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If you have sold or transferred all your securities in Wai Chi Holdings Company Limited, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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WAI CHI HOLDINGS COMPANY LIMITED
(偉志控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1305)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Wai Chi Holdings Company Limited to be held at HKEJ Conference Centre, Ground Floor, United Overseas Plaza, 11 Lai Yip Street, Kwun Tong, Hong Kong on Wednesday, 24 May 2017 at 2:00 p.m. is set out on pages 18 to 22 of this circular. Whether or not you are able to attend the forthcoming annual general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the forthcoming annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

28 April 2017

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DEFINITIONS

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

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| “Annual General Meeting” | the annual general meeting of the Company to be held at HKEJ Conference Centre, Ground Floor, United Overseas Plaza, 11 Lai Yip Street, Kwun Tong, Hong Kong on Wednesday, 24 May 2017 at 2:00 p.m., the notice of which is set out on pages 18 to 22 of this circular, or any adjournment thereof |
| “Articles” | the existing articles of association of the Company adopted pursuant to a written resolution passed by the sole shareholder of the Company on 27 October 2014 and as amended from time to time |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Board” | the board of Directors |
| “Buy-back Mandate” | the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy back Shares in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution at the Annual General Meeting |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Companies Law” | the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands |
| “Company” | Wai Chi Holdings Company Limited (偉志控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |

DEFINITIONS

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| “Extension Mandate” | the general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually bought back under the Buy-back Mandate |
| “General Mandates” | the Issue Mandate and the Buy-back Mandate |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Huizhou Electronics” | Huizhou Wai Chi Electronics Company Limited (惠州偉志電子有限公司), a company established in the PRC, and an indirect wholly-owned subsidiary of the Company |
| “Issue Mandate” | the general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding the sum of 20% of the issued share capital of the Company as at the date of passing the relevant resolution at the Annual General Meeting |
| “Latest Practicable Date” | 24 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as the same may be amended, modified and supplemented from time to time |
| “PRC” | the People’s Republic of China, which shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Rexell Technology” | Rexell Technology Company Limited (銳士科技有限公司), a company incorporated in the British Virgin Islands, which is the immediate holding company of the Company and is wholly owned by Mr. Yiu Chi To, Chairman and executive Director of the Company |

DEFINITIONS

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| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “Share(s)” | ordinary shares in the Company with par value of HK\$0.01 each |
| “Shareholder(s)” | the holder(s) of Share(s) |
| “Shenzhen Wai Chi” | Wai Chi Opto Technology (Shenzhen) Limited (偉志光電(深圳)有限公司), previously known as Shenzhen Wai Chi Opto Technology Joint-stock Company Limited (深圳市偉志光電股份有限公司), a wholly foreign owned enterprise established in the PRC, and an indirect wholly-owned subsidiary of our Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong |
| “Wai Chi Opto” | Wai Chi Opto Technology Limited (偉志光電有限公司), a company incorporated in Hong Kong, and an indirect wholly-owned subsidiary of the Company |
| “%” | per cent |



WAI CHI HOLDINGS COMPANY LIMITED
(偉志控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1305)

Board of Directors

Executive Directors:

Mr. Yiu Chi To (*Chairman*)

Mr. Chen Chung Po

Ms. Yiu Kwan Yu

Mr. Chen Wei Wu

Ms. Yong Jian Hui

Independent Non-executive Directors:

Mr. Au Yeung Tin Wah

Mr. Chen Kwok Wang

Mr. Ho Chi Wai

Registered Office

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business
in Hong Kong*

6th Floor, Liven House,

63 King Yip Street,

Kwun Tong,

Kowloon,

Hong Kong

28 April 2017

To the Shareholders

Dear Sir / Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the proposed grant of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include the Shares bought back pursuant to the Buy-back Mandate; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors an unconditional general mandate to exercise the powers of the Company to allot and issue and deal with new Shares with an aggregate nominal amount representing up to 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, a total of 216,825,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Issue Mandate will allow the Company to issue up to a maximum of 43,365,000 Shares.

