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Win Win Way Construction Holdings Ltd.

恆誠建築控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 994)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Win Win Way Construction Holdings Ltd. (the “**Company**”) will be held on 29 December 2017, at 11:00 a.m. at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, to consider and, if thought fit, approve with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

the agreement dated 15 November 2017 (as supplemented by the supplemental agreement dated 8 December 2017) entered into between Win Win Way Materials Supply Limited (“**WWW Materials**”) and 廣州羊城管樁有限公司 (“**GZYC**”) in respect of the purchase of PHC Piles and steel cross shoes for the financial year ending 31 December 2018 (the “**New PHC Piles Purchase Agreement**”), details of which are described in the circular of the Company dated 12 December 2017 (the “**Circular**”) and a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, and the terms and conditions thereof and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;” and

2. **“THAT:**

any one director of the Company or any other person authorised by the directors of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company, and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the New PHC Piles Purchase Agreement and the transactions contemplated thereunder.”

By order of the Board
Win Win Way Construction Holdings Ltd.
Lee Kai Lun
Chairman

Hong Kong, 12 December 2017

Registered office:

Estera Trust (Cayman) Limited
Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business:

Room 902-3, 9/F.
Nan Fung Commercial Centre
19 Lam Lok Street, Kowloon Bay
Kowloon, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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. Several executors or administrators of a deceased member of the Company in whose name any share stands shall, for the purposes of the bye-laws of the Company, be deemed joint holders thereof.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises Mr. Lee Kai Lun as Chairman and executive Director; Dr. Kan Hou Sek, Jim, Mr. Lee Sai Man, Mr. Wong Siu Kwai and Mr. Kwong Po Lam, as executive Directors; and Mr. Fan Siu Kay, Mr. Leung William Wai Kai and Mr. Lo Chi Leung, as independent non-executive Directors.