
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your 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 Well Way Group Limited (the “Company”), you should at once hand this supplemental circular, together with the enclosed revised proxy form, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

This supplemental circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“GEM”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this supplemental 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 in this supplemental circular misleading.

Well Way Group Limited 和 滙 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 28 MARCH 2014 RELATING TO RE-ELECTION OF DIRECTORS AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 28 March 2014 (the “Circular”) and the notice convening the annual general meeting of the Company to be held at Gemini and Libra, 33rd Floor, Rosedale on The Park, 8 Shelter Street, Causeway Bay, Hong Kong on Thursday, 22 May 2014 at 10:00 a.m. (the “AGM” or “Annual General Meeting”). A revised form of proxy (the “Revised Proxy Form”) is also enclosed with this supplemental circular for use at the AGM.

The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. A supplemental notice of the AGM is set out on page 7 of this supplemental circular. Whether or not you are able to attend the AGM and/or vote at the AGM in person, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

This supplemental circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.wellwaygp.com.

25 April 2014

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high 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.

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Well Way Group Limited
和滙集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8063)

Directors:

Mr. TSE Ke Li
Mr. MUNG Bun Man, Alan
Mr. CHAN Wai Man*
Ms. CHAN Ling, Eva*
Mr. CHAN Ho Bun, Steve*

* *independent non-executive Directors*

Registered office:

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Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office and

principal place of business:
Units 906–07, 9th Floor
Paul Y. Centre
51 Hung To Road
Kwun Tong
Kowloon
Hong Kong

25 April 2014

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO
SHAREHOLDERS DATED 28 MARCH 2014 RELATING TO
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF
THE ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 28 March 2014 (the “**Circular**”) which contains, among others, information relating to the re-election of Directors at the AGM of the Company to be held at Gemini and Libra, 33rd Floor, Rosedale on The Park, 8 Shelter Street, Causeway Bay, Hong Kong on Thursday, 22 May 2014 at 10:00 a.m.. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors, the Revised Proxy Form and to give you a supplemental notice of the AGM, which is set out on page 7 of this supplemental circular.

RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 16 April 2014 (the “**Announcement**”) in relation to, among other matters, the appointment of Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve as independent non-executive Directors. In accordance with Article 86(3) of the Articles, Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve shall hold office only until the AGM, being eligible, offer themselves for re-election at the AGM.

The biographical details of Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve are set out in Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF THE AGM AND REVISED PROXY FORM

As a result of the addition of the Directors to be retired and offered for re-election at the AGM subsequent to the despatch of the Circular containing the notice of AGM and accompanying form of proxy (the “**First Proxy Form**”), a supplemental notice of the AGM, which supplements the original notice of the AGM dated 28 March 2014, is set out on page 7 of this supplemental circular, and the Revised Proxy Form with Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve to be retired and offered for re-election at the AGM, which supercedes the First Proxy Form, has been prepared and is enclosed with this supplemental circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying Revised Proxy Form in accordance with the instructions printed thereon to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

Special arrangements about completion and submission of the Revised Proxy Form are also set out in Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

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

LETTER FROM THE BOARD

RECOMMENDATION

In addition to the recommendations contained in the Circular, the Directors also consider that the proposed re-election of Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve as Directors as set out in this supplemental circular are in the interests in the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution(s) to be proposed at the AGM.

GENERAL

Your attention is also drawn to the appendices to this supplemental circular.

By Order of the Board
Well Way Group Limited
Mung Bun Man, Alan
Executive Director

The biographical details of Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve are set out below:

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Wai Man, aged 48, was appointed as an independent non-executive Director and the chairmen of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee on 16 April 2014. Mr. Chan Wai Man is a practicing certified public accountant, a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is also a member of the Institute of Chartered Accountants in England and Wales and has experiences in auditing, taxation and finance for over 15 years. Mr. Chan Wai Man is now an independent non-executive director of Sage International Group Limited (Stock Code: 8082), the shares of which are listed on GEM and Bestway International Holdings Limited (Stock Code: 718), the shares of which are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Computech Holdings Limited (Stock Code: 8081), the shares of which are listed on the GEM, from May 2011 to December 2011. Save as aforesaid, Mr. Chan Wai Man did not hold any directorships in other listed public companies in the last three years.

