

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twelfth 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 Thursday, 12th June, 2003 at 10:30 a.m. (Hong Kong time) for the following purposes:

## Ordinary Business

1. To receive and adopt the Reports of the Directors and of the Auditors together with the Financial Statements for the year ended 31st December, 2002.
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 20 and authorise the Directors to appoint additional Directors up to such maximum number.
5. To re-appoint Auditors and authorise the Directors to fix their 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 share capital 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 purchase 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 purchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital 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.”

# NOTICE OF ANNUAL GENERAL MEETING

(Continued)

## Special Business (continued)

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 repurchased 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 share capital of the Company at the date of this Resolution.”

9. To consider and if thought fit, pass the following resolution as a Special Resolution:

“That the existing definition of “Clearing House” in Bye-Law 1 be repealed and replaced by the following definition:–

“Clearing House” shall mean a clearing house recognised under Section 37 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”

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

Hong Kong, 11th April, 2003.

Registered Office:  
Cedar House,  
41 Cedar Avenue,  
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 form of proxy 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.

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(Continued)

Notes (continued):

- (3) To be valid, a form of proxy must be deposited at the Company's principal office 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.
- (4) The Register of Members will be closed from 5th June, 2003 to 12th June, 2003 (Hong Kong time), both dates inclusive, during which period no Share transfers can be registered.
- (5) To qualify for the final dividend, share transfers to be dealt with must be accompanied by the relevant share certificates and must be lodged at the Company's Share Registrars, Progressive Registration Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on Tuesday, 3rd June, 2003 (Hong Kong time).
- (6) 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.
- (7) An explanatory statement containing information regarding items 7 to 9 above will be sent to members together with the Company's 2002 Annual Report.