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WING ON COMPANY INTERNATIONAL LIMITED

永安國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 289)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the thirty-second Annual General Meeting (“**AGM**”) of Wing On Company International Limited (the “**Company**”) will be held at 7th Floor, Wing On Centre, 211 Des Voeux Road Central, Hong Kong on Tuesday, 13 June 2023 at 10:30 a.m. for the following purposes:

Ordinary Business

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and of the auditor for the year ended 31 December 2022.
2. To declare a final dividend and a special dividend.
3. To re-elect Mr. Lester Kwok as an executive Director.
4. To re-elect Mr. Mark Kwok as an executive Director.
5. To re-elect Miss Maria Tam Wai Chu as an independent non-executive Director.
6. To fix the fees of Directors.
7. To fix the maximum number of Directors at 12 and authorise the Directors to appoint additional Directors up to such maximum number.
8. To re-appoint KPMG as auditor of the Company and authorise the Directors to fix its remuneration.

Special Business

9. To consider and if thought fit, pass the following resolution as an ordinary resolution:

“**THAT**, subject to and in accordance with all applicable laws, the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the resolution set out in item 11 of this notice, a general mandate be and is hereby generally and unconditionally given to the Directors to, during the Relevant Period (as defined in item 10(c) of this notice), issue and deal with additional shares in the share capital of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

10. To consider and if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy-back its own shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be bought-back by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the event of any consolidation or subdivision of shares of the Company after the date of the passing of this resolution), and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution and the resolution set out in item 9 of this notice, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

11. To consider and if thought fit, pass the following resolution as an ordinary resolution:

“**THAT**, conditional upon the passing of the resolutions set out in items 9 and 10 of this notice, the general mandate granted to the Directors to issue and deal with additional shares pursuant to the resolution set out in item 9 of this notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued shares of the Company bought-back by the Company under the authority granted pursuant to the resolution set out in item 10 of this notice, provided that such number of shares of the Company shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the event of any consolidation or subdivision of shares of the Company after the date of the passing of this resolution).”

12. To consider and if thought fit, pass the following resolution as a special resolution:

“**THAT** the proposed amendments to the bye-laws of the Company (the “**Proposed Amendments**”), as set out in Appendix III to the circular of the Company dated 28 April 2023 (the “**Circular**”), be and are hereby approved and adopted; the amended and restated bye-laws of the Company (the “**Amended Bye-Laws**”) in the form of the document marked “A” and produced to the meeting (for the purpose of identification initialled by the chairman of the meeting) – which consolidates the existing bye-laws of the Company (as adopted on 5 December 1991 and amended from time to time) and the Proposed Amendments set out in the Circular – be and are hereby approved and adopted as the new bye-laws of the Company to the exclusion of and in substitution of the existing bye-laws of the Company with immediate effect after the close of this meeting; and any one Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he or she may, in his or her absolute discretion, consider necessary, desirable or expedient, to effect and implement the adoption of the Proposed Amendments and the Amended Bye-Laws.”

By Order of the Board
WING ON COMPANY INTERNATIONAL LIMITED
Karl C. Kwok
Chairman

Hong Kong, 28 April 2023

Notes:

1. A member entitled to attend and vote at the AGM convened by this notice is entitled to appoint a proxy or proxies to attend and, on a poll, vote on his or her behalf. Where a member appoints two or more proxies to represent him or her, the proxy form must clearly indicate the number of shares in the Company (“Share(s)”) which each proxy represents. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he or she were solely entitled thereto, but if more than one such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be lodged with the share registrar of the Company in Hong Kong, Tricor Progressive Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the AGM or any adjourned meeting, and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting should he or she so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The record date for determining the right to attend and vote at the AGM is Tuesday, 13 June 2023. The register of members of the Company will be closed from Tuesday, 6 June 2023 to Tuesday, 13 June 2023 (both days inclusive) during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all properly completed Share transfer forms accompanied by the relevant Share certificates must be lodged for registration with the Company’s Hong Kong share registrar, Tricor Progressive Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:00 p.m. on Monday, 5 June 2023.
6. Subject to the approval of shareholders of the Company of the proposed final dividend and special dividend at the meeting, the register of members of the Company will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023 (both days inclusive) during which no transfer of Shares will be registered. In order to qualify for the proposed final dividend and special dividend (subject to the approval of shareholders of the Company), Share transfers to be dealt with must be accompanied by the relevant Share certificates and must be lodged with the Company’s Hong Kong share registrar, Tricor Progressive Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:00 p.m. on Monday, 19 June 2023.
7. Concerning item 9 of this notice, approval is being sought from shareholders of the Company as a general mandate to authorise the issue of Shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. However, the Directors have no plan at the moment to issue any new Shares.
8. A circular dated 28 April 2023 containing further details on items 3 to 5 and 9 to 12 of this notice is sent to all shareholders of the Company.

9. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in this notice will be decided by poll at the AGM.
10. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
11. If a black rainstorm warning signal is in force or “extreme conditions” caused by super typhoons or a tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong at any time after 8:00 a.m. on the day of the AGM, the AGM will be adjourned. The Company will publish an announcement on its website at <https://www.wingon.hk> and the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> of details of alternative meeting arrangements.

Shareholders of the Company should decide on their own whether they would attend the AGM under bad weather conditions having regard to their own situations and, if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Karl C. Kwok (Chairman), Mr. Lester Kwok (Deputy Chairman and Chief Executive Officer), Dr. Bill Kwok and Mr. Mark Kwok, and the independent non-executive Directors are Miss Maria Tam Wai Chu, Mr. Leung Wing Ning and Mr. Nicholas James Debnam.