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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Wise Ally International Holdings Limited**, you should at once hand this circular, together with the enclosed 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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**WISE ALLY**

**Wise Ally International Holdings Limited**

**麗年國際控股有限公司**

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

**(Stock Code: 9918)**

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

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The notice convening the Annual General Meeting to be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 1 June 2026 at 10:00 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<https://www.wiseally.com.hk>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, 30 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

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

4 May 2026



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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:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 1 June 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Wise Ally International Holdings Limited 麗年國際控股有限公司 (stock code: 9918), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares (including sale or transfer of Treasury Shares, if any) of not exceeding 20% of the total number of issued shares of the Company (excluding Treasure Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Latest Practicable Date”	27 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Date”	10 January 2020, being the date on which the Shares first become listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum”	the memorandum of association of the Company currently in force
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of the Company of HK\$0.2 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“Treasury shares”	has the same meaning ascribed to it under the Listing Rules
“%”	per cent.

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LETTER FROM THE BOARD

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WISE ALLY

**Wise Ally International Holdings Limited**

**麗年國際控股有限公司**

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

**(Stock Code: 9918)**

*Executive Directors:*

Mr. CHU Wai Hang Raymond

*(Chairman and Chief Executive Officer)*

Mr. CHU Man Yin Arthur Newton

Mr. LAU Shui Fung *(Chief Financial Officer)*

*Independent Non-executive Directors:*

Ms. LAW Elizabeth

Mr. LEE Wa Lun Warren

Mr. SZETO Yuk Ting

*Registered Office:*

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

*Headquarter and Principal Place of  
Business in Hong Kong:*

Units 3203-3207, Tower 1

Enterprise Square Five

38 Wang Chiu Road

Kowloon Bay, Kowloon

Hong Kong

4 May 2026

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Monday, 1 June 2026 for (i) the granting of the Issuance Mandate; (ii) the granting of the Share Repurchase Mandate; (iii) the re-appointment of auditor; and (iv) the re-election and election of Directors.

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## **LETTER FROM THE BOARD**

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### **2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 2 June 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares, if any) of not exceeding 20% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 20,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate contained in item 6 of the notice of Annual General Meeting will also be proposed at the Annual General Meeting.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 2 June 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 10,000,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide you with requisite information reasonably necessary for you to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix I to this circular.

### **4. RE-APPOINTMENT OF AUDITOR**

PricewaterhouseCoopers will retire as the auditor of the Company at the Annual General Meeting and being eligible, offer themselves for re-appointment as the auditor of the Company.

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## LETTER FROM THE BOARD

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### 5. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

In accordance with Article 123 of the Articles of Association, Mr. LEE Wa Lun Warren and Ms. LAW Elizabeth shall retire from office by rotation at the Annual General Meeting and be eligible for re-election at the Annual General Meeting. Mr. LEE Wa Lun Warren, being eligible, will offer himself for re-election at the Annual General Meeting, whereas Ms. LAW Elizabeth has decided not to offer herself for re-election and will retire from office of the independent non-executive Director with effect from the conclusion of the Annual General Meeting. Ms. LAW Elizabeth has confirmed that she has no disagreement with the Board and she is not aware of other matters that need to be brought to the attention of the Shareholders in connection with her retirement. The Board has nominated Ms. LO Wing Yan Emmy as the candidate for election as new independent non-executive Director at the Annual General Meeting. An ordinary resolution will be proposed to appoint Ms. LO Wing Yan Emmy as an independent non-executive Director at the Annual General Meeting.

In accordance with Article 126 of the Articles of Association, the Board has nominated Mr. WEI Andrew Yick Siu as the candidate for election as new executive Director at the Annual General Meeting. An ordinary resolution will be proposed to appoint Mr. WEI Andrew Yick Siu as an executive Director at the Annual General Meeting.

The Nomination Committee of the Company (the “**Nomination Committee**”) has reviewed the structure, size and composition of the Board, the confirmations and disclosures given by the Directors as well as the qualifications, skills and experience of Mr. LEE Wa Lun Warren, Ms. LO Wing Yan Emmy and Mr. WEI Andrew Yick Siu with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy, Nomination Policy, the Company’s corporate strategy and the independence of the independent non-executive Directors. The Nomination Committee has also reviewed the time commitment and contribution of Mr. LEE Wan Lun Warren.

