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If you have sold or transferred all your shares in Wison Engineering Services Co. Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE AND TO ISSUE SHARES**

PROPOSED RE-ELECTION OF DIRECTORS

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on June 20, 2014 at 3:00 p.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Investor Services Hong Kong Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

April 28, 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on June 20, 2014 at 3:00 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Wison Engineering Services Co. Ltd., a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 17, 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares, details of which are set out in Ordinary Resolution no. 4 of the AGM Notice
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies listed on the main board of the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares, details of which are set out in Ordinary Resolution no. 5 of the AGM Notice
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC



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)

Executive Directors:

Mr. Hua Bangsong (*Chairman*)
Mr. Liu Haijun
Mr. Zhou Hongliang
Mr. Cui Ying

Independent Non-executive Directors:

Mr. Liu Ji
Mr. Wu Jianmin

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350
George Town
Grand Cayman KY1-1108
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Room 5007
50th Floor
Central Plaza
18 Harbour Road
Wan Chai
Hong Kong

April 28, 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE AND TO ISSUE SHARES**

PROPOSED RE-ELECTION OF DIRECTORS

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the forthcoming AGM, Ordinary Resolutions will be proposed to seek Shareholders' approval for, among other things, (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed re-election of the retiring Directors, and the AGM Notice.

REPURCHASE MANDATE AND SHARE ISSUE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate and the Share Issue Mandate.

Repurchase Mandate

At the AGM, an Ordinary Resolution will be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognized by the SFC and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Repurchase Mandate. Details of the Repurchase Mandate are set out in Ordinary Resolution no. 4 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 4,064,622,000 Shares in issue. Subject to the passing of the Ordinary Resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 406,462,200 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Repurchase Mandate, is set out in the appendix to this circular.

Share Issue Mandate

At the AGM, an Ordinary Resolution will also be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Share Issue Mandate.

An Ordinary Resolution will also be proposed to authorize the extension of the Share Issue Mandate by an addition thereto of an amount representing the aggregate nominal amount of the issued share capital of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Subject to the passing of the Ordinary Resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 812,924,400 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions nos. 5 and 6 of the AGM Notice, respectively.

LETTER FROM THE BOARD

The Repurchase Mandate and the Share Issue Mandate shall continue to be in force during the period from the date of passing of the Ordinary Resolutions for the approval of the Repurchase Mandate and the Share Issue Mandate up to (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 Articles or any applicable law to be held; or (iii) the revocation or variation of the Repurchase Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

RE-ELECTION OF DIRECTORS

In accordance with article 108 of the Articles, Mr. Liu Haijun and Mr. Liu Ji shall retire by rotation at the AGM and they being eligible, offer themselves for re-election at the AGM. In accordance with article 112 of the Articles, Mr. Zhou Hongliang and Mr. Cui Ying shall retire at the AGM and they being eligible, offer themselves for re-election at the AGM.

The biographies of Mr. Liu Haijun, Mr. Liu Ji, Mr. Zhou Hongliang and Mr. Cui Ying are set out below:

Mr. Liu Haijun (劉海軍), age 48, is an executive Director of our Company and a senior vice president of our Group, and is mainly responsible for supervising domestic marketing, advisory, commercial and quality and safety management affairs of Wison Engineering Ltd. (“**Wison Engineering**”). He is also responsible for overseeing the marketing, commercial, advisory and quality and safety departments of Wison Engineering. Mr. Liu graduated from Shandong Chemical School (山東省化工學校) in 1984, majoring in organic processing and the University of Petroleum (石油大學) in 1991, majoring in petrochemical. In 2010, Mr. Liu obtained his executive MBA from Euro-China International Business College (中歐國際商學院). From 1984 to 1994, he was engaged in the petroleum processing and design work in the Design Institute of China Petroleum & Chemical Corporation Qilu Branch (“Sinopec Qilu”). From 1994 to 2001, he was engaged in the design management and project management in the Project Management Department of Sinopec Qilu. In 2000, he was appointed by Sinopec Qilu as a senior engineer. Mr. Liu joined our Group as a technical engineer of the Furnace Department of Wison Engineering in August 2001 and has successively served as the technical engineer, the project manager, the manager of the Furnace Department, vice general manager of the Engineering Department and deputy general manager of Wison Engineering. Mr. Liu was appointed as our Director on May 18, 2011. He has 28 years’ experience in the petrochemicals industry.

Mr. Liu has entered into a service contract with the Company for an initial term of three years commencing from December 28, 2012, which shall continue thereafter unless terminated by not less than six months’ written notice.

