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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a 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 Win Hanverky Holdings Limited, you should at once hand this circular and the accompanying form of proxy 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 transferee.

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**WIN HANVERKY HOLDINGS LIMITED**

**永嘉集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3322)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at 6/F, Phase 6, Hong Kong Spinners Industrial Building, 481-483 Castle Peak Road, Kowloon, Hong Kong on Thursday, 13 June 2019 at 10:30 a.m. is set out on pages 12 to 16 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy accompanying the notice of the Annual General Meeting in accordance with the instructions printed thereon and return it to the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

23 April 2019

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

|                           |  |
|---------------------------|--|
| “Annual General Meeting”  | the annual general meeting of the Company to be held at 6/F, Phase 6, Hong Kong Spinners Industrial Building, 481–483 Castle Peak Road, Kowloon, Hong Kong on Thursday, 13 June 2019 at 10:30 a.m. |
| “Articles of Association” | the articles of association of the Company   |
| “Board”                   | the board of Directors   |
| “Company”                 | Win Hanverky Holdings Limited, a company incorporated on 13 December 2005 in the Cayman Islands with limited liability, whose Shares are listed on the Stock Exchange                              |
| “Director(s)”             | director(s) of the Company   |
| “Extension Mandate”       | as defined in paragraph 2(c) of the Letter from the Board in this circular   |
| “Group”                   | the Company and its subsidiaries   |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”               | The Hong Kong Special Administrative Region of Mainland China  |
| “Issue Mandate”           | as defined in paragraph 2(a) of the Letter from the Board in this circular   |
| “Latest Practicable Date” | 16 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular  |
| “Listing Rules”           | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |
| “Mainland China”          | the People’s Republic of China, excluding Hong Kong, Macau and Taiwan  |
| “Quinta”                  | Quinta Asia Limited, a company incorporated in the British Virgin Islands and is beneficially owned as to 70% by Mr. LI Kwok Tung Roy and 30% by Mr. LAI Ching Ping                                |
| “Repurchase Mandate”      | as defined in paragraph 2(b) of the Letter from the Board in this circular   |

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## DEFINITIONS

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| “SFO”            | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “Share(s)”       | ordinary share(s) of HK\$0.10 each in the share capital of the Company     |
| “Shareholder(s)” | holder(s) of the Shares  |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited                                    |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers                                |



**WIN HANVERKY HOLDINGS LIMITED**

**永嘉集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3322)**

*Executive Directors:*

Mr. LI Kwok Tung Roy *(Chairman)*

Mr. LAI Ching Ping *(Deputy Chairman)*

Mr. LEE Kwok Leung *(Chief Executive Officer)*

Mr. WONG Chi Keung *(Chief Financial Officer)*

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent Non-executive Directors:*

Dr. CHAN Kwong Fai

Mr. KWAN Kai Cheong

Mr. MA Ka Chun

Ms. CHAU Pui Lin

*Head Office and Principal Place  
of Business in Hong Kong:*

6th Floor, Phase 6

Hong Kong Spinners Industrial Building

481-483 Castle Peak Road

Kowloon

Hong Kong

23 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting, among others, for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Extension Mandate to the Directors; and (iv) the re-election of Directors.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue or deal with the Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (the “**Issue Mandate**”);
- (b) to purchase the Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (the “**Extension Mandate**”).

The Issue Mandate and Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions No. 5A and 5B set out in the notice of Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,284,400,000 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 256,880,000 Shares (representing 20% of the Shares in issue as at the date of granting of the Issue Mandate).

An explanatory statement, as required by the Listing Rules to be given to Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

### 3. RE-ELECTION OF DIRECTORS

According to Articles 87(1) and 87(2) of the Articles of Association, Mr. LAI Ching Ping (“**Mr. LAI**”), Mr. MA Ka Chun (“**Mr. MA**”) and Ms. CHAU Pui Lin (“**Ms. CHAU**”) shall retire at the Annual General Meeting by rotation and be eligible to offer themselves for re-election as a Director. All of the above retiring Directors offered themselves for re-election as a Director at the Annual General Meeting.

The nomination committee of the Company (the “**Nomination Committee**”) considered the current Board composition and nominated Mr. LAI, Mr. MA and Ms. CHAU to the Board for it to recommend them to stand for election by Shareholders at the Annual General Meeting (except that Mr. MA who is the chairman of the Nomination Committee and Ms. CHAU who is a member of the Nomination Committee abstained from voting

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## LETTER FROM THE BOARD

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relating to their own nominations). The nominations were made after taking into account of the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service and other qualities of the Directors), with due regard for the benefits of diversity, as set out in the board diversity policy adopted by the Company. The Nomination Committee had also taken into account their respective contributions to the Board and their firm commitments to their roles.

