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WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

NOTICE OF ADJOURNED SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an adjourned special general meeting (the “**Adjourned SGM**”) of Wang On Group Limited (宏安集團有限公司)* (the “**Company**”) will be held at 20/F., Alexandra House, 18 Chater Road, Central, Hong Kong on Tuesday, 31 December 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the (i) conditional voluntary partial cash offer to be made by Kingston Securities Limited (“**Kingston Securities**”) on behalf of Goal Success Investments Limited (“**Offeror**”), an indirect wholly-owned subsidiary of Wai Yuen Tong Medicine Holdings Limited (“**WYT**”, a non wholly-owned subsidiary of the Company), to the shareholders of China Agri-Products Exchange Limited (“**CAP**”) to acquire such number of ordinary shares of HK\$0.01 each in the issued share capital of CAP (“**CAP Shares**”) which would result in the Offeror and parties acting in concert with it holding a maximum of 75% of the CAP Shares in issue (the “**Partial Share Offer**”); and (ii) conditional voluntary partial cash offer to be made by Kingston Securities on behalf of the Offeror to the holders of the 7.5% convertible notes due 2021 issued by CAP on 19 October 2016 (the “**Convertible Notes**”) to acquire a maximum of 54.83% of the outstanding principal amount of the Convertible Notes subject to adjustment in the event of a change in the issued share capital of CAP (the “**Partial CN Offer**”, and together with the Partial Share Offer, the “**Partial Offers**”), the details of which are set out in the announcement dated 26 September 2019 jointly issued by the Company, the Offeror, WYT, CAP and Easy One Financial Group Limited, and the transactions contemplated thereunder, be and are hereby approved and confirmed; and

* For identification purpose only

- (b) any director of the Company be and is authorised to take, on behalf of the Company, all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Partial Offers and the transactions contemplated thereunder.”

By Order of the board of
WANG ON GROUP LIMITED
(宏安集團有限公司)*
Mak Yuen Ming, Anita
Company Secretary

Hong Kong, 11 December 2019

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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business in Hong Kong:*
Suite 3202, 32/F., Skyline Tower
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Notes:

1. Detailed information regarding the resolution to be proposed at the Adjourned SGM is contained in the Company’s circular dated 11 November 2019, as supplemented by the Company’s circular dated 11 December 2019 (the “**Supplemental Circular**”).
2. The special general meeting of the Company (the “**Original SGM**”) was held on 27 November 2019. As a result of the supplemental information disclosed in the Supplemental Circular, the Original SGM was adjourned for re-convening on Tuesday, 31 December 2019, as notified to members of the Company under this notice.
3. A second form of proxy (the “**Second Proxy Form**”) containing the resolution to be proposed at the Adjourned SGM is enclosed with the Supplemental Circular. Please refer to the sections headed “Notice of the Adjourned SGM” and “Second Proxy Form” on pages 7 and 8 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
4. Please refer to the notice of the Original SGM for details on the eligibility for attending the Adjourned SGM, proxy and other relevant matters.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas; and three independent non-executive Directors, namely Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justin and Mr. Siu Kam Chau.

* *For identification purpose only*