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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 Twenty-eighth Annual General Meeting of Shareholders of Wing On Company International Limited will be held at 7th Floor, Wing On Centre, 211 Des Voeux Road Central, Hong Kong on Tuesday, 4 June 2019 at 10:30 a.m. for the following purposes:

### **Ordinary Business**

1. To receive and adopt the Reports of the Directors and of the Auditor together with the Financial Statements for the year ended 31 December 2018.
2. To declare a Final Dividend.
3. To re-elect retiring Directors and to fix the fees of Directors.
4. To fix the maximum number of Directors at 12 and authorise the Directors to appoint additional Directors up to such maximum number.
5. To re-appoint Auditor and authorise the Directors to fix the Auditor's remuneration.

## Special Business

6. To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“That a general mandate be unconditionally given to the Directors to issue and dispose of additional shares not exceeding 20% of the existing issued shares of the Company during the Relevant Period (as defined in item 7(c)).”

7. 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, 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 nominal amount of shares of the Company bought by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued shares of the Company at the date of this Resolution, and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution and Resolution set out in item 6, “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 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.”

8. To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“That the general mandate granted to the Directors to issue and dispose of additional shares pursuant to Ordinary Resolution set out in item 6 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution set out in item 7 of the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued shares of the Company at the date of this Resolution.”

By Order of the Board  
**Karl C. Kwok**  
Chairman

Hong Kong, 29 April 2019

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.

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy or proxies to attend and, on a poll, vote on his behalf. Where a member appoints two or more proxies to represent him, 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.
- (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 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) 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 above meeting.
- (4) To be valid, a proxy form must be deposited at the Company's Share Registrar not less than 48 hours before the time appointed for the holding of the above meeting, together with the power of attorney (if any) under which it is signed.
- (5) For determining eligibility to attend and vote at the above meeting, the Register of Members will be closed from Tuesday, 28 May 2019 to Tuesday, 4 June 2019, both dates inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the above meeting, share transfers to be dealt with must be accompanied by the relevant share certificates and must be lodged with the Company's Share Registrar, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:00 p.m. on Monday, 27 May 2019.
- (6) Subject to the approval of shareholders of the proposed final dividend at the above meeting, the Register of Members will be closed from Wednesday, 12 June 2019 to Monday, 17 June 2019, both dates inclusive, during which period no Share transfers can be registered. To qualify for the final dividend, share transfers to be dealt with must be accompanied by the relevant share certificates and must be lodged with the Company's Share Registrar, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:00 p.m. on Tuesday, 11 June 2019.
- (7) Concerning item 3 above, the retiring Directors to be re-elected at the meeting are Dr. Bill Kwok and Mr. Leung Wing Ning.
- (8) Concerning item 6 above, approval is being sought from members as a general mandate to authorise allotment 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 of the Company.
- (9) An explanatory statement containing information regarding items 3, 7 and 8 above will be sent to members together with the Company's Annual Report 2018.
- (10) If typhoon signal No. 8 or above or a black rainstorm warning signal is in effect any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. Members are requested to visit the website of the Company for details of alternative meeting arrangements.

As at the date of this announcement, the executive directors of the Company are Mr. Karl C. Kwok (Chairman), Mr. Lester Kwok (Deputy Chairman and Chief Executive Officer) and Mr. Mark Kwok, the non-executive director is Dr. Bill Kwok, and the independent non-executive directors are Miss Maria Tam Wai Chu, Mr. Ignatius Wan Chiu Wong, Mr. Iain Ferguson Bruce, Mr. Leung Wing Ning and Mr. Nicholas James Debnam.