accordance with Rule 5.09 of the GEM Listing Rules.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated the Retiring Directors for re-election as Directors at the AGM.

The Board recommends that, subject to the approval of Shareholders at the Annual General Meeting, the Board be authorised to fix the remuneration of all Directors of the Company.

### 5. RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 March 2025 were audited by SFAI (HK) CPA Limited, the new auditor of the Company with effect from 14 April 2025, to fill the casual vacancy following the resignation of JH CPA Alliance Limited and to hold office until the conclusion of the AGM.

The Board proposes to re-appoint SFAI (HK) CPA Limited as the auditor (the “**Auditor**”) of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

As such, an ordinary resolution will be proposed at the Annual General Meeting to the Shareholders to approve the re-appointment of SFAI (HK) CPA Limited as Auditor of the Company with effect from the conclusion of the Annual General Meeting and to hold office until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate and the re-election of the Retiring Directors.

A copy of the annual report of the Company for the financial year ended 31 March 2025, including, among other things, copies of the Directors' report, the independent auditor's report and the audited and consolidated financial statements of the Company, were dispatched to the Shareholders.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of 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. As such, all resolutions set out in the notice of the AGM will be voted on by way of poll.

A form of proxy for use at the AGM is sent to you with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office 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://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company by 11:00 a.m. on Monday, 25 August 2025 or not less than 48 hours before the time appointed for holding 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 adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the AGM.

### 7. RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 22 August 2025 to Wednesday, 27 August 2025, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the eligibility of the shareholders to attend and vote at the AGM will be 27 August 2025. In order to be eligible to attend and vote at the AGM, all transfer of Share(s) accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 21 August 2025.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Directors consider that (i) the granting of the Repurchase Mandate; (ii) the granting of the Issue Mandate and the Extension Mandate; and (iii) the re-election of the Retiring Directors are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM.

### 9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I and Appendix II to this circular.

### 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 (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
On behalf of the Board  
**Wan Leader International Limited**  
**Loy Hak Yu Thomas**  
*Chairman and Executive Director*

*This Appendix I is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.*

## **1. REASONS FOR THE REPURCHASES OF SHARES**

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

The repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Director believe that such repurchase will benefit the Company and the Shareholders as a whole. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

Subject to the Articles of Association and the GEM Listing Rules, if the Company repurchases Shares pursuant to the Share Repurchase Mandate, the Company intends to (i) cancel the repurchased Shares and/or (ii) hold such Shares as treasury shares following settlement of such repurchase, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 149,739,600 Shares.

Subject to the passing of the resolution approving the Repurchase Mandate and assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, exercise in full of the Repurchase Mandate, on the basis of 149,739,600 Shares in issue as at the date of the AGM, could result in up to a maximum of 14,973,960 Shares (representing 10% of the issued share capital of the Company) being repurchased by the Company.

## **3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, the Companies Law and/or any other applicable laws of the Cayman Islands as the case may be.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2025) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, 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 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.

Should the Directors exercise the proposed Repurchase Mandate in full, to the best knowledge and belief of the Directors, on the basis that the shareholdings of Mr. Liao Daichun ("**Mr. Liao**") and Ms. Qu Tianyun ("**Ms. Qu**") were interested in 13,025,000 Shares and 12,000,000 Shares respectively, representing approximately 8.70% and 8.01% respectively in aggregate number of the issued Shares. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. Liao and Ms. Qu will be increased to approximately 9.66% and 8.90% of the issued Shares respectively. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Mr. Liao and Ms. Qu to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

Based on the information set out above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code solely as a consequence of any repurchases pursuant to the Repurchase Mandate.

## 6. GENERAL

None of the Directors or, to the best of their knowledge after having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

**7.      SHARE PRICES**

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange from 1 June 2024 to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
June	0.260	0.230
July	0.250	0.170
August	0.290	0.160
September	0.260	0.190
October	0.450	0.190
November	0.340	0.220
December	0.270	0.190
<b>2025</b>		
January	0.210	0.160
February	0.190	0.130
March	0.180	0.160
April	0.168	0.135
May	0.170	0.130
June	0.180	0.160
July (up to the Latest Practicable Date)	0.215	0.152

**8.      REPURCHASE OF SHARES MADE BY THE COMPANY**

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



Pursuant to the GEM Listing Rules, the details of the Retiring Directors who will retire at the AGM according to the Articles and will be proposed to be re-elected at the same meeting are provided below.

