

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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)**

**(1) GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES  
(2) RE-ELECTION OF DIRECTORS  
(3) RE-APPOINTMENT OF AUDITOR  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 16 June 2021 at 3:00 p.m. is set out on pages 18 to 21 of this circular. A proxy form for use at the Annual General Meeting is enclosed with the notice of the Annual General Meeting.

Such proxy form is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.wison-engineering.com>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Monday, 14 June 2021) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

In order to prevent and control the spread of the novel coronavirus (COVID-19), the following measures will be taken at the Annual General Meeting:

1. compulsory body temperature check;
2. wearing of surgical face mask;
3. designated seat will be assigned; and
4. no refreshments will be served.

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry into the AGM venue at the absolute discretion of the Company to the extent permitted by law.

The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Shareholders are reminded that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

26 April 2021

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## DEFINITIONS

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

|                                   |  |
|-----------------------------------|--|
| “AGM” or “Annual General Meeting” | the annual general meeting of the Company to be held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 16 June 2021 at 3:00 p.m. or any adjournment thereof |
| “AGM Notice”                      | the notice for convening the AGM as set out on pages 18 to 21 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”         | 19 April 2021, 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  |
| “Retiring Directors”              | Mr. Liu Hongjun, Mr. Dong Hua, Mr. Feng Guohua, Mr. Yan Shaochun and Mr. Zheng Shifeng who shall retire and being eligible, offer themselves for re-election at the AGM  |

## DEFINITIONS

|                       |   |
|-----------------------|---|
| “Repurchase Mandate”  | the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate |
| “SFC”                 | the Securities and Futures Commission of Hong Kong  |
| “SFO”                 | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)   |
| “Share(s)”            | share(s) with a nominal value of HK\$0.10 each in the share capital of the Company  |
| “Share Issue Mandate” | the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate    |
| “Shareholder(s)”      | holder(s) of Shares   |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Code”      | the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended from time to time  |
| “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. Yan Shaochun (*Chief Executive Officer*)

Mr. Zhou Hongliang

Mr. Dong Hua

Mr. Zheng Shifeng

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Non-executive Director:*

Mr. Liu Hongjun (*Chairman*)

*Principal Place of Business in Hong Kong:*

Room 5408, 54th Floor

Central Plaza

18 Harbour Road, Wan Chai

Hong Kong

*Independent Non-executive Directors:*

Mr. Lawrence Lee

Mr. Tang Shisheng

Mr. Feng Guohua

26 April 2021

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES  
(2) RE-ELECTION OF DIRECTORS  
(3) RE-APPOINTMENT OF AUDITOR  
AND  
(4) 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; (ii) the re-election of the Retiring Directors; and (iii) the re-appointment of auditor.

## 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 4,073,767,800 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 407,376,780 Shares.

An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I 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. As at the Latest Practicable Date, the total number of issued Shares was 4,073,767,800. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of AGM, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Share Issue Mandate will be 814,753,560 Shares, representing 20% of the total number of issued Shares.

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).

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 and code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. Liu Hongjun, Mr. Dong Hua and Mr. Feng Guohua 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. Yan Shaochun and Mr. Zheng Shifeng shall retire at the AGM and they being eligible, offer themselves for re-election at the AGM.

The Nomination Committee nominated each of the Retiring Directors to the Board for it to recommend to Shareholders at the AGM. Mr. Feng Guohua, who is a member of the Nomination Committee, abstained from voting on his own nomination when it was being considered.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the retiring Directors, and the skills, experience, professional knowledge, time commitments and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director's nomination policy, as well as the Company's corporate strategies.

Mr. Feng Guohua, the retiring independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Mr. Feng Guohua has demonstrated the ability to provide an independent, balanced and objective view to the Company's matters. The Nomination Committee and the Board thus considered that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules.

In light of the background and work experience of Mr. Feng Guohua, the Nomination Committee and the Board believed that Mr. Feng Guohua will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors, including the independent non-executive Director, who are due to retire at the AGM.

