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## **WING TAI PROPERTIES LIMITED**

### **永泰地產有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 369)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Wing Tai Properties Limited (the “Company”) will be held at 22/F., United Centre, 95 Queensway, Hong Kong on Tuesday, 23 May 2023 at 4:00 p.m. for the following purposes:

#### **ORDINARY BUSINESS**

1. To receive the audited financial statements, the report of the Auditor thereon and the report of the Directors for the year ended 31 December 2022;
2. To consider and, if thought fit, declare a final dividend for the year ended 31 December 2022;
3. To re-elect the Directors;
4. To re-appoint Auditor and authorize the Directors to fix the Auditor’s remuneration;

#### **SPECIAL BUSINESS**

To consider and if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

#### **Ordinary Resolutions**

5. **“THAT:**
  - (a) subject to paragraph (c) of this resolution, the exercise by the Directors 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 and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the relevant period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the relevant period;
- (c) the shares in the capital of the Company to be allotted or agreed conditionally or unconditionally to be allotted, whether pursuant to an option or otherwise, and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a rights issue; (ii) any issue of shares in the capital of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers, eligible persons and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the capital of the Company; or (iii) any issue of shares in the capital of the Company as scrip dividend or any similar arrangement providing for the allotment of shares in the capital of the Company in lieu of the whole or part of a dividend pursuant to the bye-laws of the Company from time to time, shall not exceed 20% of the total number of shares in the capital of the Company in issue as at the date of passing 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 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 laws of Bermuda or the Company’s bye-laws to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution in a general meeting of the Company.”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the relevant period (as hereinafter defined) of all the powers of the Company to purchase its fully paid-up shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares in the capital of the Company to be purchased by the Company pursuant to paragraph (a) of this resolution shall be no more than 10% of the total number of shares in the capital of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (c) for the purpose of this resolution, “relevant period” means the period from the date of 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 laws of Bermuda or the Company’s bye-laws to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution in a general meeting of the Company.”
  
- 7. **“THAT** conditional upon ordinary resolutions no. 5 and no. 6 set out in the notice convening the Annual General Meeting to be held on 23 May 2023 (the “Notice”) being duly passed, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of the aggregate number of shares in the capital of the Company which may be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in the Notice.”
  
- 8. **“THAT:**
  - (a) conditional upon the Stock Exchange granting approval of the listing of, and permission to deal in, such number of shares in the capital of the Company (the “Shares”) which may fall to be allotted and issued pursuant to the grant of any options under the share option plan proposed to be adopted by the Company, the principal terms of which are set out in the printed document marked “A” now produced to the meeting and for the purpose of identification signed by the Chairman of the meeting hereof (the “2023 Share Option Plan”), the 2023 Share Option Plan be and is hereby approved and adopted to be the share option plan of the Company; and
  
  - (b) the directors of the Company or a committee of the board of directors of the Company or the remuneration committee of the Company be and are hereby authorised to take all such steps as may be necessary or desirable to implement the 2023 Share Option Plan, including without limitation, to administer the 2023 Share Option Plan, to grant share options under the 2023 Share Option Plan and to allot and issue from time to time such number of Shares as may be required pursuant to the vesting of the options that may be granted under the 2023 Share Option Plan, to modify and/or amend the 2023 Share Option Plan from time to time provided that such modification and/or amendment is effected in accordance with the terms of the 2023 Share Option Plan, and to consent, if they so deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Option Plan.”

9. **“THAT:**

- (a) conditional upon the Stock Exchange granting approval of the listing of, and permission to deal in, such number of shares in the capital of the Company (the “Shares”) which may fall to be allotted and issued pursuant to the grant of any awards under the share award plan proposed to be adopted by the Company, the principal terms of which are set out in the printed document marked “B” now produced to the meeting and for the purpose of identification signed by the Chairman of the meeting hereof (the “2023 Share Award Plan”), the 2023 Share Award Plan be and is hereby approved and adopted to be the share award plan of the Company; and
- (b) the directors of the Company or a committee of the board of directors of the Company or the remuneration committee of the Company be and are hereby authorised to take all such steps as may be necessary or desirable to implement the 2023 Share Award Plan, including without limitation, to administer the 2023 Share Award Plan, to grant share awards under the 2023 Share Award Plan and allot and issue from time to time such number of Shares as may be required pursuant to the vesting of the awards that may be granted under the 2023 Share Award Plan, to modify and/or amend the 2023 Share Award Plan from time to time provided that such modification and/or amendment is effected in accordance with the terms of the 2023 Share Award Plan, and to consent, if they so deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Plan.”