**(1) Mr. Loy Hak Yu Thomas (“Mr. Loy”)**

Mr. Loy, aged 54, was appointed as a Director of the Company on 18 August 2017 and re-designated as executive Director and appointed as chairman of our Board on 1 November 2017. He was designated as the chief executive officer on 16 November 2020 but resigned on 20 August 2021. Mr. Loy is the chairman of the nomination committee with effect from 1 April 2021. Mr. Loy is responsible for the overall business development, strategy, and day to day management of the Group. He is the director of the following subsidiaries of the Group: Union Air Cargo Limited, Protect Logistics Company Limited, and Kongda Logistics Company Limited. Mr. Loy has over 30 years of experience in the logistics industry and has obtained valuable knowledge in the overall development of sales and operations management and procedures in the logistics industry.

Mr. Loy’s terms of service with the Company continues to be governed by his existing service contract with the Company. Pursuant to the service contract, he was appointed for a term of three years commencing from 25 September 2024 and would continue thereafter until terminated by either party giving not less than one month’s notice in writing to the other party. As a Director, he is subject to retirement by rotation and will be eligible for re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Loy is entitled to a remuneration package comprising of a monthly base salary of HK\$135,500, mandatory provident fund and with performance bonus at the discretion of the Board. The remuneration package entitled by Mr. Loy is determined by the Board based on the recommendation of the Remuneration Committee after considering a range of factors including salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Loy, the Company’s performance and profitability, and prevailing market benchmark. Mr. Loy is subject to retirement by rotation and re-election in accordance with the Articles.

As at the Latest Practicable Date, Mr. Loy is deemed to be interested in 200 Shares of the Company, representing approximately 0.01% of the issued share capital of the Company. Save as disclosed above, Mr. Loy, does not have, and is not deemed to have, any interests in any shares or underlying shares within the meaning of Part XV of the SFO.

Mr. Loy does not hold any directorships in other listed companies in Hong Kong or overseas during the three years preceding the Latest Practicable Date, or any other major appointments or professional qualifications. He is the elder brother of Mr. Loy Hak Moon who also serves as senior management of the Group. Save as disclosed above, Mr. Loy does not have any relation with any other Director, senior management or substantial or controlling shareholder of the Company.

Mr. Loy has confirmed that there is no other information to be disclosed pursuant to the requirements of Rules 17.50(2) of the GEM Listing Rules nor any matter that needs to be brought to the attention of the Shareholders.

**(2) Mr. Li Shiu Tong Andrew (“Mr. Li”)**

Mr. Li, aged 62, has a wealth of experience in corporate finance, mergers and acquisitions, financial management and business development across various industries, including manufacturing, financial consultancy and security services. He obtained his Master of Business Administration (MBA) from the University of Wales College of Cardiff, UK, in 1988. He is also a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) since 1993. Mr. Li served as the Chief Executive Officer of Indigo Living Limited, a wholly owned subsidiary of Pacific Legend Group Limited (HK stock code: 8547) from January 2022 to December 2023. He was a Senior Project Manager at Pinnacle Capital Limited, a financial consultancy firm from November 2015 to January 2022. Mr. Li also held various leadership roles at eForce Holdings Limited (HK stock code: 943) from February 2000 to January 2014, including Executive Director, Group CFO, Business Development Director and Chairman and Managing Director. During July 2002 to April 2003, Mr. Li was a director of Jade Ocean Surface Finishing Co., Limited, a dormant company incorporated in Hong Kong with limited liability which was dissolved by striking off by the Registrar of Companies in April 2003.

As at the Latest Practicable Date, save as disclosed above, Mr. Li (i) does not hold any other position with the Company or any of its subsidiaries; (ii) does not hold, and has not held other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) does not have any relationship with any directors, senior management or substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Li is not interested or deemed to be interested in the securities of the Company and its associated companies within the meaning of Part XV of the SFO.