## **LETTER FROM THE BOARD**

The Board, having considered the recommendation of the Nomination Committee, is of the view that each of the Retiring Directors will continue to contribute to the Board with his deep understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Board also believes that the valuable knowledge and experience of the Retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

Biographical details of the Retiring Directors who are proposed to be re-elected at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

### **RE-APPOINTMENT OF AUDITOR**

Ernst & Young, which audited the consolidated financial statements of the Company for the year ended 31 December 2020, will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration for the year ending 31 December 2021.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

A notice convening the AGM to be held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 16 June 2021 at 3:00 p.m. is set out on pages 18 to 21 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.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.wison-engineering.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Monday, 14 June 2021) or any adjournment thereof.

### **CLOSURE OF REGISTER OF MEMBERS**

To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 10 June 2021 to Wednesday, 16 June 2021 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to be entitled to attend and vote at the AGM, all transfers, accompanied by



## **LETTER FROM THE BOARD**

the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 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 Wednesday, 9 June 2021.

### **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.

### **RECOMMENDATION**

The Directors consider that (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; (ii) the re-election of the Retiring Directors; and (iii) the re-appointment of the auditor are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

### **PRECAUTIONARY MEASURES FOR THE AGM**

The health and safety of our Shareholders and staff are our top priority as we plan for the AGM. In view of the ongoing novel coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM:

- Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a fever or is unwell may be denied entry into the meeting venue.
- All attendees have to wear surgical face masks within the meeting venue and throughout the meeting.
- Each attendee will be assigned a designated seat at the time of registration to maintain a social distance between seats.
- No refreshments will be served.

## LETTER FROM THE BOARD

Attendees who do not comply with the precautionary measures above may be denied entry into the AGM venue at the absolute discretion of the Company to the extent permitted by law.

The Company also reminds Shareholders that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

### **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.**  
**Yan Shaochun**  
*Executive Director and Chief Executive Officer*

**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, 4,073,767,800 Shares were issued and outstanding. On the basis of such figures, the Directors would be authorized to repurchase up to 407,376,780 Shares during the period up to the date of the next annual general meeting in 2022, 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, 2020) 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 close 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 core 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 of association, the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

#### **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 increase 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, 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 3,088,782,146 Shares, representing approximately 75.82% 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 84.25% 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.

### 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.

### 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<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2020</b>   |                        |                       |
| April   | 0.87                   | 0.74                  |
| May   | 0.89                   | 0.74                  |
| June  | 0.89                   | 0.76                  |
| July  | 0.80                   | 0.74                  |
| August  | 0.88                   | 0.76                  |
| September   | 0.87                   | 0.73                  |
| October   | 0.89                   | 0.74                  |
| November  | 0.80                   | 0.75                  |
| December  | 0.77                   | 0.59                  |
| <b>2021</b>   |                        |                       |
| January   | 0.65                   | 0.50                  |
| February  | 0.65                   | 0.495                 |
| March   | 0.61                   | 0.405                 |
| April (up to and including the Latest Practicable Date) | 0.475                  | 0.43                  |

**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.

Details of the Retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Liu Hongjun (劉洪鈞), aged 48, joined our Company as a non-executive Director on 19 February 2020 and was appointed as our Chairman on 5 February 2021. He obtained a bachelor degree in chemical engineering and processes and a master degree in chemical engineering from Tsinghua University in the PRC in 1996 and 1999, respectively, and an Executive Master of Business Administration (EMBA) degree from China Europe International Business School in the PRC in 2010.

Mr. Liu has over 20 years of work experience in chemical engineering industry. From July 1999 to January 2005, he worked at Shanghai Wison Chemical Engineering Co., Ltd. (上海惠生化工工程有限公司) (currently known as Wison Engineering Ltd. (惠生工程(中國)有限公司)) and held various positions, including engineer, deputy manager, manager of project department (division 1) and manager of Nanjing project department. During the period between February 2005 and October 2015, Mr. Liu served at Wison (Nanjing) Chemical Co., Ltd. (惠生(南京)化工有限公司) (currently known as Nanjing Chengzhi Clean Energy Co., Ltd (南京誠志清潔能源有限公司)) and held a number of positions, such as manager of project management department, deputy general manager, general manager, president and chairman of the board of directors. From November 2015 to November 2019, Mr. Liu served as a vice president of Wison Group Holding Limited. Since November 2015, he has been a director and president of Wison (China) Holding Company. Since November 2017, Mr. Liu has been a director of Wison Group Holding Limited. Since December 2019, he has been the president of Wison Group Holding Limited. Since January 2020, Mr. Liu has been the chairman of the board of directors of Wison (China) Holding Company. Wison Group Holding Limited is the controlling shareholder of the Company and Wison (China) Holding Company is one of its key operating subsidiaries. Currently, Mr. Liu also serves as a director at certain other subsidiaries of Wison Group Holding Limited.