10. **“THAT** conditional upon the adoption of the 2023 Share Option Plan and the 2023 Share Award Plan, the total number of shares in the capital of the Company (the “Shares”) which may be issued to all Re-Engaged Consultants (as defined in the 2023 Share Option Plan and the 2023 Share Award Plan) pursuant to the 2023 Share Option Plan and the 2023 Share Award Plan in aggregate shall not exceed 2% of the total number of issued Shares as at the date of the passing of this resolution, and the approvals in ordinary resolutions no. 8 and 9 set out in the Notice shall be limited accordingly.”

To consider and, if thought fit, pass with or without modification, the following resolution as a special resolution:

### **Special Resolution**

11. **“THAT:**

- (a) the Proposed Amendments to the Existing Bye-laws of the Company as set out in Appendix VI to the circular of the Company dated 25 April 2023 (the “Amendments”) be and are hereby approved;

- (b) the amended and restated bye-laws of the Company (the “Amended and Restated Bye-laws”), which contains all the Amendments, a copy of which marked “C” now produced to the meeting and for purpose of identification signed by the Chairman of the meeting hereof be and is hereby adopted in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect; and
- (c) each of the directors or the company secretary of the Company be and is hereby authorised to take all such steps and/or to do all such acts and things as he/she may consider to be necessary, appropriate, desirable or expedient to implement or give effects to the Amendments and the adoption of the Amended and Restated Bye-laws for and on behalf of the Company.”

By Order of the Board  
**Wing Tai Properties Limited**  
**Chung Siu Wah, Henry**  
*Company Secretary and Group Legal Counsel*

Hong Kong, 25 April 2023

*Notes:*

- (1) A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A shareholder holding two or more shares is entitled to appoint more than one proxy. A proxy needs not be a shareholder of the Company but must be present in person to represent the appointing shareholder. Completion and return of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the above meeting.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the proxy form and any power of attorney (if any) or other authority (if any) under which it is signed, or a copy of such authority certified notarially, must be delivered to the Company’s Hong Kong Branch Share Registrar and Transfer Office, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof (as the case may be).
- (4) The register of members of the Company will be closed from 15 May 2023 to 16 May 2023, both days inclusive. During such period, the registration of transfers of shares in the capital of the Company will be suspended. In order to qualify for attending the above meeting, all transfer documents accompanied by the relevant share certificates (where applicable) must be lodged with the Company’s Hong Kong Branch Share Registrar and Transfer Office, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 12 May 2023.
- (5) Please refer to the section headed “Precautionary Measures for the Annual General Meeting” contained in the circular dated 25 April 2023.
- (6) Due to the potentially unpredictable development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the above meeting at short notice. Shareholders are advised to check the websites of Hong Kong Stock Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and/or the Company ([www.wingtaiproperties.com](http://www.wingtaiproperties.com)) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

As at the date of this notice, the directors of the Company are:

*Executive Directors:*

Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward, Cheng Man Piu, Francis, Chow Wai Wai, John and Ng Kar Wai, Kenneth

*Non-Executive Directors:*

Kwok Ping Luen, Raymond (Kwok Ho Lai, Edward as his alternate), Hong Pak Cheung, William and Chen Chou Mei Mei, Vivien

*Independent Non-Executive Directors:*

Simon Murray, Yeung Kit Shing, Jackson, Haider Hatam Tyebjee Barma, Lam Kin Fung, Jeffrey and Ng Tak Wai, Frederick