
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Wan Cheng Metal Packaging Company Limited (the “Company”), you should at once hand this circular together with the accompanying 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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Wan Cheng Metal Packaging Company Limited
萬成金屬包裝有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8291)

SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 29 May 2020 and the notice dated 29 May 2020 convening an annual general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 30 June 2020 at 11:00 a.m. A supplemental notice of the annual general meeting of the Company is set out on pages 8 to 9 of this supplemental circular. A Second Proxy Form for the Annual General Meeting, which shall supersede the form of proxy enclosed with the circular dated 29 May 2020, is also enclosed.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed Second Proxy Form for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case maybe). Completion and return of the Second Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This supplemental circular together with the Second Proxy Form are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.wanchengholdings.com).

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

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

12 June 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

| | <i>Page</i> |
|---|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | |
| Introduction | 3 |
| Re-election of the Directors | 4 |
| Supplemental AGM Notice and Second Proxy Form | 4 |
| Recommendation..... | 6 |
| Responsibility Statement | 6 |
| General..... | 6 |
| APPENDIX I – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM | 7 |
| SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING | 8 |

DEFINITIONS

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

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| “AGM” or “Annual General Meeting” | the annual general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 30 June 2020 at 11:00 a.m. |
| “AGM Notice” | the notice of annual general meeting dated 29 May 2020 |
| “Articles” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “Circular” | the circular of the Company dated 29 May 2020 in respect of the matters to be considered at the AGM |
| “close associate(s)” | has the same meaning as defined in the GEM Listing Rules |
| “Companies Law” | the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time |
| “Company” | Wan Cheng Metal Packaging Company Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM |
| “core connected person(s)” | has the same meaning as defined in the GEM Listing Rules |
| “Director(s)” | director(s) of the Company |
| “First Proxy Form” | the proxy form which was despatched to the Shareholders on 29 May 2020 together with the Circular |
| “GEM” | the GEM of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |
| “Group” | the Company and its subsidiaries |

DEFINITIONS

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|---------------------------|---|
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Latest Practicable Date” | 9 June 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “PRC” | The People’s Republic of China excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular |
| “Second Proxy Form” | the proxy form which will be despatched to the Shareholders together with this supplemental circular |
| “SFO” | the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time |
| “Share(s)” | ordinary share(s) of HK\$0.05 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Supplemental AGM Notice” | The supplemental notice convening the AGM as set out on pages 8 to 9 of this supplemental circular |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent |

LETTER FROM THE BOARD

Wan Cheng Metal Packaging Company Limited 萬成金屬包裝有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8291)

Executive Directors:

Mr. Liang Junqian (*Chairman*)

Mr. Chan Kit Lung Andy (*Chief Executive Officer*)

Ms. Liang Yingjun

Mr. Wang Yun

Mr. Zou Yonggang

Registered office:

PO Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

Independent Non-executive Directors:

Mr. Wong Sui Chi

Ms. Ha Yee Lan Elaine

Mr. Wu Chi King

Principal place of business

in Hong Kong:

Suite 1203, 12th Floor

Shanghai Industrial Investment Building

60 Hennessy Road

Wanchai

Hong Kong

12 June 2020

To the Shareholders

Dear Sir or Madam

SUPPLEMENTAL CIRCULAR IN RELATION TO RE-ELECTION OF DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, *inter alia*, the AGM Notice.

The purpose of this supplemental circular is to give you the Supplemental AGM Notice and to provide you with further information relating to the change in the resolution to consider and approve the proposed re-election of Directors and the special arrangements about completion and return of the Second Proxy Form.

LETTER FROM THE BOARD

RE-ELECTION OF THE DIRECTORS

Reference is made to the announcements of the Company dated 8 June 2020 in relation to, among others, the resignation of Ms. Xiao Ping as an independent non-executive Director and the appointment of Mr. Wu Chi King as an independent non-executive Director.

As stated in the Circular, based on the composition of the Board as at the latest practicable date for the purpose of the Circular, Mr. Chan Kit Lung Andy, Mr. Wong Sui Chi, Ms. Xiao Ping and Ms. Ha Yee Lan Elaine will retire at the Annual General Meeting. Ms. Xiao Ping confirmed that she will not offer themselves for re-election as independent non-executive Directors at the Annual General Meeting in order to devote more time to pursue her other personal commitments. Ms. Xiao Ping has confirmed that she has no disagreement with the Board and that there are no other matters relating to her resignation that needs to be brought to the attention of the Shareholders.