Mr. Liu has entered into a letter of appointment with the Company for an initial term of three years commencing from 19 February 2020. He will not be entitled to any director's fee according to his letter of appointment.

As at the Latest Practicable Date, Mr. Liu holds 1,000,000 Shares. Save as aforesaid, Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Dong Hua (董華), aged 53, joined our Company as an executive Director of our Company on 13 January 2017. Mr. Dong joined the Group in July 2006 and served as the assistant to general manager and the manager of Beijing Design Centre. In the second half of 2008, he served concurrently as the general manager of the International Business Division, responsible for the business expansion in international markets and foreign-funded projects in the domestic market. Mr. Dong is also a senior vice president of the Group and the manager of Wison Petrochemicals (NA), LLC, an indirect wholly-owned subsidiary of the Company. Mr. Dong is mainly responsible for supervising overseas marketing and overseeing the international business, and is also responsible for supervising the overseas regional sales and overseas branches. Mr. Dong graduated from Lanzhou Petroleum College (蘭州石油學校), the PRC, with a major in chemical equipment in 1988 and subsequently graduated from China Three Gorges University (三峽大學), the PRC, with a major in law in 2006. Mr. Dong obtained an EMBA from The Hong Kong University of Science and Technology, Hong Kong in 2015. Mr. Dong joined Sinopec Engineering Incorporation (SEI) in 1988, where he engaged in project management and served as the design or EPC general contracting project manager and construction manager for a number of petrochemical projects. From 2001 to 2005, he participated in the project construction of the 800-kt ethylene integration plant of CNOOC and Shell Petrochemicals Company Limited (CSPC) Nanhai Petrochemicals, which features the highest standards to date, and served successively as the deputy general project manager, deputy general whole-plant construction manager, and government relations and approval manager for the project management company (PCM) BSF China Company Limited, a PCM comprising three internationally renowned engineering companies: BECHTEL (USA), FOSTER WHEELER (UK), and SEI (China). Mr. Dong has over 31 years' experience in the petrochemicals industry.

Mr. Dong has entered into a service contract with the Company for a term of three years commencing from 13 January 2020, which shall continue thereafter unless terminated by not less than six months' written notice.

Mr. Dong is entitled to a director's fee of HK\$30,000 per month and an additional monthly remuneration of RMB94,600 (which 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 duties and the Company's earnings. The remuneration of Mr. Dong is determined with reference to his duties, responsibilities and experience, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Dong is interested in 2,440,000 Shares within the meaning of Part XV of the SFO. Save as aforesaid, Mr. Dong does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.



Mr. Feng Guohua (馮國華), aged 52, joined our Company as an independent non-executive Director on 28 December 2015. Mr. Feng has over 25 years of experience in information technology and management of consultancy services. Mr. Feng has extensive international exposure and experience in providing consulting services to multinational companies, state-owned enterprises and private enterprises.

Mr. Feng is currently served as an executive director and the Chief Executive Officer of Man Wah Holdings Limited (Stock code: 01999.HK), which is listed on the Main Board of the Stock Exchange, and he is also an independent director of Shanghai Jahwa United Co., Ltd. (Stock code: 600315.SH), (which is listed on Shanghai Stock Exchange).

Prior to that, Mr. Feng had served as general Manager of The Greater China Corporate Services Department of Microsoft (China) (“**Microsoft**”) from April 2016 to September 2020. Before he joined Microsoft, he had also been a Vice President and the managing partner at IBM Global Business Consulting Services Department.

Mr. Feng graduated from the University of Science and Technology of China in 1990 with a Bachelor’s degree which majors in economic management and minors in computer application software. Mr. Feng also completed the Advanced Management program of Harvard Business School in 2009.

Mr. Feng has entered into a letter of appointment with the Company for a term of three years commencing from 28 December 2018 unless terminated by three months’ written notice or in certain circumstances in accordance with the terms of the letter of appointment.

Mr. Feng is entitled to a director’s fee of HK\$240,000 per annum, which is determined with reference to his duties, responsibilities and experience, and prevailing market conditions.