The Issue Mandate will end on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

BUY-BACK MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors an unconditional general mandate to exercise the powers of the Company to buy back, on the Stock Exchange, or any other stock exchange on which the Shares may be listed, Shares representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue is 216,825,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Buy-back Mandate to the Directors and no further Shares are issued or bought back prior to the Annual General Meeting, the Buy-back Mandate will allow the Company to buy back a maximum of 21,682,500 Shares. The Buy-back Mandate will end on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

At the Annual General Meeting, an ordinary resolution will also be proposed to authorize the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares bought back by the Company under the Buy-back Mandate.

LETTER FROM THE BOARD

An explanatory statement containing all the relevant information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

In accordance with Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

By virtue of Articles 84(1) and 84(2) of the Articles, Mr. Chen Wei Wu and Ms. Yong Jian Hui, all of whom were appointed as executive directors on 11 March 2014 will retire as Directors at the Annual General Meeting, and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

By virtue of Articles 84(1) and 84(2) of the Articles, Mr. Au Yeung Tin Wah, Mr. Chen Kwok Wang and Mr. Ho Chi Wai, all of whom were appointed as independent non-executive directors will retire as Directors at the Annual General Meeting, and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

The biographical details of the Directors standing for re-election at the Annual General Meeting are set out in Appendix II to this circular.

VOTING AT THE ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the Annual General Meeting to be held at HKEJ Conference Centre, Ground Floor, United Overseas Plaza, 11 Lai Yip Street, Kwun Tong, Hong Kong on Wednesday, 24 May 2017 at 2:00 p.m. is set out on pages 18 to 22 of this circular.

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of the Issue Mandate, the Buy-back Mandate and Extension Mandate; and
- (b) the proposed re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the forthcoming Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the forthcoming Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the forthcoming Annual General Meeting or any adjournment thereof should you so wish. Such form of proxy for use at the Annual General Meeting is also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.waichiholdings.com.

Pursuant to Article 66(1) of the Articles and the requirement of Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a meeting shall be decided by way of a poll and any vote of the Shareholders at the Annual General Meeting must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 66(1) of the Articles and Rule 13.39(4) of the Listing Rules. An announcement on the poll results of the Annual General Meeting will be announced by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate and the re-election of the Directors are in the best interests of the Company as well as its Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Directors further believe that the buy-back of Shares will help to enhance the Company's net asset value per Share and/or earnings per Share and will only exercise the Buy-back Mandate when the Directors consider that buy-backs of Shares will benefit the Company and its Shareholders as a whole. An exercise in full of the Buy-back Mandate may have a material adverse impact on the working capital or gearing position of the Company as compared with the financial position as at 31 December 2016, being the date of its latest audited consolidated financial statements. However, the Directors do not

LETTER FROM THE BOARD

intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

Accordingly, the Directors recommend you to vote in favour of the ordinary resolutions for approving the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate and the re-election of Directors to be proposed at the Annual General Meeting as set out in the Notice of the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For determination of the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from Friday, 19 May 2017 to Wednesday, 24 May 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 18 May 2017.

GENERAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board of
Wai Chi Holdings Company Limited
Yiu Chi To
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information as to the proposed Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general buy-back mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 216,825,000 Shares in issue. Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the Annual General Meeting, the exercise of the Buy-back Mandate in full could result in up to a maximum of 21,682,500 Shares (representing 10% of the aggregate nominal amount of Shares in issue at the date of the Annual General Meeting) being bought back by the Company during the period up to (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever occurs first.

3. REASONS FOR BUY-BACK OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have the general authority under the Buy-back Mandate to buy back Shares on the Stock Exchange. Buy-back of Shares will only be made if the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or earnings per Share.

4. FUNDING OF BUY-BACKS

In buying back securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles, the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong, as the case may be. The Company may not buy back Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in force from time to time.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise in full of the Buy-back Mandate, during the period in which the Buy-back Mandate remains in force, may have a material adverse impact on the working capital or gearing position of the Company as compared with the financial position as at 31 December 2016, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-back pursuant to the proposed resolution approving the grant of the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong in force from time to time.

7. DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors, and to the best of the knowledge of the Directors having made all reasonable enquiries, none of the close associates of the Directors nor any of them have any present intention to sell Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

8. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a buy-back of Shares by the Company pursuant to the Buy-back 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 purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company and the Directors, substantial shareholders of the Company having an interest of 5% or more in the issued share capital of the Company are as follows:

| Name | Capacity | Number of Shares held ⁽¹⁾ | Percentage of shareholding |
|----------------------------------|------------------------------------|--------------------------------------|----------------------------|
| Rexell Technology ⁽²⁾ | Beneficial owner | 133,873,000L | 61.74% |
| Mr. Yiu Chi To ⁽²⁾ | Interest of controlled corporation | 133,873,000L | 61.74% |
| Ms. Luk Fong ⁽²⁾ | Interest of spouse | 133,873,000L | 61.74% |

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Rexell Technology is wholly owned by Mr. Yiu Chi To. Accordingly, Mr. Yiu Chi To is deemed to be interested in the Shares held by Rexell Technology. Ms. Luk Fong, as the spouse of Mr. Yiu Chi To, is deemed to be interested in the Shares held by Rexell Technology by virtue of the SFO.

In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Mandate, and if the present shareholdings remain the same at that time, the exercise of the Buy-back Mandate by the Directors in full to buy back the Shares will not result in an obligation on the part of any of Rexell Technology, Mr. Yiu Chi To and Ms. Luk Fong, each of them being a substantial Shareholder of the Company under the meaning of the Listing Rules, to make a general offer under Rule 26 and Rule 32 of the Takeovers Code.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of buy-back of Shares, the exercise of the Buy-back Mandate in full will result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. However, the Directors have no present intention to exercise the Buy-back Mandate to the extent that less than 25% of the issued share capital of the Company will be held by the public.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any buy-back of Shares pursuant to the Buy-back Mandate.

9. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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| APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE |
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10. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date are as follows:

| | Price per Share | |
|---|-------------------|------------------|
| | Highest (HK\$) | Lowest (HK\$) |
| 2016 | | |
| April | 2.59 | 1.58 |
| May | 2.45 | 1.85 |
| June | 2.07 | 1.70 |
| July | 2.04 | 1.81 |
| August | 2.02 | 1.76 |
| September | 2.03 | 1.78 |
| October | 2.04 | 1.82 |
| November | 2.31 | 1.88 |
| December | 2.07 | 1.97 |
| 2017 | | |
| January | 2.33 | 1.78 |
| February | 1.85 | 1.72 |
| March | 1.83 | 1.66 |
| April (up to the Latest Practicable Date) | 1.70 | 1.58 |

DIRECTORS STANDING FOR RE-ELECTION

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

(1) MR. CHEN WEI WU (陳緯武)

Mr. Chen Wei Wu (陳緯武), age 53, was appointed as executive Director of our Company on 11 March 2014. He is the Financial Controller of Shenzhen Wai Chi since 2010. He is responsible for the financial management and day-to-day financial operation in the PRC region. He has 30 years of experience in commercial and finance fields. From 1984 to 1992, Mr. Chen served as Accounting Officer in Jinan Chemicals Factory at Hengyang City of Hunan. From 1992 to 1997, he served as Financial Controller in Shenzhen Zhongqiao Group at Shenzhen. From 1997 to 2001, he served as Vice General Manager and Chief Financial Controller in Shenzhen Shennan Merchants Group. From 2001 to 2006, he served as the Assistant to the General Manager and head of the Capital Department in Shenzhen Saigedasheng Joint-stock Company Limited. From 2006 to 2008, he served as the General Manager of the Audit Planning Department in GD Hengfeng Investment Group Co., Ltd. From 2008 to 2010, he served as the General Manager of Group Finance Division in Shenzhen Shangtianran Investment Company Limited. Mr. Chen studied and graduated from the correspondence course in industrial accountancy and received the professional certificate in industrial accountancy from the Hunan College of Finance and Economics in July 1987. In October 1994, Mr. Chen was conferred by the Ministry of Finance in the PRC the qualification of an accountant specializing in corporate accounting. In April 2011, Mr. Chen was admitted as Senior International Finance Manager by the International Financial Management Association. In June 2012, Mr. Chen obtained his Master of Business Administration degree from the Zhongnan University of Economics and Law. In November 2014, Mr. Chen obtained his Doctor of Business Administration degree from the Victoria University of Switzerland.