Mr. Chan Wai Man has not entered into any service contract with the Company and has no fixed term of service with the Company. He is subject to retirement at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles. He is entitled to a director's fee of HK\$60,000 per annum which is determined by the Board by reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. He (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO; and (iii) does not hold any other positions with the Company or other members of the Group.

Mr. Chan Ho Bun, Steve, aged 53, was appointed as an independent non-executive Director and a member of each of the Audit Committee and the Remuneration Committee on 16 April 2014. Mr. Chan Ho Bun, Steve graduated from University of Birmingham, United Kingdom with a Bachelor of Science in Computer Science. He has over 27 years of experience in the field of electronics and computer products. He was the general manager of Strategic Product Division of Group Sense (International) Limited (Stock Code: 601), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Chan Ho Bun, Steve did not hold any directorships in other listed public companies in the last three years.

Mr. Chan Ho Bun, Steve has not entered into any service contract with the Company and has no fixed term of service with the Company. He is subject to retirement at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles. He is entitled to a director's fee of HK\$60,000 per annum which is determined by the Board by

reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. He (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO; and (iii) does not hold any other positions with the Company or other members of the Group.

Each of Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve has submitted to the Company a written confirmation concerning his independence in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Board, therefore, considers them to be independent and believes that they should be re-elected as independent non-executive Directors.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of re-election of each of the above Directors.

**SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE
REVISED PROXY FORM**

A Shareholder who has not yet lodged the First Proxy Form with the Company's share registrar in Hong Kong is requested to lodge the Revised Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's share registrar in Hong Kong. A Shareholder who has already lodged the First Proxy Form with the Company's share registrar in Hong Kong should note that:

- (i) If no Revised Proxy Form is lodged with the Company's share registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder.

The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions in relation to the re-election of Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve as independent non-executive Directors as set out in this supplemental circular;

- (ii) if the Revised Proxy Form is lodged with the Company's share registrar in Hong Kong 48 hours prior to the time appointed for holding the AGM (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Company's share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's share registrar in Hong Kong.

Completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

IMPORTANT:

**THE FIRST PROXY FORM DESPACHED WITH THE CIRCULAR IS
SUPERSEDED BY THE REVISED PROXY FORM ENCLOSED HEREWITH.**

Well Way Group Limited
和匯集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

**SUPPLEMENTAL NOTICE OF THE ANNUAL
GENERAL MEETING**

Reference is made to the notice of the annual general meeting of Well Way Group Limited (the “**Company**”) dated 28 March 2014 (the “**Notice**”).

Note 4 to the Notice shall be deleted in its entirety and replaced by the following:

- “4. With respect to resolution numbered 2 of this notice, Mr. Tse Ke Li, Mr. Mung Bun Man, Alan, Ms. Chan Ling, Eva, Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of the information of (i) Mr. Tse Ke Li, Mr. Mung Bun Man, Alan and Ms. Chan Ling, Eva; and (ii) Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve, which are required to be disclosed under the GEM Listing Rules are set out in the circular of the Company dated 28 March 2014 and the supplemental circular of the Company dated 25 April 2014 respectively.”

Note 5 to the Notice shall be deleted in its entirety.

Save as set out above, all resolutions and the notes contained in the Notice shall remain to have full force and effect.

By Order of the Board
Well Way Group Limited
Tse Kam Fai
Company Secretary

Hong Kong, 25 April 2014

Note:

1. As at the date of this supplemental notice, the board of directors of the Company (the “**Directors**”) consists of five Directors, namely Mr. Tse Ke Li and Mr. Mung Bun Man, Alan as executive Directors, and Mr. Chan Wai Man, Ms. Chan Ling, Eva and Mr. Chan Ho Bun, Steve as independent non-executive Directors.