Mr. Li's terms of service with the Company continues to be governed by his existing service contract with the Company. Pursuant to the service contract, he was appointed for an initial fixed term of one year and would continue thereafter until terminated by either party giving not less than one month's notice in writing to the other party. As a Director, he is subject to retirement by rotation and will be eligible for re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Li is entitled to receive an annual remuneration of HK\$120,000 and will be reviewed by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board. The remuneration package entitled by Mr. Li is determined by the Board of the Company based on the recommendation of the Remuneration Committee after considering a range of factors including salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Li, the Company's performance and profitability, and prevailing market benchmark. Mr. Li is subject to retirement by rotation and re-election in accordance with the Articles.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Li that need to be brought to the attention of the Shareholders or the Stock Exchange.

**(3) Mr. Yau Tung Shing (“Mr. Yau”)**

Mr. Yau, aged 34, has extensive experience in corporate finance, mergers and acquisitions and fundraising exercises in various ventures and projects with a deal portfolio covering private entities and publicly listed companies in Hong Kong and the People’s Republic of China. He is also a licensed person registered under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) to carry out Type 6 (advising on corporate finance) regulated activity. Mr. Yau has been appointed as a non-executive director of Pinestone Capital Limited (stock code: 804) from 2 September 2022 to 30 December 2024 and as an independent non-executive director of MOG Digitech Holdings Limited (stock code: 1942) since August 2022. He is also a responsible officer of Silverbricks Securities Company Limited, a licensed corporation registered under the SFO to carry out Type 1 (dealing in securities), Type 2 (dealing in future contracts) and Type 6 (advising on corporate finance).

Prior to joining the Group, Mr. Yau was (i) a licensed representative of RHB Capital Hong Kong Limited, a licensed corporation registered under the SFO to carry out Type 6 (advising on corporate finance) regulated activity from April 2018 to December 2018; (ii) a licensed representative of Draco Capital Limited from January 2019 to June 2020; (iii) a licensed representative of DL Securities (HK) Limited, a licensed corporation registered under the SFO to carry out Type 1 (dealing in securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities from July 2020 to March 2021; and (iv) a responsible officer of DL Securities (HK) Limited from March 2021 to April 2022. Mr. Yau obtained his bachelor’s degree in Business Administration (Honours) from the City University of Hong Kong in July 2014, and the degree of Master of Science in Finance from the City University of Hong Kong in 2017.

As at the Latest Practicable Date, save as disclosed above, Mr. Yau (i) does not hold any other position with the Company or any of its subsidiaries; (ii) does not hold, and has not held other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) does not have any relationship with any directors, senior management or substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Yau is not interested or deemed to be interested in the securities of the Company and its associated companies within the meaning of Part XV of the SFO.

Mr. Yau’s terms of service with the Company continues to be governed by her existing service contract with the Company. Pursuant to the service contract, Mr. Yau was appointed for an initial fixed term of one year and would continue thereafter until terminated by either party giving not less than one month’s notice in writing to the other party. Mr. Yau is entitled to receive an annual remuneration of HK\$120,000 and will be reviewed by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board. The emoluments of Mr. Yau were determined by the Board based on the recommendation of the Remuneration Committee after considering a range of factors including salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Yau, the Company’s performance and profitability, and prevailing market benchmark. Mr. Yau is subject to retirement by rotation and re-election in accordance with the Articles.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Yau that need to be brought to the attention of the Shareholders or the Stock Exchange.

