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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 physically at 27th Floor, AIA Kowloon Tower, Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong and by way of electronic means on Tuesday on 31 May 2022 at 4:00 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 2021;
2. To consider and, if thought fit, declare a final dividend for the year ended 31 December 2021;
3. (1) To re-elect the Directors;
- (2) To approve revision of annual fees payable to Non-executive Directors, Independent Non-executive Directors, Chairman of Audit Committee, Chairman of Remuneration Committee and Chairman of Nomination Committee to the amounts set out below, such revised annual fees to be applicable to each financial year commencing from 1 January 2022 and to remain the same until otherwise determined by an ordinary resolution of the Shareholders:

Board of Directors	HK\$ per annum
Each Non-executive Directors	79,000
Each Independent Non-executive Directors	318,500
Audit Committee	
Chairman	136,500

Remuneration Committee

Chairman 68,500

Nomination Committee

Chairman 68,500

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 31 May 2022 (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, 26 April 2022

Notes:

RESTRICTED ATTENDANCE TO THE ANNUAL GENERAL MEETING PHYSICALLY

- (1) In view of the COVID-19 pandemic and the social distancing regulations related thereto, the Annual General Meeting (the “Meeting”) will be held physically and by electronic means.
- (2) Only the minimum number of shareholders of the Company (the “Shareholders”) whose presence (in person or by proxy) is legally required to form a quorum of the Meeting and who are also directors or other staff members of the Company will be permitted to attend the Meeting in person or by proxy. No other Shareholders, their proxies or corporate representatives should attend the Meeting in person. Any such person who attempts to do so will be excluded and will not be permitted entry to the venue of the Meeting.

ATTENDANCE TO THE ANNUAL GENERAL MEETING BY ELECTRONIC MEANS

- (3) Shareholders will be able to view and listen to the Meeting and submit questions on line in accordance with the instructions as stated in the letter sent or to be sent to them. Beneficial owners or CCASS non-registered Shareholders whose shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“HKSCC”) can also view and listen to the Meeting and submit questions on line. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements. Personalized login and access code will be sent to them upon receipt of request through their respective bank, broker, custodian or HKSCC.

EXERCISE OF VOTING RIGHTS

- (4) As the majority of Shareholders will not be permitted to attend the Meeting in person, Shareholders who wish to vote on any resolution at the Meeting are strongly recommended to appoint the chairman of the Meeting as his/ her/its proxy to exercise his/her/its right to vote at the Meeting in accordance with his/her/its instructions in the manner specified in Notes (5) and (6) below.

- (5) 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 Meeting or any adjournment thereof (as the case may be).
- (6) The register of members of the Company will be closed from 23 May 2022 to 24 May 2022, 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 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 20 May 2022.

OTHER ARRANGEMENTS

- (7) Please refer to the section headed "Arrangements For the Annual General Meeting" contained in the circular dated 26 April 2022 for details of the Annual General Meeting arrangements.
- (8) Due to the potentially unpredictable development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the Meeting at short notice. Shareholders are advised to check the websites of Hong Kong Stock Exchanges and Clearing Limited (www.hkexnews.hk) and/or the Company (www.wingtaiproperties.com) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

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