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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Wang On Group Limited (宏安集團有限公司)\* (the “**Company**”) will be held at Room 901-905, 9/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Monday, 11 October 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **ORDINARY RESOLUTION**

(1) “**THAT:**

- (a) the entering into of the formal agreement dated 16 September 2021 (the “**Formal Agreement**”) among (i) Fession Group Limited (the “**Vendor**”), an indirect wholly-owned subsidiary of Wang On Properties Limited 宏安地產有限公司 (“**WOP**”, a listed 75%-owned subsidiary of the Company) as the vendor, (ii) O.M. Management Limited (the “**Purchaser**”), as the purchaser, and (iii) WOP, as the vendor’s guarantor (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification purpose) in relation to the sale and purchase of one issued ordinary share of Stadium Holdings Limited (the “**Target Company**”), representing the entire issued share capital of the Target Company, and the shareholder’s loan owing by the Target Company to the Vendor for a total consideration of HK\$515 million (subject to adjustment) (the “**Disposal**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company (the “**Director**”) be and is hereby authorised to do all such acts and things as the Director in his/her sole and absolute discretion deems necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Disposal, and the Formal Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**WANG ON GROUP LIMITED**  
(宏安集團有限公司)\*  
**Cheung Chin Wa Angus**  
*Company Secretary*

Hong Kong, 23 September 2021

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business:*

*in Hong Kong:*  
Suite 3202, 32/F., Skyline Tower  
39 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

*Notes:*

1. A form of proxy for use at the SGM is enclosed.
2. The register of members of the Company will be closed from Wednesday, 6 October 2021 to Monday, 11 October 2021 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the SGM or any adjourned meeting thereof (as the case may be), all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m., on Tuesday, 5 October 2021.
3. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one proxy or, if such member is a holder of more than one share of the Company, more than one proxy to attend and to vote in his/her stead. A proxy need not be a member of the Company.

4. In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
5. Completion and delivery of the form of proxy will not preclude members from attending and voting at the SGM or any adjournment thereof (as the case may be) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any shares of the Company, any one of such holders may vote at the SGM either personally or by proxy in respect of such shares as if he/she was solely entitled thereto provided that if more than one of such joint holders be present at the SGM whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint holder.
7. The above resolutions will be voted by way of a poll at the SGM.

*As at the date of this announcement, the board of Directors comprises three executive Directors, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Ms. Stephanie; and three independent non-executive Directors, namely Mr. Wong Chun, Justein, Mr. Siu Kam Chau and Mr. Chan Yung.*

*\* For identification purpose only*