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WINFAIR INVESTMENT COMPANY LIMITED
永發置業有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 287)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholders of Winfair Investment Company Limited (the "**Company**") will be held at Tang Room, 3rd Floor, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Wednesday, 3 September 2025 at 9:30 a.m. for the following purposes:-

ORDINARY RESOLUTIONS

1. To receive and adopt the Reports of the Directors and of the Auditor, and the audited financial statements of the Company and of the Group for the year ended 31 March 2025.

2. To declare a final dividend of HK$0.12 per share for the year ended 31 March 2025.

3. To re-elect Directors and to fix the remuneration of all Directors.

4. To re-appoint BDO Limited as the Auditor of the Company and to authorise the Directors to fix their remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:-

   "**THAT**

   (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares), be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power during or after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraphs (a) and (b), otherwise than pursuant to a Rights Issue (as defined below), shall not exceed 20 percent of the number of shares of the Company in issue and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:-

"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 expiration of the period within which the next Annual General Meeting of the Company is required by the law to be held; and

(iii) the revocation or variation of the authority hereby expressly given under this Resolution by ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

By Order of the Board
Mimoona MA
Company Secretary

Hong Kong, 24 July 2025

Registered Office:
Rooms 501-2, Lee Kiu Building
51 Jordan Road
Kowloon, Hong Kong

NOTES:

(1) For the purpose of ascertaining the entitlement of the shareholders to attend and vote at the forthcoming Annual General Meeting, the register of members of the Company will be closed from Friday, 29 August 2025 to Wednesday, 3 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 August 2025.

(2) The register of members of the Company will also be closed from Thursday, 11 September 2025 to Friday, 12 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered for the purpose of ascertaining the entitlement to the proposed final dividend for the year ended 31 March 2025. To qualify for the receipt of the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 10 September 2025.

(3) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company. In order to be valid, the proxy form must be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at least 48 hours before the time appointed for holding the meeting.

(4) A shareholder who is a corporation may by resolution of its Directors or other governing body authorise any of its officials or any other persons to act as its representative in the meeting and exercise the same powers on its behalf as if he had been an individual shareholder of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.

(5) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), all resolutions set out in this notice will be decided by poll at the meeting.

(6) Pursuant to Articles 112 and 113 of the Articles of Association of the Company, Mr. So Kwok Leung, Mr. So Kwok Wai Benjamin and Dr. Ng Chi Yeung, Simon will retire by rotation from office and being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

(7) Details of all retiring Directors, their interests in the shares of the Company, their remuneration and basis of determining their emoluments are set out under heading "Directors and Senior Management", "Directors' Interest in Securities" in the Directors' Report, "Directors' Remuneration" in Note 11 to Financial Statements and "Emolument Policy" in the Corporate Governance Report respectively in the Annual Report 2024/2025. Save as disclosed in the Annual Report 2024/2025, there are no other matters that need to be brought to the attention of the shareholders or disclosed pursuant to any of the requirements of the Listing Rule 13.51(2).

(8) The Board has assessed the independence of Dr. Ng Chi Yeung, Simon who has served the Board for more than nine years and is due for re-election at the forthcoming Annual General Meeting. Dr. Ng was appointed as an independent non-executive director in 1995. Save for his role as an independent non-executive director, Dr. Ng does not hold any executive or management role and is not involved in the daily management of the Company and the Group, nor does he have any relationship or are there any circumstances which would interfere with the exercise of his independent judgment. Dr. Ng has provided a written confirmation of his independence to the Company. The Board is satisfied that Dr. Ng meets the independence requirements of the Listing Rules notwithstanding the length of his service with the Company and believes that Dr. Ng is still independent and should be re-elected as independent non-executive director at the forthcoming Annual General Meeting.

(9) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on its website (www.winfairinvestment.com) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the executive directors of the Company are Mr. Ng Tai Wai and Mr. Ng Tai Yin Victor, the non-executive directors are Mr. So Kwok Leung, Mr. So Kwok Wai Benjamin and Ms. Ng Kwok Fun; the independent non-executive directors are Dr. Ng Chi Yeung, Simon, Ms. Chan Suit Fei, Esther and Mr. Heng Pei Neng Roy.