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WING ON COMPANY INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 289)

Directors:

Mr. Karl C. Kwok, MH (Chairman)
Mr. Lester Kwok, J.P.
(Deputy Chairman and Chief Executive Officer)
Dr. Bill Kwok, J.P. (Non-executive Director)
Mr. Mark Kwok (Executive Director)
Miss Maria Tam Wai Chu, GBM, GBS, J.P.
(Independent Non-executive Director)
Mr. Ignatius Wan Chiu Wong, LL.B.
(Independent Non-executive Director)
Mr. Iain Ferguson Bruce, CA, FCPA, FHKIoD, FHKSI
(Independent Non-executive Director)
Mr. Leung Wing Ning
(Independent Non-executive Director)
Mr. Nicholas James Debnam
(Independent Non-executive Director)

Registered Office:

Canon's Court,
22 Victoria Street,
Hamilton HM12,
Bermuda.

Principal Office:

7th Floor, Wing On Centre,
211 Des Voeux Road Central,
Hong Kong.

29 April 2019

Dear Shareholders,

GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES AND PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

This document will provide you with information regarding resolutions to be proposed at the annual general meeting (the "Annual General Meeting") of Wing On Company International Limited (the "Company") to be held on 4 June 2019 (time and venue as stated in the Notice of Annual General Meeting), as required by the relevant rules set out in the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to regulate the buy-back by companies, with a primary listing on the Stock Exchange, of their own securities on the Stock Exchange (the "Share Buy-back Rules") and to re-elect the retiring Directors.

I. General mandates to issue shares and to buy back shares

At the annual general meeting of the Company held on 4 June 2018, a general mandate was given to the directors of the Company (the "Directors") to exercise the powers of the Company to buy back shares of the Company. As at 15 April 2019 (the latest practicable date prior to the printing of this statement), 328,000 shares have been bought back pursuant to this mandate. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting of the Company, unless renewed at that Annual General Meeting. It is therefore proposed to seek your approval of an ordinary resolution

to be proposed at the Annual General Meeting granting the Directors a general mandate to buy back shares representing not more than 10% of the share capital of the Company in issue at the date of passing the resolution (the “Buy-back Mandate”). In accordance with the Share Buy-back Rules, the Company is required to send the shareholders of the Company (the “Shareholders”) an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares. The explanatory statement is set out in this document.

Ordinary resolutions will also be proposed at the Annual General Meeting (i) to grant the Directors a general mandate to issue and otherwise deal with shares up to a limit equal to 20% of the issued shares of the Company at the date of passing of such resolution and (ii) to approve the addition of such bought back shares (up to a maximum of 10% of the issued shares of the Company at the date of passing of such resolution) to the 20% general mandate (as required by the Listing Rules) at any time until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution.

The ordinary resolutions are set out in full in the notice of Annual General Meeting forming part of the annual report for the year ended 31 December 2018.

Explanatory statement required by the share buy-back rules

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the proposed general mandate for buy back of shares:

The buy-back proposal

As at 15 April 2019 (the latest practicable date prior to the printing of this statement), the issued share capital of the Company comprised 293,557,000 shares of HK\$0.1 each (“Shares”).

Subject to the passing of the ordinary resolutions granting the Directors the Buy-back Mandate on the basis that no further Shares are issued or bought back prior to the Annual General Meeting to be held on 4 June 2019 and ignoring other restrictions, the Company would be allowed under the Buy-back Mandate to buy back up to a maximum of 29,355,700 Shares.

Reasons for buy-backs

The Directors believe that the Buy-back Mandate is in the best interests of the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

Funding of buy-back

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-Laws and the laws of Bermuda. It is envisaged that any Share bought back under the Buy-back Mandate would be bought back out of the capital paid up on the bought back Shares and the distributable surplus of the Company.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2018 and taking into account the financial position of the Company as at the date of this explanatory statement in the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back 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.

Disclosure of interests

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules and the laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have a present intention, in the event that the Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make buy-backs of Shares.

If as a result of Share buy-backs, 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 the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a Shareholder or a 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 Rules 26 and 32 of the Takeovers Code.

As at 15 April 2019 (the latest practicable date prior to the printing of this statement), Kee Wai Investment Company (BVI) Limited (together with its associates, Wing On International Holdings Limited and Wing On Corporate Management (BVI) Limited) was interested in 180,545,138 shares (representing approximately 61.503% of the issued shares of the Company). To the best of the knowledge and belief of the Company, no other person, together with his/her associates, was beneficially interested in Shares representing 10% or more of the issued shares of the Company.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, then (if the present shareholdings otherwise remain unchanged) the attributable shareholding of Kee Wai Investment Company (BVI) Limited would be increased to approximately 68.336% of the issued shares of the Company. Accordingly, such increase would not be expected to give rise to any obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Share buy-back made by the Company

During the six months prior to 15 April 2019 (the latest practicable date prior to the printing of this statement), the Company has bought back a total of 284,000 shares.