Each of Mr. MA and Ms. CHAU, independent non-executive Directors of the Company, has confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee is also responsible for, *inter alia*, assessing the independence of independent non-executive Directors. On 21 March 2019, the Nomination Committee assessed and reviewed the individual independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors, including Mr. MA and Ms. CHAU, remained independent.

Mr. MA has been an independent non-executive Director of the Company since June 2006. The Nomination Committee has considered that the expertise of Mr. MA in apparel industry and his business experience in the Mainland China would continue to bring in-depth insights and additional perspective in respect of the Group's business. Being an independent non-executive Directors of the Company for more than nine years, Mr. MA's independence is subject to review pursuant to Code A.4.3 of Appendix 14 to the Listing Rules and his further re-appointment should be subject to a separate resolution to be approved by the Shareholders. Mr. MA has not engaged in any executive management of the Group since his appointment. During his years of service with the Company, Mr. MA has contributed to the Board by providing independent views, enquiries and advices to the Company in relation to the business, operations, future development and strategy of the Group. The Board considered that Mr. MA's service with the Company for over nine years would not have any impact on his independence and he will continue to bring valuable business experience and knowledge to the Board for its efficient and effective functioning and diversity.

Ms. CHAU has been an independent non-executive Director of the Company since June 2015. The Nomination Committee has considered that the strong marketing and advertising background of Ms. CHAU and her experience in the Greater China region together with her exposure in various industries and other brands would continue to bring different insights and contribution to the diversity to the Board.

Biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING**

The notice of the Annual General Meeting is set out on pages 12 to 16 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands, as in accordance with the Listing Rules. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting.

### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 herein or this circular misleading.

### 6. RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Win Hanverky Holdings Limited**  
**LI Kwok Tung Roy**  
*Chairman*



*The following is an explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,284,400,000 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 128,440,000 Shares (representing 10% of the Shares in issue as at the date of granting of the Repurchase Mandate).

### **2. REASON FOR REPURCHASE OF SHARES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purchase in accordance with the memorandum of association of the Company, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for such purpose or, subject to the Articles of Association and the laws of the Cayman Islands, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase at a purchase price that is over the par value of the Shares subject to such purchase must be paid out of the profits of the Company or out of sums standing to the credit of the share premium account of the Company or, subject to the Articles of Association and the laws of the Cayman Islands, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the

Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the last twelve months:

|   | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|---|-------------------------------|------------------------------|
| <b>2018</b>   |                               |                              |
| April   | 0.79                          | 0.75                         |
| May   | 0.77                          | 0.74                         |
| June  | 0.75                          | 0.68                         |
| July  | 0.71                          | 0.67                         |
| August  | 0.73                          | 0.66                         |
| September   | 0.70                          | 0.62                         |
| October   | 0.66                          | 0.60                         |
| November  | 0.79                          | 0.65                         |
| December  | 0.79                          | 0.73                         |
| <b>2019</b>   |                               |                              |
| January   | 0.96                          | 0.71                         |
| February  | 1.09                          | 0.93                         |
| March   | 1.14                          | 0.98                         |
| April (up to and including the Latest Practicable Date) | 1.11                          | 0.91                         |

#### 5. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. TAKEOVERS CODE**

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Quinta, being the controlling Shareholder, held 743,769,967 Shares representing approximately 57.91% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remain the same, the interests of Quinta in the issued Shares would be increased to approximately 64.34% of the total issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising power under the Repurchase Mandate.

The Directors have no present intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer or which will result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company during the six months immediately prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

**LAI Ching Ping**, aged 68, is an executive Director, co-founder and Deputy Chairman of the Company. He was appointed as an executive Director in December 2005. He is also a director of certain subsidiaries of the Company. Mr. LAI assists the Chairman in board management and provides advice on the Group's direction and critical decision. Mr. LAI has over 40 years of experience in the apparel industry.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. LAI was beneficially interested in 4,186,000 Shares representing 0.33% of the issued share capital of the Company and held 30% interest in the issued share capital of Quinta, which in turn held 743,769,967 Shares representing 57.91% of the issued share capital of the Company. Mr. LAI is also a director of Quinta.

Mr. LAI has entered into a services agreement with the Company for a term of three years commencing from 29 January 2018. He is entitled to a monthly remuneration of HK\$295,150 which is determined with reference to remuneration benchmark in the industry and the prevailing market conditions. In addition, he will be entitled to a bonus equivalent to two months' salary and an annual discretionary bonus for each financial year. Mr. LAI will also be entitled to all reasonable out-of-pocket expenses in connection with his performance of the director's duties.

**MA Ka Chun**, aged 67, is an independent non-executive Director. Mr. MA joined the Group in June 2006. Mr. MA has been in the apparel industry for over 30 years and holds a Bachelor of Social Science degree from the University of Hong Kong.