Mr. Chen has entered into a service contract with the Company on 11 March 2017 for a term of three years commencing from 11 March 2017, and such service contract may be terminated in accordance with the terms of the service contract. Under the service contract, Mr. Chen is entitled to receive an annual salary of RMB180,000. Such emolument is determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Chen's total emoluments (including contributions to the retirement benefit scheme) as recorded in 2016 were approximately HK\$217,000.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen (i) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; (ii) did not hold other positions with other members of the Group; and (iii) did not have any relationship with any Director, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

There is no information which is discloseable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

(2) MS. YONG JIAN HUI (雍建輝)

Ms. Yong Jian Hui (雍建輝), age 40, was appointed as executive Director of our Company on 11 March 2014. She joined our Company since 2003. She is currently the Deputy General Manager and the Head of Sales Department of Shenzhen Wai Chi Opto Technology Company Limited. She is responsible for the sales and marketing of our LED backlight products. She has more than 10 years of working experience in sales and marketing of backlight products. Prior to her joining our Company, Ms. Yong served as the head of Sales Department at Wah Mei Electronics (Shenzhen) Company Limited from 2000 to 2002. Ms. Yong received the certificate on achieving the third grade in University English from the Hunan Radio & TV University in March 1998 and her Master of Business Administration degree from the Southwest Jiaotong University in June 2012.

Ms. Yong has entered into a service contract with the Company on 11 March 2017 for a term of three years commencing from 11 March 2017, and such service contract may be terminated in accordance with the terms of the contract. Under the service contract, Ms. Yong is entitled to receive an annual salary of RMB144,000. Such emolument is determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions. Ms. Yong's total emoluments (including contributions to the retirement benefit scheme) as recorded in 2016 were approximately HK\$174,000.

Save as disclosed above and as at the Latest Practicable Date, Ms. Yong (i) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; (ii) did not hold other positions with other members of the Group; (iii) did not have any relationship with any Director, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company; and (iv) did not have any interest in shares of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Ms. Yong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Yong that need to be brought to the attention of the Shareholders.

(3) MR. AU YEUNG TIN WAH (歐陽天華)

Mr. Au Yeung Tin Wah (歐陽天華), age 53, was appointed as independent non-executive Director (“INED”) of our Company on 11 March 2014.

Mr. Au Yeung is currently a director of Lau & Au Yeung C.P.A. Limited. Prior to establishing his CPA practice in mid-1992, Mr. Au Yeung worked in an international accounting firm where he was responsible for doing the auditing work for several well-known listed companies in Hong Kong. He also used to be the Finance Manager of a private limited company in Hong Kong and of a Hong Kong listed company named Next Media Limited (Stock Code: 282, a company listed on the Main Board of the Stock Exchange formerly known as Paramount Publishing Group Limited). Mr. Au Yeung is currently a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, and the Society of Registered Financial Planners.

Mr. Au Yeung was appointed in May 2006 and is currently acting as an independent non-executive director of Amvig Holdings Limited (Stock Code: 2300, a company listed on the Main Board of the Stock Exchange formerly known as Vision Grande Group Holdings Limited).

Mr. Au Yeung has entered into a service contract with the Company on 11 March 2016 for a term of two years commencing from 11 March 2016, and such service contract may be terminated in accordance with the terms of the service contract. Under the service contract, Mr. Au Yeung is entitled to receive an annual salary of HK\$240,000. Such emolument is determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Au Yeung’s total emoluments (including contributions to the retirement benefit scheme) as recorded in 2016 were approximately HK\$240,000.

Save as disclosed above and as at the Latest Practicable Date, Mr. Au Yeung (i) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; (ii) did not hold other positions with other members of the Group; (iii) did not have any relationship with any Director, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company; and (iv) did not have any interest in shares of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Mr. Au Yeung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Au Yeung that need to be brought to the attention of the Shareholders.