**(4) Mr. Tam Chi Ming George (“Mr. Tam”)**

Mr. Tam, aged 49, has over 15 years of experience in financial management, operation and compliance. Mr. Tam has been working as the chief investment officer at Hengli Investments Holding (Group) Limited since March 2014, where he is responsible for deal structuring and execution, financial management and project financing. From January 2010 to February 2014, Mr. Tam worked as the chief financial officer and company secretary at Sinoref Holdings Limited (now known as Cybernaut International Holdings Company Limited) (stock code: 1020), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). From January 2006 to August 2008, Mr. Tam worked for KPMG Corporate Finance Limited as a senior manager and was responsible for financial due diligence and executing merger and acquisition transactions. From July 2004 to December 2005, he worked as the finance manager at Messe Dusseldorf (China) Limited and was responsible for financial management and overseeing the business operations of the group. From December 2002 to July 2004, Mr. Tam worked as the financial controller and company secretary at AGL MediaTech Holdings Limited (stock code: 8192), a company listed on GEM of the Stock Exchange from November 2002 to April 2021. From September 1997 to October 2001, Mr. Tam worked as a senior associate at PricewaterhouseCoopers.

Mr. Tam is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Chartered member of the Royal Institution of Chartered Surveyors. Mr. Tam obtained a bachelor’s degree in Accountancy from the Hong Kong Polytechnic University in 1997 and a master’s degree in Business Administration from the University of London in 2007.

Mr. Tam’s terms of service with the Company continues to be governed by his existing service contract with the Company. Pursuant to the service contract, Mr. Tam was appointed for an initial fixed term of three years and would continue thereafter until terminated by either party giving not less than one month’s notice in writing to the other party. Mr. Tam is entitled to receive an annual remuneration of HK\$120,000 and will be reviewed by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board. The emoluments of Mr. Tam were determined by the Board after considering a range of factors including salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Tam, the Company’s performance and profitability, and prevailing market benchmark. Mr. Tam is subject to retirement by rotation and re-election in accordance with the Articles.

As at the Latest Practicable Date, other than being the chairman of audit committee, the member of nomination committee and the member of remuneration committee of the Company, save as disclosed above, Mr. Tam (i) does not hold any other position with the Company or any of its subsidiaries; (ii) does not hold, and has not held other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) does not have any relationship with any directors, senior management or substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Tam is not interested or deemed to be interested in the securities of the Company and its associated companies within the meaning of Part XV of the SFO.

Mr. Tam does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Tam has confirmed that (i) he has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules; (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Tam that need to be brought to the attention of the Shareholders or the Stock Exchange.

**(5) Mr. Wan San Fai Vincent (“Mr. Wan”)**

Mr. Wan, aged 51, has over 25 years of experience in auditing, accounting and financial management. Mr. Wan has been working as the company secretary of Pan Asia Environment Protection Group Limited (stock code: 556), a company listed on the Main Board of the Stock Exchange, since March 2007 and its chief financial officer from March 2007 to March 2024. Mr. Wan has been appointed as an independent non-executive director of China Oriented International Holdings Limited (stock code: 1871), a company listed on the Main Board of the Stock Exchange, since 1 March 2023. Mr. Wan has also been appointed as an independent non-executive director of Tian Cheng Holdings Limited (stock code: 2110), a company listed on the Main Board of the Stock Exchange, since 1 November 2022.

Mr. Wan obtained a bachelor’s degree in accountancy from the Hong Kong Polytechnic University in November 1996. He is a member of the Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, other than being the member of audit committee, the member of nomination committee and the chairman of remuneration committee of the Company, save as disclosed above, Mr. Wan (i) does not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (having the meaning ascribed to them under the GEM Listing Rules) of the Company; (iii) does not hold any position of the Company and other companies within the Group; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Wan's terms of service with the Company continues to be governed by his existing service contract with the Company. Pursuant to the service contract, Mr. Wan was appointed for an initial fixed term of three years and would continue thereafter until terminated by either party giving not less than one month's notice in writing to the other party. Mr. Wan is entitled to receive an annual remuneration of HK\$120,000 and will be reviewed by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board. The emoluments of Mr. Wan were determined by the Board after considering a range of factors including salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Wan, the Company's performance and profitability, and prevailing market benchmark. Mr. Wan is subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Wan does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Wan has confirmed that (i) he has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules; (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter relating to Mr. Wan as an independent non-executive Director that needs to be brought to the attention of the Shareholder.

