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WISON ENGINEERING SERVICES CO. LTD.

惠生工程技術服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2236)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Wison Engineering Services Co. Ltd. (the “**Company**”) will be held on Friday, 7 June 2024 at 10:00 a.m. at Rooms 3 and 4, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors (the “**Director(s)**”) and the auditors (the “**Auditors**”) of the Company and its subsidiaries for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Zhou Hongliang as an executive Director;
 - (b) To re-elect Mr. Liu Hongjun as a non-executive Director;
 - (c) To re-elect Mr. Lawrence Lee as an independent non-executive Director; and
 - (d) To authorize the board of directors of the Company (the “**Board**”) to determine the Directors’ remuneration.
3. To re-appoint Messrs. Ernst & Young as the Auditors and to authorize the Board to fix their remuneration.

To consider, and if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase shares of HK\$0.10 each in the capital of the Company (the **“Shares”**) be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which securities of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the **“Articles”**) or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT** a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional shares in the Company (including the making and granting of offers, agreements and options which might require shares to be allotted, whether during the continuance of such mandate or thereafter) 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; (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company; (iii) the exercise of options granted under any share option scheme adopted by the Company; or (iv) any scrip dividend or similar arrangement

providing for the allotment of shares in lieu of the whole or part of a dividend in accordance with the Articles, the aggregate nominal amount of the shares allotted shall not exceed the aggregate of:

- (a) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, plus
- (b) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of ordinary resolution no. 6).

Such mandate shall expire at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; or
- (iii) the date of any revocation or variation of the mandate given under this resolution by ordinary resolution of the shareholders of the Company at a general meeting.”

6. “**THAT** subject to ordinary resolutions nos. 4 and 5 being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 5 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 no. 4, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

SPECIAL RESOLUTION

To consider, and if thought fit, to pass with or without amendments, the following resolution as a special resolution of the Company:

7. **“THAT:**

(A) the Articles be and is hereby amended as follows (the **“Proposed Amendments”**):

(a) Article 1(b) be amended by deleting the definition of “Company’s website” in its entirety and replacing it with the following:—

““Company’s website” shall mean the website of the Company;”

(b) Article 1(b) be amended by deleting the definition of “writing” or “printing” in its entirety and replacing it with the following:—

““writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form, and including where the representation takes the form of electronic display.”

(c) Article 62 be amended by deleting the word “in”, and inserting the word “for”, before the words “each financial year hold a general meeting as its annual general meeting” in the first sentence;

(d) Article 71E(a) be amended by inserting the words “or the website of the stock exchange in the Relevant Territory” after the words “on the Company’s website”;

(e) Article 171(c) be amended by deleting the word “printed” before the words “copy of the Company’s annual financial statements” in the last sentence;

(f) Article 176(a)(i) be amended by:—

(i) inserting the words “and “actionable corporate communication”” before the words “within the meaning ascribed thereto under the Listing Rules)” in the first sentence; and

(ii) inserting the words “, subject to compliance with the Listing Rules,” before the words “any such notice and document may be given or issued by the following means” in the first sentence;

- (g) Article 176(a)(i)(E) be deleted in its entirety and replaced with the following:
- “(E)by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 176(a)(iv);”
- (h) Article 176(a)(i)(F) be deleted in its entirety and replaced with the following:
- “(F)by publishing it on the website of the stock exchange in the Relevant Territory or the Company’s website; or”
- (i) Article 176(a)(ii) be deleted in its entirety and replaced with the following:—
- “(ii)[RESERVED].”
- (j) Article 176(b)(iii) be deleted in its entirety and replaced with the following:
- “(iii)if placed or published on either the website of the stock exchange in the Relevant Territory or the Company’s website, shall be deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;”;
- (k) Article 176(b)(iv) be deleted in its entirety and replaced with the following:
- “(iv)if served or delivered or published or displayed in any other manner contemplated by these Articles, shall be deemed to have been served or delivered or displayed at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission or publication or display; and in proving such service or delivery or display a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission or publication or display shall be conclusive evidence thereof; and”
- (l) Article 177(b) be amended by inserting the words “or the website of the stock exchange in the Relevant Territory” after the words “on the Company’s website”;
- (m) Article 177(d) be amended by inserting the words “or the website of the stock exchange in the Relevant Territory” after the words “on the Company’s website” in both lines 7 and 10; and

(n) Article 181 be deleted in its entirety and replaced with the following:

“Any notice or document delivered or sent in any manner permitted by these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have been duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.”; and

(B) any Director, registered office provider or the company secretary of the Company be and is hereby authorised to do all act and things necessary, appropriate, desirable or expedient to give effect to the Proposed Amendments, including but not limited to, attending to any necessary registration and/or filing of the Proposed Amendments and all requisite documents for and on behalf of the Company.”

By Order of the Board

Wison Engineering Services Co. Ltd.

Zhou Hongliang

Executive Director and Chief Executive Officer

Hong Kong, 26 April 2024

Notes:

- (1) All resolutions (except for resolutions which relate purely to procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every member present in person or by proxy shall on a poll be entitled to one vote for each share held by him.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged by post or by hand with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited (“**Computershare**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Wednesday, 5 June 2024) or any adjournment or postponement thereof.

- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint holders of any Shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (6) The register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Friday, 7 June 2024 at 10:00 a.m., all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 3 June 2024.

As at the date of this announcement, the executive Directors of the Company are Mr. Zhou Hongliang and Mr. Zheng Shifeng; the non-executive Director and Chairman of the Company is Mr. Liu Hongjun; and the independent non-executive Directors of the Company are Mr. Lawrence Lee, Mr. Tang Shisheng and Mr. Feng Guohua.