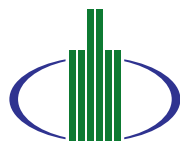


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WLS Holdings Limited

滙隆控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8021)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**WLS SGM**”) of the shareholders of WLS Holdings Limited (“**WLS**”) will be held at 11:45 a.m. on Monday, 17 October 2016 at Rooms 1001-1006, 10th Floor, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments), the following resolution of WLS as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (i) the transactions contemplated under the voluntary conditional securities exchange and cash offers (“**Offers**”) to be made after satisfaction of the Pre-condition (as defined in the circular (“**Circular**”) to the shareholders of WLS dated 29 September 2016) by VBG Capital Limited on behalf of Favourite Number Limited (“**Favourite Number**”) to acquire all of the issued shares in the share capital of L & A International Holdings Limited (“**L&A**”) (other than those already owned by Favourite Number and parties acting in concert with it) and to cancel all outstanding options of L&A (“**L&A Options**”), comprising the acquisition of the issued shares of L&A by Favourite Number which is a joint venture formed by Apex Gain Limited (an indirectly wholly-owned subsidiary of WLS) and Mr. Hue Kwok Chu Raymond, the allotment and issue of new ordinary shares (“**New WLS Shares**”) of WLS (including the Additional WLS Shares (as defined in the Circular)) ultimately and directly to the shareholders of L&A and holders of the L&A Options (as the case may be) as part of the consideration

under the Offers under the terms and conditions of the Offers (“**Transactions**”), details of which are set out in the Circular be and are hereby ratified, confirmed and approved and the directors (“**WLS Director(s)**”) of WLS be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Transactions and the transactions contemplated thereunder;

- (ii) conditional upon, among others, The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New WLS Shares, the allotment and issue of the New WLS Shares to the shareholders of L&A and the holders of L&A Options (as the case may be) who accept the Offers be and is hereby approved and any WLS Director be and is hereby authorised to allot and issue the New WLS Shares in accordance with the terms and conditions of the Offers and to take all steps necessary, desirable or expedient in his or her opinion to implement or give effect to the allotment and issue of the New WLS Shares; and
- (iii) the WLS Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in the opinion of the WLS Directors as may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Transactions set out above and to agree to any variation, amendments, supplement or waiver of matters relating thereto as are, in the opinion of the WLS Directors, in the interests of WLS, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Transactions.”

On behalf of the WLS Board
WLS Holdings Limited
So Yu Shing
Chairman

Hong Kong, 29 September 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

*Head office and principal place of
business in Hong Kong:*
Rooms 1001-1006, 10th Floor
Tower A, Southmark
11 Yip Hing Street
Wong Chuk Hang, Aberdeen
Hong Kong

Notes:

1. Any shareholder of WLS entitled to attend and vote at the WLS SGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy needs not to be a shareholder of WLS.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at WLS's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the WLS SGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder of WLS from attending and voting in person at the WLS SGM, and in such event, such form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the WLS SGM, 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 WLS in respect of such joint holding.
5. Any voting at the WLS SGM shall be taken by poll.
6. The form of proxy shall be signed by the shareholder of WLS or his/her attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

*This notice, for which the directors of WLS ("**WLS Directors**") collectively and individually accept full responsibility, includes particulars given in the compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("**GEM**") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to WLS. The WLS Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this notice 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 notice misleading.*

As at the date of this notice, the board of WLS Directors comprises Dr. So Yu Shing (Chairman and Executive Director), Mr. Kong Kam Wang (Executive Director and Chief Executive Officer), Ms. Lai Yuen Mei, Rebecca (Executive Director), Mr. So Wang Chun, Edmond (Executive Director), Mr. Ng Tang (Executive Director), Mr. Yuen Chun Fai (Executive Director), Mr. Law Man Sang (Independent Non-executive Director), Mr. Chan Ngai Sang, Kenny (Independent Non-executive Director) and Mr. Ong Chi King (Independent Non-executive Director).

This notice will remain on the GEM's website at www.hkgem.com on the "Latest Company Announcements" page for at least seven days from the day of its posting and on the website of WLS at www.wls.com.hk.