Mr. Liu’s current monthly salary is RMB130,000 (which salary is subject to annual review by the Board and the Remuneration Committee) and he is also entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee based on the performance of his duties and the Company’s earnings. The remuneration of Mr. Liu has been determined with reference to his duties, responsibilities and experience, and the prevailing market conditions.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Liu holds share options involving 3,040,000 Shares in the Company. Save for such share options, Mr. Liu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu Ji (劉吉), age 78, was appointed as our independent non-executive Director on November 30, 2012. Mr. Liu graduated from Power Mechanical Engineering Department of Tsinghua University in 1958 and, thereafter, worked in the Shanghai Internal Combustion Engine Research Institute (上海內燃機研究所) for over 20 years. Mr. Liu acted as vice president of the Science and Technology Commission of Shanghai Municipality (上海市科協) from 1983 to 1998, vice director of Propaganda Department of Shanghai Municipal Committee (中共上海市宣傳部) from 1988 to 1991, director of the Commission for Economic Restructuring of Shanghai Municipal (上海市人民政府經濟體制改革委員會) from 1992 to 1993 and vice president of Chinese Academy of Social Sciences (中國社會科學院) from 1993 to 1998. Since 1999, Mr. Liu served as a researcher, member of the academic committee and tutor for doctoral candidates in Chinese Academy of Social Sciences (中國社會科學院). He was the executive president of China Europe International Business School (中歐國際工商學院) from 2000 to 2004 and became the honorary president in 2005. Mr. Liu has also been an independent non-executive director of First Shanghai Investments Limited, a company listed on the Main Board of the Stock Exchange, since 2004. Mr. Liu has also been a class II director of O₂Micro International Limited since June 2007. O₂Micro is a company listed on the NASDAQ Stock Market. Mr. Liu was previously an independent non-executive director of Universal Technologies Holdings Limited, a company listed on the Main Board of the Stock Exchange, from 2009 to 2011. Mr. Liu was previously an independent non-executive director of Stone Group Holdings Limited from 2005 to 2008, a company previously listed on the Main Board of the Stock Exchange on August 16, 1993 and subsequently privatized and delisted on November 6, 2009.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years commencing from December 28, 2012 unless terminated by three months' written notice or in certain circumstances in accordance with the terms of the letter of appointment.

Mr. Liu's basic annual remuneration is HK\$240,000. The remuneration of Mr. Liu has been determined with reference to his duties, responsibilities and experience, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Liu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhou Hongliang (周宏亮), age 44, is a senior vice president of our Group and was appointed as an executive Director of our Company on September 10, 2013, and is mainly responsible for supervising the operations of the project management and project execution, and overseeing the project management, procurement and construction management departments. He graduated from Liaoning Shihua University (遼寧石油化工大學), formerly known as the Fushun Petroleum Institute (撫順石油學院) in 1991. He obtained the qualification of constructor from the Ministry of Construction of the PRC (中華人民共和國建設部) in 2006. From 2002 to 2004, Mr. Zhou worked as a deputy manager in the Ethylene Project Team in SECCO (上海賽科石油化工有限公司). Mr. Zhou joined our Group in

LETTER FROM THE BOARD

January 2005 as a manager of the construction management department of Wison Engineering and was appointed as the deputy general manager of Wison Engineering in January 2008. He has 21 years' experience in the petrochemicals industry.

Mr. Zhou has entered into a service contract with the Company for an initial term of three years commencing from September 10, 2013, which shall continue thereafter unless terminated by not less than six months' written notice.

Mr. Zhou is entitled to a basic annual salary of RMB1,440,000, plus a discretionary bonus as may be determined by the Board and the Remuneration Committee based on his performance of duties and the Company's earnings. The annual salary is payable on a time pro-rata basis for any non-full year's service. The remuneration of Mr. Zhou has been determined with reference to his duties, responsibilities and experience, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhou holds share options involving 3,040,000 Shares in the Company. Save for such share options, Mr. Zhou does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Cui Ying (崔穎), age 41, is a senior vice president of our Group and was appointed as an executive Director of our Company on September 10, 2013. He is mainly responsible for supervising our Company's strategic planning, human resources, investor relations management, finance and administration affairs, and overseeing the manager office as well as the human resources, finance and financial analysis departments. He graduated from Shanghai Railway University (上海鐵道大學) with a bachelor's degree in telecommunications engineering in 1994 and completed a master's degree in telecommunications signal processing from Shanghai Railway University (上海鐵道大學), (which subsequently merged with Tongji University (同濟大學)) in 1997. He completed an executive master of business administration in the Olin Business School of Washington University in St. Louis. From 1997 to 2000, he worked in the Shanghai branch of China Unicom Group Co., Ltd. (中國聯通上海分公司). From 2000 to 2001, he was employed by Lucent Technologies (China) Co., Ltd. (朗訊科技(中國)公司). From 2001 to 2004, Mr. Cui worked as a marketing senior management at China Netcom (中國網通). From 2005 to 2009, he was appointed by IBM Global Business Services as a managing consultant. Mr. Cui joined our Group as director of sales and marketing in July 2009.

Mr. Cui has entered into a service contract with the Company for an initial term of three years commencing from September 10, 2013, which shall continue thereafter unless terminated by not less than six months' written notice.

