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WING TAI PROPERTIES LIMITED

永泰地產有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wing Tai Properties Limited (the “Company”) will be held at 22/F, United Centre, 95 Queensway, Hong Kong on Wednesday, 10 June 2020 at 3:00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the audited financial statements, the report of the Auditor thereon and the report of the Directors for the year ended 31 December 2019;
2. To consider and, if thought fit, declare a final dividend for the year ended 31 December 2019;
3. To re-elect retiring Directors;
4. To re-appoint Auditor and authorize the Directors to fix the Auditor’s remuneration;

SPECIAL BUSINESS

To consider and if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

Ordinary Resolutions

5. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, 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 and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the relevant period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the relevant period;
- (c) the shares in the capital of the Company to be allotted or agreed conditionally or unconditionally to be allotted, whether pursuant to an option or otherwise, and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a rights issue; (ii) any issue of shares in the capital of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers, eligible persons and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the capital of the Company; or (iii) any issue of shares in the capital of the Company as scrip dividend or any similar arrangement providing for the allotment of shares in the capital of the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the total number of shares in the capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “relevant period” means the period from the date of 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 the laws of Bermuda or the Company’s Bye-laws to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution in a general meeting of the Company.”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the relevant period (as hereinafter defined) of all the powers of the Company to purchase its fully paid-up shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the total number of shares in the capital of the Company to be purchased by the Company pursuant to paragraph (a) of this resolution shall be no more than 10% of the total number of shares in the capital of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purpose of this resolution, “relevant period” means the period from the date of 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 the laws of Bermuda or the Company’s Bye-laws to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution in a general meeting of the Company.”
7. “**THAT** conditional upon ordinary resolutions no. 5 and no. 6 set out in the notice convening the Annual General Meeting to be held on 10 June 2020 (the “Notice”) being duly passed, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of the aggregate number of shares in the capital of the Company which may be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in the Notice.”

By Order of the Board
Wing Tai Properties Limited
Chung Siu Wah, Henry
Company Secretary and Group Legal Counsel

Hong Kong, 28 April 2020

Notes:

- (1) A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A shareholder holding two or more shares is entitled to appoint more than one proxy. A proxy needs not be a shareholder of the Company but must be present in person to represent the shareholder. Completion and return of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the above meeting.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above 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) In order to be valid, the proxy form and any power of attorney (if any) or other authority (if any) under which it is signed, or a copy of such authority certified notarially, must be delivered to the Company's Hong Kong Branch Share Registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof (as the case may be).
- (4) The register of members of the Company will be closed from 2 June 2020 to 3 June 2020, both days inclusive. During such period, the registration of transfers of shares in the capital of the Company will be suspended. In order to qualify for attending the above meeting, all transfer documents accompanied by the relevant share certificates (where applicable) must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 1 June 2020.
- (5) Please refer to the Annex to this notice for the precautionary measures to be implemented for the Annual General Meeting.

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward, Cheng Man Piu, Francis, Chow Wai Wai, John and Ng Kar Wai, Kenneth

Non-Executive Directors:

Kwok Ping Luen, Raymond (Kwok Ho Lai, Edward as his alternate), Hong Pak Cheung, William, Ng Tak Wai, Frederick and Chen Chou Mei Mei, Vivien

Independent Non-Executive Directors:

Simon Murray, Yeung Kit Shing, Jackson, Haider Hatam Tyebjee Barma, Cheng Hoi Chuen, Vincent and Lam Kin Fung, Jeffrey

**PRECAUTIONARY MEASURES TO BE IMPLEMENTED FOR
2020 ANNUAL GENERAL MEETING**

In view of the developments relating to the novel coronavirus disease 2019 (COVID-19), the Company strongly recommends the Shareholders (particularly those who are subject to quarantine arrangements/requirements) to appoint the chairman of the Annual General Meeting as their proxy to vote at the Annual General Meeting. Each of the Shareholders who accepts such recommendation shall fill in and submit the proxy form setting out his/her voting instructions in the proxy form and designating the chairman of the Annual General Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting. The forms of proxy were despatched to Shareholders and may be downloaded from the website of the Company at www.wingtaiproperties.com or the website of the Stock Exchange at www.hkexnews.hk.

To be valid, the form of proxy must be delivered to the Company's Hong Kong Branch Share Registrar pursuant to Note (3) to the Notice of Annual General Meeting.

The Company will implement the following prevention and control measures at the Annual General Meeting to manage the risks in relation to COVID-19:-

- Compulsory body temperature check will be made at the entrance of the building and/or the venue where the Annual General Meeting is to be held. Anyone (i) with a body temperature higher than 37.5 degrees Celsius or (ii) in any conditions of suspected infection of COVID-19 will not be given access to the building and/or the venue where the Annual General Meeting is to be held.
- All persons attending the Annual General Meeting are required to wear facial surgical masks before they are permitted to attend, and during their attendance of, the Annual General Meeting.
- No refreshment will be served.