The Nomination Committee has recommended to the Board on re-election of Mr. LEE Wa Lun Warren as an independent non-executive Director, and election of Ms. LO Wing Yan Emmy as an independent non-executive Director and Mr. WEI Andrew Yick Siu as an executive Director. Mr. LEE Wa Lun Warren has abstained from his own nomination when it was being considered at such meeting of the Nomination Committee. Each of Mr. LEE Wa Lun Warren Ms. LO Wing Yan Emmy, both being eligible for re-election/election of independent non-executive Directors at the Annual General Meeting, have given confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board, having considered the recommendation of the Nomination Committee, is of the view that (i) Mr. LEE Wa Lun Warren is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to contribute to the Board with his deep understanding of the business of the Group, diversity of skills and perspective and his devotion to the Board; (ii) Ms. LO Wing Yan Emmy is independent in accordance with the independence guidelines set out in the Listing Rules and has the character, integrity, independence and experience required to fulfil and discharge the role and

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## LETTER FROM THE BOARD

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duties of an independent non-executive Director; and (iii) Mr. WEI Andrew Yick Siu has the character, integrity and experience required to fulfill and discharge the role and duties of an executive Director. They can contribute to the diversity of the Board by virtue of the diversity in, among other things, gender, professional qualifications, careers and academic background, in the event that they are re-elected/elected at the Annual General Meeting.

Details of the Directors proposed for re-election and election at the Annual General Meeting are set out in Appendix II to this circular.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular. Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting decides to allow a resolution to be voted by a show of hands pursuant to the Listing Rules. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<https://www.wiseally.com.hk>). To be valid, the form of proxy must be completed and signed 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 that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i. e. not later than 10:00 a.m. on Saturday, 30 May 2026) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **7. RECOMMENDATION**

The Directors consider that the proposed resolutions at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

Yours faithfully,

For and on behalf of the Board

**Wise Ally International Holdings Limited**

**Chu Wai Hang Raymond**

*Chairman, Executive Director and Chief Executive Officer*

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued shares of the Company comprised 100,000,000 Shares with no Treasury Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 100,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 10,000,000 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

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

Share repurchase may, depending on the 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 made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions, purpose of the repurchases and the Group's capital management needs at the relevant time of the repurchases.

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 would not (or would 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.

**3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

**4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase 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. MARKET PRICES OF SHARES**

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

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2025</b>		
April	1.250	1.040
May	1.250	1.090
June	1.180	1.020
July	1.970	1.150
August	1.410	1.010
September	1.100	1.010
October	1.090	1.010
November	1.100	1.020
December	1.050	1.000
<b>2026</b>		
January	1.080	1.040
February	1.170	1.000
March	1.160	0.830
April ( <i>up to the Latest Practicable Date</i> )	0.950	0.860

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the 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 granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, Memorandum and Articles of Association and the applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. CHU Wai Hang Raymond, Mr. CHU Wai Cheong Wilson, Smartview Investments Limited, Smart Union Global Group Limited and Grandview Group Holdings Limited (collectively, the "**Controlling Shareholders**"), controlling shareholders (as defined in the Listing Rules) of the Company, were beneficially interested in an aggregate of 75,000,000 Shares, representing 75% of the issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full and assuming that there is no other change in the issued share capital of the Company between the Latest Practicable Date and the date of Share repurchase, the aggregate shareholding of the Controlling Shareholders would be increased to approximately 83.33% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

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

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

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*The following are details of the Directors proposed to be re-elected and elected at the Annual General Meeting.*

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following proposed Directors do not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

### **(1) MR. LEE WA LUN WARREN**

Mr. LEE Wa Lun Warren (“**Mr. Lee**”), aged 62, was appointed as an independent non-executive Director on 10 December 2019. He is mainly responsible for providing independent advice to our Group. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee and the Audit Committee.

Mr. Lee is the managing director and was one of the founding directors of Yu Ming Investment Management Limited (“**Yu Ming**”) in July 1996 and has worked in Yu Ming ever since. Mr. Lee is an executive director of Da Yu Financial Holdings Limited, the holding company of Yu Ming, which has been listed on the Main Board of the Stock Exchange (stock code: 1073) since July 2019. Mr. Lee was an executive director and the chairman of the board of SHK Hong Kong Industries Limited which was listed on the Main Board of the Stock Exchange (stock code: 666) in December 1990 but was delisted on 23 April 2021 subsequent to its successful privatization. Mr. Lee first joined SHK Hong Kong Industries Limited as a manager in July 1992 and became an executive director in September 2004. He was appointed as the chairman of the board and ceased to act as the managing director of SHK Hong Kong Industries Limited in March 2009. From November 2007 to March 2015, Mr. Lee was a non-executive chairman of Rotol Singapore Ltd which was listed on the main board of the Singapore Exchange Limited until August 2011. He acted as an executive director of Viva China Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8032), from June 2010 to June 2013. From February 2013 to April 2013, he was a non-executive director of China Kingstone

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

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Mining Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1380). From December 2006 to May 2007, he was the chief executive officer of Nam Tai Electronics, Inc. (currently known as Nam Tai Property Inc.), an electronics manufacturing services provider listed on the New York Stock Exchange (stock code: NTP). From March 2004 to February 2006, he was an independent non-executive director of Nam Tai Electronic & Electrical Products Limited, and from February 2006 to April 2007, he was re-designated as a non-executive director. At the time of his directorship, Nam Tai Electronic & Electrical Products Limited was listed on the Main Board of the Stock Exchange (stock code: 2633).

