

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirteenth 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 Wednesday, 9 June 2004 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 31 December 2003.
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.”

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(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 Bye-Laws of the Company be amended by:

- (a) deleting the existing definition of “associates” in Bye-Law 1 and substituting thereof the following:

‘ “associates” shall have the meaning as defined in the Listing Rules’;

- (b) adding the following new definition of “Listing Rules” in Bye-Law 1:

‘ “Listing Rules” shall mean the rules governing the listing of securities made by The Stock Exchange of Hong Kong Limited (as amended from time to time)’;

- (c) adding the following new Bye-Law 76A after Bye-Law 76:

‘76A Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted’;

- (d) deleting the words ‘a Special Resolution’ in Bye-Law 97A(vi) and substituting thereof the words ‘an Ordinary Resolution’;

- (e) deleting the existing Bye-Law 98(H) and substituting thereof the following:

‘98 (H) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:—

- (i) the giving of any security or indemnity either:—

- (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

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(Continued)

## Special Business (Continued)

- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:–
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.';
- (f) adding the following words at the end of Bye-Law 103:

'The period for lodgment of the notice required under this bye-law will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.'; and

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## Special Business (Continued)

- (g) deleting the words 'Special Resolution' in Bye-Law 104 and substituting thereof the words 'Ordinary Resolution'."

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

Hong Kong, 30 April 2004.

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 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.
- (3) Pursuant to Bye-Law 70, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:-
  - (i) by the Chairman of the Meeting; or
  - (ii) by at least three members present in person (or by a duly authorised corporate representative) or by proxy for the time being entitled to vote at the meeting; or
  - (iii) by any member or members present in person (or by a duly authorised corporate representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
  - (iv) by any member or members present in person (or by a duly authorised corporate representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (4) 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.

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(Continued)

Notes: (Continued)

- (5) The Register of Members will be closed from 1 June 2004 to 9 June 2004 (Hong Kong time), both dates inclusive, during which period no Share transfers can be registered.
- (6) 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 Monday, 31 May 2004 (Hong Kong time).
- (7) Concerning item 3 above, the retiring Directors to be re-elected at the meeting are Dr. Philip Kwok, Dr. Bill Kwok and Mr. Ignatius Wong. The biographical details and interests in shares of these Directors are provided in the "Corporate Information" section and the "Report of the Directors" in the Company's 2003 Annual Report.
- (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 7 to 9 above will be sent to members together with the Company's 2003 Annual Report.