

WING HING INTERNATIONAL (HOLDINGS) LIMITED

永興國際(控股)有限公司*



(Incorporated in Bermuda with limited liability)

(Stock code: 621)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Members of Wing Hing International (Holdings) Limited (the “Company”) will be held at 14/F., Yau Lee Centre, 45 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on 28 August 2007, Tuesday at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2007;
2. To re-elect retiring Directors, fix the maximum number of Directors, authorise the Board of Directors to appoint additional Directors up to the maximum number determined and authorise the Board of Directors to fix the Directors’ remuneration;
3. To re-appoint Auditors and authorise the Board of Directors to fix the Auditors’ remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the issued share capital of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and

* For identification purpose only

(iii) 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 laws to be held.”;

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, the total nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the issued share capital of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) 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 laws to be held.”;

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution no. 5, provided that such amount shall not exceed 10% of the total nominal amount of the issued share capital of the Company on the date of passing of this resolution.”

7. To consider as special business and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the existing Memorandum of Association of the Company be and are hereby amended in the following manner:

- (a) Clause 6

By deleting the existing Clause 6 of the Memorandum of Association and substituting therefor the following new Clause 6:

“6. The objects of the Company are unrestricted.”

- (b) Clause 7

By deleting the existing Clause 7 of the Memorandum of Association and substituting therefor the following new Clause 7:

“7. The Company shall have the following powers:–

- (i) The powers of a natural person;
- (ii) Subject to the provisions of Section 42 of the Companies Act 1981, to issue preference shares which at the option of the holders thereof are to be liable to be redeemed; and
- (iii) To purchase its own shares in accordance with the provisions of Section 42A of the Companies Act 1981.”

8. To consider as special business and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the existing Bye-laws of the Company be and are hereby amended in the following manner:

(a) Bye-law 1.(A)

By deleting the existing definition of “seal” in its entirety and substituting therefor the following new definition:

““Seal” shall mean any one or more common seals, if any, from time to time of the Company for use in Bermuda or in any place outside Bermuda.”

By deleting the existing definition of “writing” or “printing” in its entirety and substituting therefor the following new definition:

““writing” or “printing” shall include writing, printing, lithography, photography, typewriting, electronic records and every other mode of representing words or figures in a legible form.”

By adding the following new definition immediately before the definition of “appointed newspaper”:

“address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-laws.

By adding the following new definitions immediately before the definition of “Head Office”:

“electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time.

“full financial statements” shall mean the financial statements that are required under section 87(1) of the Companies Act as may be amended from time to time.

By adding the following new definition immediately before the definition of “Stock Exchange”:

“Statutes” shall mean the Companies Act, the Electronic Transactions Act 1999 of Bermuda, and every other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents.

By adding the following new definition immediately before the definition of “Transfer Office”:

“summarized financial statements” shall have the meaning ascribed to them in the section 87A(3) of the Companies Act as may be amended from time to time.

(b) Bye-law 14

By deleting the existing Bye-law 14 in its entirety and substituting therefor the following new Bye-law 14:

“14. Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a securities seal or signed by a Director, the Secretary or any person authorized by the Board for that purpose.”

(c) Bye-law 69 (B)

By deleting the existing Bye-law 69 (B) in its entirety and substituting therefor the following new Bye-law 69 (B):

“(B)(i) Save where a general meeting is required by the Companies Act, anything which may be done by Ordinary Resolution or Special Resolution in general meeting may be done by resolution in writing, signed by the required majority of the shareholders or any class thereof or their proxies, or in the case of a shareholder that is a corporation (whether or not a company within the meaning of the Companies Act) by its representative on behalf of such shareholder, being the required majority of the shareholders of the Company or any class thereof who at the date of the notice of the resolution in writing would be entitled to attend a meeting and vote on the resolution. Such resolution in writing may be signed in as many counterparts as may be necessary.

(ii) Notice of any resolution in writing to be made under this Bye-law shall be given, and a copy of the resolution shall be circulated, in the same manner as that required for a notice of a general meeting of the Company at which the resolution could have been considered, except that the length of the period of notice shall not apply.

(iii) The accidental omission to give notice of, or to circulate a copy of, a resolution in writing to be made under this Bye-law, or the non-receipt of such notice or copy by, any person entitled to receive such notice or copy shall not invalidate the passing of the resolution.

- (iv) For the purposes of this Bye-law, the date of the resolution in writing is the date when the resolution is signed by, or on behalf of, the shareholder who establishes the majority of votes required for the passing of the resolution and any reference in any enactment to the date of passing of a resolution is, in relation to a resolution in writing made in accordance with this Bye-law, a reference to such date.
- (v) A resolution in writing made in accordance with this Bye-law is as valid as if it had been passed by the Company in general meeting or, if applicable, by a meeting of the relevant class of shareholders of the Company, as the case may be. A resolution in writing made in accordance with this Bye-law shall constitute minutes for the purposes of the Companies Acts and these Bye-laws.”

(d) Bye-law 74(A)

By adding the following new Bye-law 74A immediately after Bye-law 74:

“74.(A) A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”

with the following marginal note:

“Methods of attending meetings of shareholders”

(e) Bye-law 79

By deleting the existing Bye-law 79 in its entirety and substituting therefor the following new Bye-law 79:

“79. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by a count of votes received in the form of electronic records unless voting by way of a poll is required by the rules of the Designated Stock Exchange or a poll is (before or on the declaration of the result of the show of hands or count of votes received as electronic records or on the withdrawal of any other demand of a poll) demanded:–

- (i) by the Chairman of the meeting; or
- (ii) by at least three shareholders present in person or by a duly authorized corporate representative or by proxy for the time being entitled to vote at the meeting; or

- (iii) by any shareholder or shareholders present in person or by a duly authorized corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any shareholder or shareholder present in person or by a duly authorized 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.

Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands or count of votes received as electronic records been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution.”

(f) Bye-law 82

By deleting the existing Bye-law 82 in its entirety and substituting therefor the following new Bye-law 82:

“82. In the case of an equality of votes, whether on a show of hands or count of votes received as electronic records or on a poll, the Chairman of the meeting at which the show of hands or count of votes received as electronic records takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”

(g) Bye-law 85

By deleting the existing Bye-law 85 in its entirety and substituting therefor the following new Bye-law 85:

“85. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands (if being a corporation by its duly authorized representative) or by proxy or by a vote received by electronic records every member shall have one vote and on a poll every member present in person (if being a corporation, by its duly authorized representative) or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid or credited as paid up on a share in advance of calls or installments shall be treated for the foregoing purposes as paid up on the share). On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.”

(h) Bye-law 119

By deleting the existing Bye-law 119 in its entirety and substituting therefor the following new Bye-law 119:

“119. The Board may from time to time elect amongst the Directors a President and a Vice-President or a Chairman and a Deputy Chairman and may from time to time elect or otherwise appoint other officers and determine the period for which each of them is to hold office. The Chairman (if any), or in his absence the Deputy Chairman (if any) shall preside at meetings of the Board, or if no such Chairman or Deputy Chairman is elected or appointed, or if at any meeting the Chairman or the Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. Subject to Bye-law 98, all the provisions of Bye-laws 113, 114 and 115 shall mutatis mutandis apply to any director appointed to an office in accordance with the provisions of this Bye-law.”

(i) Bye-law 139

By deleting the existing Bye-law 139 in its entirety and substituting therefor the following new Bye-law 139:

“139. The Company may authorize the production of one or more Seals. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee of the Board authorized by the Board in that behalf.

In the event that the Board does not authorize the production of a Seal, any document required to be under Seal or executed as a deed on behalf of the Company shall be signed or executed by any person authorized by the Board for that purpose.

Subject to these Bye-laws, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary, or by 2 Directors, or by any person or persons (including a Director and/or the Secretary) authorized by the Board for that purpose, provided that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signature shall be dispensed with or affixed by some method or system of mechanical signature other than autographic as specified in such resolution or that such certificates need not be signed by any person.”

(j) Bye-law 142 (A)

By deleting the existing Bye-law 142(A) in its entirety and substituting therefor the following new Bye-law 142(A):

“(A) The Board may from time to time and at any time, by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-laws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.”

(k) Bye-law 142 (B)

By deleting the existing Bye-law 142 (B) in its entirety and substituting therefor the following new Bye-law 142 (B):

“(B) The Company may in writing empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company shall bind the Company.”

(l) Bye-law 165 (B)

By deleting the word “Every” at the beginning of the existing Bye-law 165 (B) and substituting therefor the following words “Subject to paragraph (C) below, every”.

(m) Bye-law 165 (C) and 165 (D)

By adding the following new Bye-law 165 (C) and 165 (D) immediately after Bye-law 165 (B):

“(C) The Company may send summarized financial statements to members of the Company who has, in accordance with the Statutes and any applicable rules prescribed by the Stock Exchange, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by an auditor’s report and notice informing the member how to notify the Company that he elects to receive the full financial statements. The summarized financial statements, notice and auditor’s report must be sent not less than twenty-one days before the general meeting to those members that consented and elected to receive the summarized financial statements.

(D) Subject to Section 88 of the Companies Act, the Company shall send the full financial statements to a member within seven days of receipt of the member's election to receive the full financial statements."

(n) Bye-law 170

By deleting the existing Bye-law 170 and substituting therefor the following new Bye-law 170(A) and 170(B):

"170.(A)(1) Except where otherwise expressly stated, any notice to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by the Stock Exchange from time to time and subject to this Bye-law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

(2) A notice or document (including a share certificate) may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or by leaving it at that address addressed to the member or by any other means authorised in writing by the member concerned or by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in Hong Kong. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by the Stock Exchange from time to time, a notice or document may be served or delivered by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a computer network and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published.

(3) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.

(B)(1) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Company's Head Office or Registered Office.

(2) The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Directors.”

(o) Bye-law 172

By deleting the existing Bye-law 172 and substituting therefor the following new Bye-law 172:

“172. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published.”

By order of the Board
Ng Tat Leung, George
Chairman and Managing Director

Hong Kong, 31 July 2007

Notes:

- (a) The Register of Members of the Company will be closed from 22 August 2007 to 28 August 2007 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 21 August 2007.
- (b) A shareholder of the Company, who is the holder of two or more shares of the Company, entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Branch Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.

As at the date of this announcement, the Board comprises eight directors. The Executive Directors are Mr. Ng Tat Leung, George, Mr. Wong Teck Ming, Mr. Lui Siu Yee, Samuel, Mr. Chan Wai Keung, Ivan and Mr. Lo Chung Sun, Simon. The Independent Non-executive Directors are Mr. Wong Lit Chor, Alexis, Dr. Leung Wai Cheung and Mr. Lo Ka Wai.