From January 2007 to April 2007, he was also a non-executive director of J.I.C. Technology Company Limited (currently known as China Renewable Energy Investment Limited), which is listed on the Main Board of the Stock Exchange (stock code: 987). Mr. Lee was appointed as independent non-executive director of TIH Limited, a company listed on the Singapore Exchange Securities Trading Limited (stock code: T55) since May 2024.

Mr. Lee graduated from The University of East Anglia in England in 1986 with a bachelor of science and obtained a distinction in master of science from The City University Business School in London in 1988.

Mr. Lee is a responsible officer licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO.

Mr. Lee has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date and he has entered into a new letter of appointment with the Company on 1 March 2023 with no specific term of appointment but his appointment is subject to, amongst others, early termination at any time by either party giving not less than three months' notice in writing or payment in lieu of notice and retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Lee is entitled to an annual director's fee of HK\$396,000 (excluding any discretionary bonus) which was determined with reference to the Group's operating results, individual performance and comparable market statistics.

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**APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED  
AND ELECTED AT THE ANNUAL GENERAL MEETING**

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**(2) MS. LO WING YAN EMMY**

Ms. LO Wing Yan, Emmy (“**Ms. Lo**”), aged 53, possesses over 27 years of experience in accounting and related finance. Since September 2022, she has served as the financial controller of Jimu Group Limited (SEHK: 08187). She served as the chief financial officer of Omnibridge Holdings Limited (HKEX stock code: 08462) (“**Omnibridge**”) from August 2016 to March 2022 and an executive director and company secretary of Omnibridge from September 2016 to March 2022. She served as the financial controller of Titan Petrochemicals Group Limited (delisted, former HKEX stock code: 01192) (“**Titan**”) from July 2013 to July 2016 and the company secretary of Tian from October 2015 to July 2016.

From April 2016 to July 2017, Ms. Lo served as an independent non-executive director of Miko International Holdings Limited (HKEX stock code: 01247). From August 2023 to May 2024, Ms. Lo served as an independent non-executive director of Tempus Holdings Limited (“**Tempus**”) (delisted, former HKEX stock code: 6880). On 25 September 2023, a winding up order pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) was made by the High Court of Hong Kong Special Administrative Region (the “**High Court**”) against Tempus, and the Official Receiver was appointed as the provisional liquidator of Tempus. The Winding Up Order was made upon a winding up petition dated 14 June 2023 against Tempus in respect of the alleged outstanding indebtedness in a total sum of approximately HK\$212,411,050 claimed by the holder of the convertible bonds issued by Tempus as set out in the statutory demand dated 19 May 2023. On 27 December 2023, the joint and several liquidators were appointed pursuant to an order of the High Court dated 27 December 2023. Please refer to the announcements issued by Tempus dated 23 May 2023, 20 June 2023, 28 August 2023, 25 September 2023, 10 October 2023 and 16 January 2024 for further information in relation to the winding up proceedings of Tempus. Tempus was incorporated in the Cayman Islands with limited liability and, together with its subsidiaries, were principally engaged in the sales of health and wellness products business prior to the cancellation of its listing on the Stock Exchange. According to Ms. Lo, she is not a party to such winding up proceedings and is not aware of any current or potential claim that has been or will be made against her as a result of such proceedings. Ms. Lo tendered her resignation letter as an independent non-executive director of Tempus with effect from 8 May 2024.

Ms. Lo is a member of the Hong Kong Institute of Certified Public Accountants. She obtained a degree in Master of Applied Finance from the University of Western Sydney in 2004.

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

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Subject to the approval of the Shareholders at the Annual General Meeting, Ms. Lo will enter into a letter of appointment with the Company with no specific term of appointment. Her appointment is however subject to, amongst others, early termination at any time by either party giving not less than three months' notice in writing or payment in lieu of notice and retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Under the letter of appointment, Ms. Lo will be entitled to an annual director's fee of HK\$396,000 (excluding any discretionary bonus). Ms Lo's remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

### (3) MR. WEI ANDREW YICK SIU

Mr. WEI Andrew Yick Siu ("**Mr. Wei**"), aged 56, has over 25 years of experience in sales and marketing. He obtained a bachelor degree of arts from The University of Toronto in 1992.