Mr. MA has entered into a letter of appointment with the Company with a fixed term of office for three years commencing from 29 January 2018. He is entitled to a director's fee of HK\$160,000 per annum which is determined with reference to remuneration benchmark in the industry and the prevailing market conditions.

**CHAU Pui Lin**, aged 57, is an independent non-executive Director. Ms. CHAU joined the Group in June 2015. She has been in the marketing and advertising industry in the Greater China for over 30 years. Ms. CHAU has been the group chief operating officer for the Greater China region of Cheil Worldwide Inc., a company whose shares are listed on the Korea Exchange (Stock Code: 030000), since October 2015. She was previously the chairman and chief executive officer of Drafftcb China and the chief executive officer of Saatchi & Saatchi Great Wall China.

Ms. CHAU graduated from the Chinese University of Hong Kong with a Bachelor degree in Journalism & Communications in 1983. She has received numerous awards for her contributions to the marketing and advertising industry, including Top 10 China Chief Executive in 2004, Outstanding Advertising Woman in 2005, The Most Influential People in China Brand Building in 2005, 2006 and 2007, China Adman of the Year in 2007, Outstanding Contribution in Three Decades of China Advertising by China Advertising Association in 2008 and 21 Global Innovators Award by Internationalist USA in 2014.

Ms. CHAU has entered into a letter of appointment with the Company with a fixed term of office for three years commencing from 22 June 2018. She is entitled to a director's fee of HK\$160,000 per annum which is determined with reference to remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, (i) none of the above Directors has any interest (within the meaning of Part XV of the SFO) in the securities of the Company; (ii) none of the above Directors holds, or in the past three years held, any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications; and (iii) none of them has any relationship with any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

In relation to the proposed re-election of the above Directors, save as disclosed above and in this circular, there is no information which is discloseable nor is/was any of the above Directors involved in any of the matters required to be disclosed under Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.



**WIN HANVERKY HOLDINGS LIMITED**

**永嘉集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3322)**

**NOTICE OF ANNUAL GENERAL MEETING  
TO BE HELD ON THURSDAY, 13 JUNE 2019**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Meeting**”) of Win Hanverky Holdings Limited (the “**Company**”) will be held at 6/F, Phase 6, Hong Kong Spinners Industrial Building, 481–483 Castle Peak Road, Kowloon, Hong Kong on Thursday, 13 June 2019 at 10:30 a.m. for the purpose of transacting the following businesses:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the auditor of the Company (the “**Auditor**”) for the year ended 31 December 2018.
2. To declare a final dividend for the year ended 31 December 2018.
- 3A. (i) To re-elect Mr. LAI Ching Ping as a Director;  
(ii) To re-elect Mr. MA Ka Chun as a Director; and  
(iii) To re-elect Ms. CHAU Pui Lin as a Director.
- 3B. To authorise the Board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Messrs. PricewaterhouseCoopers as Auditor for the year ending 31 December 2019 and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

A. “THAT:

- (a) subject to paragraph (c) below, 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 (“Shares”) and to make or grant offers, agreements, options and rights of exchange or conversion, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) exercise of any options under any share option scheme or similar arrangement adopted by the Company for the grant or issue of Shares or rights to acquire Shares; (iii) the exercise of the subscription rights or conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into Shares; and (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, 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 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 any applicable law or the articles of association of the Company to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors 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 applicable to the Company).”

**B. “THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the 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 any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”



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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this Meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the resolution set out in paragraph 5A of the notice convening this Meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this Meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**WIN HANVERKY HOLDINGS LIMITED**  
**LAM Choi Ha**  
*Company Secretary*

Hong Kong, 23 April 2019

**Notes:**

1. 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 was solely entitled thereto, but if more than one of such joint holders is 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 shall, in respect of such Share, be entitled alone to vote in respect thereof.
2. A form of proxy for use at the Meeting is enclosed with the circular to the members of the Company.
3. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company. In order to be valid, forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting. If such member attends the Meeting, however, his form of proxy will be deemed to have been revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. The register of members of the Company will be closed from Thursday, 6 June 2019 to Thursday, 13 June 2019 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attendance at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 5 June 2019.
6. In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the Meeting be voted on by poll.
7. A circular containing the information regarding, inter alia, the general mandates to issue Shares and to repurchase Shares and the Directors proposed to be re-elected will be sent to the members of the Company together with the Company's 2018 Annual Report.

*As at the date hereof, the executive Directors of the Company are: Mr. LI Kwok Tung Roy, Mr. LAI Ching Ping, Mr. LEE Kwok Leung and Mr. WONG Chi Keung and the independent non-executive Directors of the Company are: Dr. CHAN Kwong Fai, Mr. MA Ka Chun, Mr. KWAN Kai Cheong and Ms. CHAU Pui Lin.*