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## NOTICE OF ANNUAL GENERAL MEETING

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### WAN LEADER INTERNATIONAL LIMITED

#### 萬勵達國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8482)**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wan Leader International Limited (the “**Company**”) will be held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 27 August 2025 at 11:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

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 2025.
2. To re-elect Mr. Loy Hak Yu Thomas as an executive Director of the Company.
3. To re-elect Mr. Li Shiu Tong Andrew as a non-executive Director of the Company.
4. To re-elect Mr. Yau Tung Shing as a non-executive Director of the Company.
5. To re-elect Mr. Tam Chi Ming George as an independent non-executive Director of the Company.
6. To re-elect Mr. Wan San Fai Vincent as an independent non-executive Director of the Company.
7. To authorise the Board of Directors of the Company to fix the remuneration of the Directors of the Company.
8. To re-appoint SFAI (HK) CPA Limited as the Auditor and to authorise the Directors to fix its remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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9. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to paragraph (A)(iii) below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the **“GEM Listing Rules”**), the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (A)(i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A)(i) above, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of options granted under the share option scheme of the Company or (c) any scrip dividend scheme or similar arrangements, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) at the date of passing this resolution and the authority pursuant to paragraph (A)(i) above shall be limited accordingly; and
- (iv) for the purpose of this resolution,

**“Relevant Period”** means the period from the time of 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 Cayman Islands law or the Company’s Articles of Association to be held; and
- (c) the time at which the authority set out in this Resolution is revoked or varied as ordinary resolution of the shareholders of the Company in general meeting.



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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares, subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company.”

(B) “**THAT:**

- (i) subject to paragraph (B)(iii) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its own issued shares 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 recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose on the terms and subject to the conditions set out in the GEM Listing Rules or any applicable laws and requirements of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (B)(i) above shall be in addition to any other authorisation given to the directors of the Company;
- (iii) the aggregate nominal amount of the shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (B)(i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) at the date of passing this resolution and the authority pursuant to paragraph (B)(i) above shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of 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 Cayman Islands law or the Company’s Articles of Association to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the date on which the authority set out in this resolution is revoked or varied by the shareholders of the Company by way of ordinary resolution in general meeting.”

(C) “**THAT:**

Conditional upon the passing of resolutions numbered 9(A) and 9(B) set out above, the aggregate nominal amount of the number of shares which are repurchased by the Company under the authority granted to the Directors of the Company in the said resolution numbered 9(A) shall be added to the aggregate nominal amount of the issued share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the said resolution numbered 9(B) provided that such added amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) at the date of passing this resolution.”

On behalf of the Board  
**Wan Leader International Limited**  
**Loy Hak Yu Thomas**  
*Chairman and Executive Director*

Hong Kong, 25 July 2025

*Registered office:*

P.O. Box 31119, Grand Pavilion,  
Hibiscus Way, 802 West Bay Road,  
Grand Cayman, KY1-1205,  
Cayman Islands

*Headquarter and principal place  
of business in Hong Kong:*

Office Tower Unit 903,  
Hutchison Logistics Centre,  
Terminal 4,  
Kwai Chung Container Port,  
18 Container Port Road South,  
Kwai Chung,  
New Territories, Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any Shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. A proxy so appointed shall be entitled to exercise the same powers on behalf of such Shareholder.
2. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, at the branch share registrar and transfer office 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://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company by 11:00 a.m. on Monday, 25 August 2025 or not less than 48 hours before the time appointed for holding any adjourned meeting.
3. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any Share, any one of such persons may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting 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.
5. In compliance with the GEM Listing Rules, all resolutions to be proposed at the Annual General Meeting convened by this notice will be voted on by way of poll.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. If Typhoon Signal No. 8 or above is hoisted or remains hoisted at 9: 00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the Company's website at [www.wanleader.com](http://www.wanleader.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled AGM.

*As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Loy Hak Yu Thomas and Ms. Qu Tianyun; two non-executive Directors, namely, Mr. Li Shiu Tong Andrew and Mr. Yau Tung Shing; and three independent non-executive Directors, namely, Mr. Chow Chi Wing, Mr. Tam Chi Ming George and Mr. Wan San Fai Vincent.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 (i) the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and (ii) there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting. This notice will also be published on the website of the Company at [www.wanleader.com](http://www.wanleader.com).*