

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifteenth 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, 14 June 2006 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 2005.
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 Bye-Laws of the Company be altered:

- (a) by deleting Bye-Law 99(A) in its entirety and substituting therefor the following:

‘99(A) Notwithstanding any other provisions in the Bye-Laws or other terms on which any Director may be appointed or engaged, at each general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation, provided that no director holding office as Chairman or Managing Director shall be subject to retirement by rotation or be taken into account in determining the number of directors to retire. In any event, every Director (including those appointed for specific terms but excluding those holding office as Chairman or Managing Director) shall be subject to retirement at least once every three years at the annual general meeting of the Company. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.’; and

- (b) by deleting Bye-Law 102(B) in its entirety and substituting therefor the following:

‘102(B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of directors so appointed shall not exceed the maximum number determined from time to time by the members in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.’”

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

Hong Kong, 30 April 2006

# NOTICE OF ANNUAL GENERAL MEETING

(Continued)

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.
- (5) The Register of Members will be closed from Tuesday, 6 June 2006 to Wednesday, 14 June 2006 (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, 26th Floor Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 5 June 2006 (Hong Kong time).
- (7) Concerning item 3 above, the retiring Directors to be re-elected at the meeting are Mr. Karl C. Kwok, Mr. Lester Kwok, Dr. Kwok Man Cho and Mr. Iain F. Bruce.
- (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, 8 and 9 above will be sent to members together with the Company's 2005 Annual Report.