Mr. Wei joined the Group in August 2021 with the position as the vice president of client base management of Wise Ally Holdings Limited ("**Wise Ally Holdings**") (an indirect wholly-owned subsidiary of the Company), responsible for client relationship management and collaboration with the internal sales, product, and marketing teams to align service strategies with client needs. Since January 2023, he has served as the chief marketing officer of Wise Ally Holdings ("**Chief Marketing Officer**") and is responsible for strategic and financial leadership of its marketing and sales operations.

Prior to joining the Group, Mr. Wei served as a director of program management – IoT in the electronics manufacturing service ("**EMS**") division of PC Partner Limited (a subsidiary of PC Partner Group Limited, whose issued shares are listed on Singapore Exchange Securities Trading Limited (SGX-ST Stock Code: PCT) and were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") before cancellation of its listing on 14 January 2026 (former HKEX stock code: 1263)) from December 2017 to July 2021, responsible for overseeing the sales and marketing of original design manufacturer (ODM) products and EMS partnership. Mr. Wei joined Electronics Tomorrow Limited ("**ETL**") (the then subsidiary of Talent Property Group Limited, formerly known as Tomorrow International Holdings Limited (HKEX stock code: 760)) as an original equipment manufacturer ("**OEM**") manager in November 2000, responsible for marketing and development for consumer electronics with focus in Japanese market expansion. He was later promoted to senior OEM manager and senior

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**APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED  
AND ELECTED AT THE ANNUAL GENERAL MEETING**

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business development manager in March 2005 and May 2005, respectively. From May 2008 to May 2013, he served as a business development director and was mainly responsible for establishment of business partnership with strategic clients and product development. Mr. Wei's last position in ETL was chief operating officer from May 2013 to November 2017, responsible for managing the sales and marketing, product development direction, research and development and close engagement with key accounts of ETL.

Subject to the approval of the Shareholders at the Annual General Meeting, Mr. Wei will enter into a director service agreement with the Company for a period of three years commencing on 1 June 2026 and thereafter unless or until terminated earlier in accordance with the director service agreement. His appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. According to the director service agreement, as an executive Director and Chief Marketing Officer, Mr. Wei is entitled to a fixed monthly salary of HK\$190,000 and an end-of-year payment equivalent to one month's fixed salary upon completion of service for every 12-month period. Mr. Wei is entitled to a discretionary bonus to be determined by the Board at its absolute discretion having regard to the performance of Mr. Wei and the financial performance of the Group. Mr. Wei's remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

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## NOTICE OF ANNUAL GENERAL MEETING

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WISE ALLY

### Wise Ally International Holdings Limited

麗年國際控股有限公司

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

**(Stock Code: 9918)**

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Wise Ally International Holdings Limited (the “**Company**”) will be held at Units 3203-3207, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 1 June 2026 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2025.
2. (a) To re-elect Mr. LEE Wa Lun Warren as an independent non-executive director of the Company;
- (b) To elect Ms. LO Wing Yan Emmy as an independent non-executive director of the Company;
- (c) To elect Mr. WEI Andrew Yick Siu as an executive director of the Company; and
- (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal

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## NOTICE OF ANNUAL GENERAL MEETING

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with additional shares in the capital of the Company (including any sale or transfer of Treasury Shares, if any) and to make or grant offers, agreements, options and awards which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) any issue of shares under a share scheme of the Company; and
  - (iii) any scrip dividend scheme 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 issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

**“THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company (including any sale or transfer of Treasury Shares, if any) pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such

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## NOTICE OF ANNUAL GENERAL MEETING

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number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Wise Ally International Holdings Limited**  
**Chu Wai Hang Raymond**  
*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, 4 May 2026

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution to be voted by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
3. In order to be valid, the form of proxy and, if requested by the board of directors of the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, 30 May 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 27 May 2026 to Monday, 1 June 2026, both dates inclusive, during which period no transfer of share(s) of the Company will be registered. The record date will be Monday, 1 June 2026. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holder(s) of share(s) of the Company shall ensure that all transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 May 2026.
5. References to time and dates in the Notice are to Hong Kong time and dates.

*As at the date of this Notice, the executive Directors are Mr. Chu Wai Hang Raymond, Mr. Chu Man Yin Arthur Newton and Mr. Lau Shui Fung; and the independent non-executive Directors are Ms. Elizabeth Law, Mr. Lee Wa Lun Warren and Mr. Szeto Yuk Ting.*