(4) MR. CHEN KWOK WANG (陳國宏)

Mr. Chen Kwok Wang (陳國宏), age 54, was appointed as INED of our Company on 11 March 2014.

Mr. Chen is currently a Partner at Messrs. Fairbairn, Catley, Low & Kong. He has been admitted as a Solicitor of the High Court since 2005. He obtained his Bachelor of Laws from the University of Wolverhampton in February 2002 and his Postgraduate Certificate in Laws from the University of Hong Kong in June 2003. Mr. Chen obtained a Bachelor of Science degree in Engineering in November 1986 and also a Master of Business Administration degree in December 1997 from the University of Hong Kong.

Mr. Chen was a Member of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) in 1990.

Prior to establishing his career in the legal field, Mr. Chen worked in an international accounting firm from 1986 to 1991 as a Staff Accountant and was eventually promoted to the position of Audit Supervisor. In 1992 to 1993, Mr. Chen became an Internal Auditor at the Hong Kong branch of a bank. In 1993 to 2000, Mr. Chen worked at The Stock Exchange of Hong Kong Limited in the capacity as a Manager and was eventually promoted to the position of Senior Manager. In 2001 to 2002, Mr. Chen worked at the Securities and Futures Commission of Hong Kong as a Manager where he was responsible for day-to-day supervision of financial intermediaries. Mr. Chen was appointed as an independent non-executive director of Fujian Start Group Co., Ltd, a company listed on the Shanghai Stock Exchange (stock code: 600734), on 20 May 2014 and PPS International (Holdings) Limited, a company listed on The Stock Exchange of Hong Kong Limited (Stock code: 8201), during the period from 19 November 2014 to 30 December 2015.

Mr. Chen has entered into a service contract with the Company on 11 March 2016 for a term of two years commencing from 11 March 2016, and such service contract may be terminated in accordance with the terms of the contract. Under the service contract, Mr. Chen is entitled to receive an annual salary of HK\$144,000. Such emolument is determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Chen's total emoluments (including contributions to the retirement benefit scheme) as recorded in 2016 were approximately HK\$144,000.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen (i) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; (ii) did not hold other positions with other members of the Group; (iii) did not have any relationship with any Director, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company; and (iv) did not have any interest in shares of the Company within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

There is no information which is discloseable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

(5) MR. HO CHI WAI (何志威)

Mr. Ho Chi Wai (何志威), age 42, was appointed as INED of our Company on 11 March 2014.

Mr. Ho is currently a partner of SRF Partners & Co., CPAs. He obtained a Bachelor's degree in Business Administration from Lingnan University in November 1997 and a Master's degree in Finance from Jinan University in December 2012. He is currently a practicing certified public accountant of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants, a certified tax adviser at the Taxation Institute of Hong Kong and an associate of the Taxation Institute of Hong Kong, a member of the Association of International Accountants.

Mr. Ho has over 19 years of experience in audit assurance and business consulting. Prior to his own practice in 2012, Mr. Ho worked as an Audit Senior in a local accounting firm from 1997 to 2000. From 2000 to 2010, Mr. Ho was the audit manager in a sizable accounting firm and from 2010 to 2011 he became the Principal of the group the said accountancy firm belonged in.

Mr. Ho acted as an independent non-executive Director of Ming Kei Holdings Limited (Stock Code 8239, a company listed on the GEM Board of the Stock Exchange) from June 2012 to October 2013.

Mr. Ho has entered into a service contract with the Company on 11 March 2016 for a term of two years commencing from 11 March 2016, and such service contract may be terminated in accordance with the terms of the contract. Under the service contract, Mr. Ho is entitled to receive an annual salary of HK\$144,000. Such emolument is determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Ho's total emoluments (including contributions to the retirement benefit scheme) as recorded in 2016 were approximately HK\$144,000.