As such, the ordinary resolution no. 2(c) in respect of the re-election of Ms. Xiao Ping as an independent non-executive Director as set out in the AGM Notice is no longer applicable and will be withdrawn at the AGM and pursuant to the Article, Mr. Wu Chi King, will retire at the AGM and, being eligible, offer himself for re-election as independent non-executive Director. Particulars of the Director proposed to be re-elected at the AGM are set out in Appendix I of this circular.

SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM

As a result of the resignation of Ms. Xiao Ping as an independent non-executive Director and appointment of Mr. Wu Chi King as an independent non-executive Director subsequent to the despatch of the Circular containing the AGM Notice and the First Proxy Form, the Supplemental AGM Notice is set out on pages 8 to 9 of this supplemental circular and the Second Proxy Form is enclosed herewith. At the AGM, in addition to those resolutions set out in the AGM Notice (other than the resolution for the re-election of Ms. Xiao Ping as an independent non-executive Director), relevant resolution will be proposed to approve the re-election of Mr. Wu Chi King as an independent non-executive Director.

A Second Proxy Form for use at the Annual General Meeting is enclosed with this supplemental circular and such Second Proxy Form is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.wanchengholdings.com). To be valid, the Second Proxy Form 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 of attorney or authority at the Company's Hong Kong branch share registrar (the "**Branch Share Registrar**"), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case maybe). Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

LETTER FROM THE BOARD

A Shareholder who has not yet lodged the First Proxy Form with the Company's Branch Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Branch Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's Branch Share Registrar should note that:

- (i) If no Second Proxy Form is lodged with the Company's Branch Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the re-election of Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Company's Branch Share Registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Company's Branch Share Registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Branch Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Branch Share Registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the proposed re-election of Mr. Wu Chi King as an independent non-executive Director is in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief 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.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully

On behalf of the Board

Wan Cheng Metal Packaging Company Limited

Liang Junqian

Chairman and Executive Director

Mr. Wu Chi King, aged 38, received a Bachelor of Computer Science from Monash University and is a certified public accountant of Certified Public Accountant Australia. He has accumulated extensive experience in finance and accounting by working in various listed and sizable companies in Hong Kong.

He is appointed for an initial term commencing on the date of the letter of appointment and will continue thereafter subject to a maximum of one year unless terminated by either party giving at least one month's notice in writing. His remuneration is fixed at HK\$144,000 per annum, which commensurates with his duties and responsibilities as independent non-executive director.

Save as disclosed above, he has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, he does not have any interests in shares of the Company within the meaning of Part XV of the SFO. He does not have any relationships with any directors, senior management or substantial or controlling shareholder of the Company for the purpose of the GEM Listing Rules.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Wan Cheng Metal Packaging Company Limited
萬成金屬包裝有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8291)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

REFERENCE IS MADE TO the notice of annual general meeting of Wan Cheng Metal Packaging Company Limited (the “**Company**”) dated 29 May 2020 (the “**AGM Notice**”), by which the Company convenes an annual general meeting (the “**Meeting**”) to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 30 June 2020 at 11:00 a.m. This supplemental notice shall be read together with the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting will be held as originally scheduled. The resolution under item numbered 2(c) stated in the AGM Notice should be deleted in their entirety and consider, if thought fit, to pass the following additional resolution as ordinary resolution under item numbered 8:

“8. To re-elect Mr. Wu Chi King as an independent non-executive director of the Company.”

By Order of the Board

Wan Cheng Metal Packaging Company Limited

Liang Junqian

Chairman and Executive Director

Hong Kong, 12 June 2020

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second proxy form (the “**Second Proxy Form**”) containing the revised ordinary resolution numbered 8 is enclosed with the supplemental circular to the Shareholders dated 12 June 2020 (the “**Supplemental Circular**”). Please refer to the section headed “SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM” on pages 4 to 5 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
2. Save for the above change, there are no other changes to the resolutions set out in the AGM Notice. Please refer to the AGM Notice for details of the other ordinary resolutions to be considered at the Meeting, closure of register of members of the Company and the eligibility for attending the Meeting, proxy and other relevant matters.
3. Whether or not the Shareholders intend to attend the Meeting in person, the Shareholders are encouraged to complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return it together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
4. The Shareholders are reminded that return of the First Proxy Form and/or the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the Meeting or any adjournment thereof should they so wish.
5. References to time and dates in this supplemental notice are to Hong Kong time and dates.