Mr. Cui is entitled to a basic annual salary of RMB1,560,000, plus a discretionary bonus as may be determined by the Board and the Remuneration Committee based on his performance of duties and the Company's earnings. The annual salary is payable on a time pro-rata basis for any non-full year's service. The remuneration of Mr. Cui has been determined with reference to his duties, responsibilities and experience, and the prevailing market conditions.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Cui holds share options involving 3,040,000 Shares in the Company. Save for such share options, Mr. Cui does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, none of the retiring Directors has any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor has any of them held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save as disclosed above, none of the retiring Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders nor is there any other information relating to the retiring Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

AGM

A notice convening the AGM to be held at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on June 20, 2014 at 3:00 p.m. is set out on pages 13 to 16 of this circular. At the AGM, Ordinary Resolutions will be proposed to approve, among other things, the proposed grant of the Repurchase Mandate and the Share Issue Mandate and the proposed re-election of the retiring Directors.

ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Investor Services Hong Kong Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the proposed grant of the Repurchase Mandate and the Share Issue Mandate and the proposed re-election of the retiring Directors are all in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant Ordinary Resolutions to be proposed at the AGM.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully
For and on behalf of the Board
Wison Engineering Services Co. Ltd.
Liu Haijun
Executive Director

LISTING RULES

The Listing Rules permit listed companies to repurchase their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognized by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This appendix serves as an explanatory statement, as required by the Share Buyback Rules to be sent to Shareholders in connection with the proposed grant of the Repurchase Mandate, to provide the requisite information to Shareholders for their consideration of the Repurchase Mandate.

EXERCISE OF THE REPURCHASE MANDATE

Whilst the Directors do not presently intend to repurchase any Shares immediately, they believe that the flexibility afforded by the Repurchase Mandate granted to them if the Ordinary Resolution set out as Ordinary Resolution no. 4 of the AGM Notice is passed would be beneficial to the Company and its shareholders as a whole. It is proposed that up to 10 per cent. of the issued and outstanding Shares on the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, 4,064,622,000 Shares were issued and outstanding. On the basis of such figures, the Directors would be authorized to repurchase up to 406,462,200 Shares during the period up to the date of the next annual general meeting in 2015, or 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 the revocation or variation of the Repurchase Mandate by an ordinary resolution of the shareholders at a general meeting of the Company, whichever of these three events occurs first.

REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilized in this connection in accordance with its memorandum of association, the Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended December 31, 2013) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to

such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have they undertaken not to do so, if the Repurchase Mandate is exercised.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Company's memorandum, the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares on the Stock Exchange in the six months preceding the Latest Practicable Date.

TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increases will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are aware of the consequences arising under the Takeovers Code of any repurchase.

As at the Latest Practicable Date, Mr. Hua Bangsong, the Chairman of the Company and a controlling Shareholder, was recorded in the register required to be kept by the Company under sections 336 and 352 of the SFO as having an interest in 3,175,520,000 Shares, representing approximately 78.13% of the issued and outstanding share capital of the Company as at that date. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held directly or indirectly by Mr. Hua Bangsong, the interest of Mr. Hua Bangsong in the Company will be increased to approximately 86.81% of the issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. In

addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

MARKET PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months immediately before the Latest Practicable Date were:

	Traded Market Price	
	Highest HK\$	Lowest HK\$
2013		
April	4.10	3.33
May	4.58	3.78
June	4.50	3.50
July	3.80	3.22
August	3.50	2.21
September	2.43	1.95
October	—	—
November	—	—
December	—	—
2014		
January	—	—
February	—	—
March	—	—
April (up to and including the Latest Practicable Date)	—	—

Note: Trading in the Shares of the Company on the Stock Exchange was halted with effect from 10:38 a.m. on Monday, September 2, 2013.

EXTENSION OF SHARE ISSUE MANDATE

A resolution as set out in Ordinary Resolution no. 6 of the AGM Notice will also be proposed at the AGM authorizing the Directors to increase the maximum number of new Shares which may be issued under the general mandate for the issuance and allotment of Shares by adding to it the nominal amount of any Shares repurchased pursuant to the Repurchase Mandate.



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 of Wison Engineering Services Co. Ltd. (the “**Company**”) will be held on June 20, 2014 at 3:00 p.m. at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong to consider and, if thought fit, to pass the following as ordinary resolutions:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors of the Company and its subsidiaries for the year ended December 31, 2013.
2. To re-elect directors and to authorize the Board to fix the remuneration of directors.
3. To re-appoint the auditors of the Company and authorize the Directors to fix their remuneration.
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;

NOTICE OF AGM

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 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 of association of the Company, 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 of association of the Company 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.”

NOTICE OF AGM

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.”

By Order of the Board
Luk Wai Mei
Company Secretary

Hong Kong, April 28, 2014

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Principal place of business
in Hong Kong:*

Room 5007
50th Floor
Central Plaza
18 Harbour Road
Wan Chai
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the above Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the above Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
3. A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorized to sign the same.
4. In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the above Meeting, either personally or by proxy, the joint holder whose name stands first in the Register of Shareholders, will alone be entitled to vote in respect of such shares.
5. On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.

NOTICE OF AGM

6. Concerning resolution no. 4 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the appendix to the circular of the Company dated April 28, 2014.