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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-third 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 Thursday, 13 June 2024 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 2023.
2. To declare a final dividend.
3. To re-elect Mr. Karl C. Kwok as an executive Director.
4. To re-elect Mr. Nicholas James Debnam as an independent non-executive Director.
5. To fix the fees of the Directors.
6. To fix the maximum number of Directors at 12 and authorise the Directors to appoint additional Directors up to such maximum number.
7. To re-appoint KPMG as the auditor of the Company and authorise the Directors to fix its remuneration.

Special Business

8. 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 10 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 9(c) of this notice), issue and deal with additional shares in the share capital of the Company not exceeding 20 per cent of the total number of issued shares of the Company at the date of the passing of this resolution.”

9. 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 the 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 per cent of the number of issued shares of the Company 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 8 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.”

10. 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 8 and 9 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 8 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 9 of this notice, provided that such number of shares of the Company shall not exceed 10 per cent of the number of the issued shares of the Company 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).”

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

Hong Kong, 26 April 2024

Notes:

1. An eligible shareholder entitled to attend and vote at the AGM convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. Where a shareholder appoints two or more proxies to represent him/her, the form of proxy must clearly indicate the number of shares in the Company which each proxy represents. A proxy does not need to be a shareholder of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/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 shares of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/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 of the Company in respect of such shares 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. Submission of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjourned meeting should he/she so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining shareholders' eligibility to attend and vote at the AGM, the record date is Thursday, 13 June 2024. The register of members of the Company will be closed from Thursday, 6 June 2024 to Thursday, 13 June 2024 (both dates inclusive) during which no transfer of shares of the Company 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 share registrar of the Company in Hong Kong, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:00 p.m. on Wednesday, 5 June 2024.
6. Subject to the approval of shareholders of the Company of the proposed final dividend at the meeting, the register of members of the Company will be closed from Thursday, 20 June 2024 to Wednesday, 26 June 2024 (both dates inclusive) during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend (subject to the approval of shareholders of the Company), all properly completed share transfer forms accompanied by the relevant share certificates must be lodged for registration 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, no later than 4:00 p.m. on Wednesday, 19 June 2024.
7. Concerning item 8 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 26 April 2024 containing further details on items 3, 4 and 8 to 10 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. In case a tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal or "extreme conditions caused by a super typhoon" announced by the Hong Kong Government is/are in force in Hong Kong at or 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> to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. 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 due care and caution.
11. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

At the date of this notice, the executive Directors of the Company 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 of the Company are Miss Maria Tam Wai Chu, Mr. Leung Wing Ning and Mr. Nicholas James Debnam.