Save as disclosed above and as at the Latest Practicable Date, Mr. Ho (i) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; (ii) did not hold other positions with other members of the Group; (iii) did not have any relationship with any Director, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company; and (iv) did not have any interest in shares of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Mr. Ho involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ho that need to be brought to the attention of the Shareholders.



WAI CHI HOLDINGS COMPANY LIMITED
(偉志控股有限公司)

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1305)

NOTICE IS HEREBY GIVEN that an annual general meeting of Wai Chi Holdings Company Limited (the “Company”) will be held at HKEJ Conference Centre, Ground Floor, United Overseas Plaza, 11 Lai Yip Street, Kwun Tong, Hong Kong on Wednesday, 24 May 2017 at 2:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors of the Company and the Company’s auditors for the year ended 31 December 2016.
2. To re-elect Mr. Chen Wei Wu as an executive director of the Company.
3. To re-elect Ms. Yong Jian Hui as an executive director of the Company.
4. To re-elect Mr. Au Yeung Tin Wah as an independent non-executive director of the Company.
5. To re-elect Mr. Chen Kwok Wang as an independent non-executive director of the Company.
6. To re-elect Mr. Ho Chi Wai as an independent non-executive director of the Company.
7. To authorize the board of directors to fix the directors’ remuneration.
8. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorize the board of directors to fix their remuneration.
9. To consider and, if though fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for

NOTICE OF THE ANNUAL GENERAL MEETING

any shares or any convertible securities and to make or grant offers, agreements and options (including warrants, bonds and securities convertible into shares of the Company) which might require the exercise of such powers, subject to and in accordance with all applicable laws and the articles of association of the Company, be and is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) of this resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and securities convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company to subscribe for shares of the Company or any securities which are convertible into shares of the Company or the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company from time to time outstanding; (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company 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 in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 of the Cayman Islands to be held; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of shares on the Company’s register of members 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

- 10. To consider and, if though fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares (each, a “Share”) of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose (the “Recognised Stock Exchange”), subject to and in accordance with the rules, regulations and requirements of the Rules Governing the Listing of Securities on the Stock Exchange, the Securities and Futures Commission of Hong Kong or any other Recognised Stock Exchange as amended from time to time, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its Shares at a price determined by the directors of the Company;

NOTICE OF THE ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of Shares of the Company which the directors of the Company are authorized to buy back pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 of the Cayman Islands to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

11. To consider and, if though fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the resolutions numbered 9 and 10 in the notice convening this meeting being passed, the aggregate nominal amount of the issued shares in the capital of the Company which are bought back by the Company under the authority granted to the directors of the Company as mentioned in the resolution numbered 10 in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the resolution numbered 9 in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”

By order of the Board
Wai Chi Holdings Company Limited
Yiu Chi To
Chairman

Hong Kong, 28 April 2017

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the annual general meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and on the website of the Company at www.waichiholdings.com in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. Where there are joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjournment thereof, and in such event, the authority of the member's proxy shall be deemed to be revoked.
6. For the purpose of determining members who are qualified for attending the annual general meeting, the register of members of the Company will be closed from Friday, 19 May 2017 to Wednesday, 24 May 2017, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending the annual general meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 18 May 2017.
7. In relation to proposed resolution number 9 above, approval is being sought from the Shareholders for the grant to the directors of the Company of a general mandate to authorize the allotment and issue of shares under the Listing Rules. The directors wish to state that they will exercise the powers conferred thereby to allot and issue shares of the Company in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole.
8. In relation to proposed resolution numbered 10 above, the directors wish to state that they will exercise the powers conferred thereby to purchase the shares of the Company in circumstance which they deem appropriate for the benefit of the Company and its shareholders as a whole. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular of which this notice of the annual general meeting forms part.
9. As at the date of this notice, the executive directors of the Company are Mr. Yiu Chi To (Chairman), Mr. Chen Chung Po (Chief Executive Officer), Ms. Yiu Kwan Yu, Mr. Chen Wei Wu, and Ms. Yong Jian Hui; and the independent non-executive directors of the Company are Mr. Au Yeung Tin Wah, Mr. Chen Kwok Wang and Mr. Ho Chi Wai.