As at the Latest Practicable Date, Mr. Feng holds share options involving 1,000,000 Shares. Save as aforesaid, Mr. Feng does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Yan Shaochun (閆少春), aged 56, joined our Company as an executive Director and the Chief Executive Officer of the Group on 5 February 2021. Mr. Yan has approximately 35 years of experience in oil refining, petrochemical, coal-to-chemicals and other energy chemical industries. Prior to joining our Group, Mr. Yan served as the general manager of Wood Zone Co., Ltd. from 2019 to 2021, the deputy director of the engineering department at Sinopec Group from 2017 to 2018, an executive director and the general manager of Sinopec Engineering (Group) Co., Ltd. from 2012 to 2017, the general manager of Luoyang Petrochemical Engineering Corporation Ltd. from 2004 to 2012, the deputy general manager of Sinopec Engineering Incorporation from 1998 to 2004 and various other positions within the Sinopec Group from 1986 to 1998. Mr. Yan obtained a bachelor degree in engineering and majored in petroleum refining from Fushun Petroleum Institute in 1986 and completed the Advanced Management Program of Harvard Business School in 2005. Mr. Yan is a professor-level senior engineer in oil refining and petrochemical specialty and is a registered senior project manager and a registered chemical engineer in the PRC.

Mr. Yan has entered into a service contract with the Company for an initial term of three years commencing from 5 February 2021, which shall continue thereafter unless terminated by not less than six months' written notice.

Mr. Yan's current monthly salary is RMB220,000 (which is subject to annual review by the Board and the Remuneration Committee) and he is also entitled to a discretionary bonus each year of up to four times of his monthly salary 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. Yan has been determined with reference to his duties, responsibilities and experience, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yan holds share options involving 30,000,000 Shares. Save as aforesaid, Mr. Yan does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zheng Shifeng (鄭世鋒), aged 53, is a senior vice president of our Group and was appointed as an executive Director of our Company on 1 September 2020. He is responsible for the execution of domestic and overseas projects undertaken and rendering global customer services with high-quality delivery as the core. Mr. Zheng graduated from Hefei University of Technology (合肥工業大學) with a major in welding technology and equipment in 1990 and obtained a bachelor's degree in engineering. He has been engaging in the project management in the petrochemicals, coal-to-chemicals and natural gas chemical industries and gained extensive experience. He holds the title of senior engineer and the qualification of registered qualification certificate professional constructor of electrical and mechanical engineering in the PRC (國家註冊機電工程專業一級建造師). He also obtained an EMBA degree from China Europe International Business School (中歐國際工商學院). From 1996 to 2004, he worked as a project manager in the engineering department of Sinopec Qilu Petrochemical Corporation. Mr. Zheng joined our Group in 2004 and has successively served as the deputy manager and the general manager of the Project Management Department, as well as the vice president of our Group. Mr. Zheng has 30 years' experience in the petrochemicals industry.

Mr. Zheng has entered into a service contract with the Company for an initial term of three years commencing from 1 September 2020, which shall continue thereafter unless terminated by not less than six months' written notice.

Mr. Zheng's current monthly salary is RMB120,700 (which 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. Zheng has been determined with reference to his duties, responsibilities and experience, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zheng holds 2,250,000 Shares. Save as aforesaid, Mr. Zheng 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 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.

**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 Wednesday, 16 June 2021 at 3:00 p.m. at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, 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 (the “**Director(s)**”) and the auditors (the “**Auditors**”) of the Company and its subsidiaries for the year ended 31 December 2020.
2.
  - (a) To re-elect Mr. Liu Hongjun as a non-executive Director;
  - (b) To re-elect Mr. Dong Hua as an executive Director;
  - (c) To re-elect Mr. Feng Guohua as an independent non-executive Director;
  - (d) To re-elect Mr. Yan Shaochun as an executive Director;
  - (e) To re-elect Mr. Zheng Shifeng as an executive Director; and
  - (f) 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, 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 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.”
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

**Wison Engineering Services Co. Ltd.**

**Yan Shaochun**

*Executive Director and Chief Executive Officer*

Hong Kong, 26 April 2021

*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 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 3:00 p.m. on Monday, 14 June 2021) or any adjournment 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 Thursday, 10 June 2021 to Wednesday, 16 June 2021 (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 Wednesday, 16 June 2021 at 3:00 p.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, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 9 June 2021.