Particulars of the buy-back are as follows:

Date of Purchase	Number of Shares Purchased	Highest Price Paid Per Share HK\$	Lowest Price Paid Per Share HK\$
16 October 2018	9,000	26.70	26.35
30 October 2018	1,000	25.60	25.60
20 November 2018	27,000	26.00	25.90
21 November 2018	25,000	25.80	25.75
22 November 2018	25,000	25.65	25.65
12 December 2018	37,000	26.00	25.90
17 December 2018	16,000	25.85	25.85
18 December 2018	98,000	25.95	25.75
10 January 2019	46,000	25.45	25.10

Market prices

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the previous twelve months before printing of this statement were as follows:

	Highest Price HK\$	Lowest Price HK\$
2018		
April	29.30	28.70
May	30.15	28.50
June	30.80	28.50
July	29.40	28.30
August	29.90	28.85
September	28.95	26.50
October	27.95	25.60
November	26.30	25.60
December	26.00	25.10
2019		
January	26.00	25.00
February	28.15	26.05
March	28.45	27.30
April (up to 15 April)	27.55	27.15

II. Proposed re-election of the retiring directors

Dr. Bill Kwok and Mr. Leung Wing Ning shall retire from the Board at the Annual General Meeting and, being eligible, have offered themselves for re-election. Dr. Bill Kwok and Mr. Leung Wing Ning will be proposed to be re-elected for a fixed term of three years until the 2022 Annual General Meeting.

Set out below are the details of the directors who will be retired from the Board and be eligible for re-election at the Annual General Meeting:

Dr. Bill Kwok, J.P., aged 66, has been a director of the Company since 1 November 1992. He was educated at Stanford University and the University of Chicago where he obtained undergraduate degrees and a Ph.D. respectively. He is currently a member of the Hang Seng Index Advisory Committee. He has served as an Independent Non-executive Director of Hong Kong Exchanges and Clearing Limited which is listed on The Stock Exchange of Hong Kong Limited from 2000-2017 and also the Chairman of OTC Clearing Hong Kong Limited from 2015-2017, a subsidiary company of the Hong Kong Exchanges and Clearing Limited. He has served as a Non-executive Director of HSBC Private Bank (Suisse) SA from 21 August 2006 to 1 April 2016. He is a past Chairman and a honorary fellow of Hong Kong Securities and Investment Institute. He is a director of Wocom Holdings Limited, Wing On International Holdings Limited, Wing On Corporate Management (BVI) Limited and Kee Wai Investment Company (BVI) Limited.

Dr. Kwok is a brother of Mr. Karl C. Kwok, Mr. Lester Kwok and Mr. Mark Kwok. As at 15 April 2019 (the latest practicable date prior to the printing of this document), Dr. Kwok is taken to be interested in 1,508,298 shares in the Company (representing 0.514% of the issued shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. He is also taken to be interested in 14,250 shares (25%) in Kee Wai Investment Company (BVI) Limited (a substantial shareholder of the Company) and 216 shares (0.012%) in The Wing On Fire & Marine (2011) Limited (an associated corporation of the Company). Dr. Kwok will be proposed to be re-elected for a term of three years until the 2022 Annual General Meeting. The director's fee payable to him shall be recommended by the Remuneration Committee with approval by the Board and shall be subject to Shareholders' approval in annual general meeting. There is no service contract entered into between the Company and Dr. Kwok. He is also a director of a number of the Group's subsidiaries. For the year ended 31 December 2018, he received from the Company HK\$228,000 as director's fee.

Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there are no other information that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Leung Wing Ning, aged 71, has been an independent non-executive director of the Company since 1 January 2010. He is also the Chairman of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee. He was educated at Stanford University, California and New York University, New York where he obtained a B.S. (Mechanical Engineering) and an M.B.A. degree respectively. He has over 30 years' experience in senior management positions in international trades and in banking and finance. He retired from Hang Sang Bank Limited in 2007. He was an Independent Non-executive Director of Winfoong International Limited which is listed on The Stock Exchange of Hong Kong Limited from 11 May 2009 to 27 November 2015.

Mr. Leung is not connected with any directors, senior management or substantial and controlling shareholders of the Company. As at 15 April 2019 (the latest practicable date prior to the printing of this document), he is taken to be interested in 10,000 shares in the Company (representing 0.003% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Leung will be proposed to be re-elected for a term of three years until the 2022 Annual General Meeting. The director's fee payable to him shall be recommended by the Remuneration Committee with approval by the Board and shall be subject to Shareholders' approval in annual general meeting. There is no service contract entered into between the Company and Mr. Leung. He shall also receive allowances, which will be determined with reference to his duties and responsibilities, for serving as Chairman of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee. For the year ended 31 December 2018, he received from the Company HK\$228,000 as director's fee, an allowance of HK\$163,000 for serving as the Chairman of the Remuneration Committee, an allowance of HK\$104,000 for serving as the Chairman of the Nomination Committee and an allowance of HK\$136,000 for serving as a member of the Audit Committee.

Mr. Leung has been serving the Board for more than 9 years. Based on the way that Mr. Leung performed his duties and valuable advice that he gives, the Board believes he remains independent and should be re-elected.

Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there are no other information that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the proxy form and return it to the Share Registrar of the Company, Tricor Progressive Limited, at level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting. The Directors believe that the resolutions set out in the notice of the Annual General Meeting are in the interests of the Company and its Shareholders and recommend you to vote in favour of such resolutions at the Annual General Meeting.

Yours faithfully,
Karl C. Kwok
Chairman