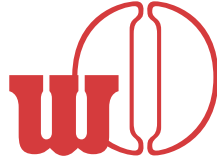


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WANG ON GROUP LIMITED

(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 (the “**Company**”) will be held as a combination of a physical meeting at Suite 3202, 32/F., Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong and an online virtual meeting via electronic facilities on Tuesday, 10 May 2022 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

(1) “**THAT:**

- (a) the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) (each as defined in the circular of the Company dated 20 April 2022 of which this notice forms part (the “**Circular**”)) (a copy of which has been produced in this meeting and marked “A” and “B” respectively and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof 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 to implement, give effect to and/or complete the Disposal and the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) (each as defined in the Circular) 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, 20 April 2022

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, 4 May 2022 to Tuesday, 10 May 2022 (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 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 for registration not later than 4:30 p.m., on Tuesday, 3 May 2022.

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 stead. A proxy need not be a member of the Company. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of this notice, the Company strongly encourages members to exercise their rights to attend and vote at the Meeting via electronic facilities, if a member (other than those who are required to attend the SGM physically to form a quorate meeting) wishes to vote on any resolution at the SGM by proxy, he/she/it should complete the proxy form and is strongly encouraged to appoint the chairman of the SGM as his proxy to exercise his/her/its right to vote at the SGM in accordance with his/her/its instructions.
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, or submitting the proxy form electronically at <https://spot-meeting.tricor.hk/#/258> in accordance with the instructions printed on the accompanying notification letter, in each case, as soon as practicable and in any event no later than 11:30 a.m. (Hong Kong time) on Sunday, 8 May 2022, or 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) via electronic facilities 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/it 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.
8. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the SGM arrangements at short notice. Members should check the Company’s website (www.wangon.com) or the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) for future announcements and update on the SGM arrangement.

As at the date of this announcement, the Board 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*

SPECIAL ARRANGEMENTS FOR THE SGM

The Company does not in any way wish to diminish the opportunity available to members to exercise their rights and to vote, but is conscious of the need to protect the SGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the SGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company would be adapting the arrangements for the SGM to minimise attendance in person, while still enabling members to vote and ask questions. Details of the special arrangements for the SGM are set out below.

ATTENDING THE SGM BY MEANS OF ELECTRONIC FACILITIES

The SGM will be a hybrid meeting. The SGM will be held with the minimum number of persons present as is required under the Bye-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are members and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the SGM.

Given the above reasons, **No other member, proxy or corporate representative should attend the SGM in person.** Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the Meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the SGM.

The Company strongly encourages members to attend, participate and vote at the SGM through online access by visiting the Tricor e-Meeting System provided by the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited. Members participating in the SGM using the Tricor e-Meeting System will also be counted towards the quorum and they will be able to view the live broadcast, cast their vote and submit questions through the Tricor e-Meeting System.

The Tricor e-Meeting System permits a “split vote” on a resolution, in other words, a shareholder casting his/her/its votes through the Tricor e-Meeting System does not have to vote all of his/her/its shares in the same way (“For” or “Against”). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the Tricor e-Meeting System are irrevocable once the votes have been casted. The Tricor e-Meeting System will be opened for registered members and non-registered members (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the SGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer. Members should allow ample time to check into the Tricor e-Meeting System to complete the related procedures. Please refer to the Online Meeting User Guide in relation to the procedures of the online meeting at <https://spot-emeeting.tricor.hk/#/258>.

Registered members

Registered members will be able to attend the SGM, vote and submit questions online through the Tricor e-Meeting System. Each registered member’s personalised username and password will be sent to him/her/it under separate letter.

Non-registered members

Non-registered members whose shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to attend the SGM, vote and submit questions online through the Tricor e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the SGM; and
- (ii) provide their email address(es) to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the SGM arrangements including login details to access the Tricor e-Meeting System will be sent by the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, to the email address(es) of the non-registered members provided by the Intermediary. Any non-registered member who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 11:30 a.m. (Hong Kong time) on Monday, 9 May 2022 should reach out to Tricor Tengis Limited for assistance. Without the login details, non-registered members will not be able to participate and vote using the Tricor e-Meeting System. Non-registered members should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

Registered and non-registered members should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the SGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

QUESTIONS AT AND PRIOR TO THE SGM

Members attending the SGM using the Tricor e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the SGM. Members can also send their questions by email to the Company via pr@wangon.com before the SGM. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the SGM and may decide, at their discretion, which questions to respond to.

APPOINTMENT OF PROXY

Members are encouraged to submit their completed proxy forms and appoint the chairman of the SGM as their proxy well in advance of the SGM. Return of a completed proxy form will not preclude members from attending and voting by means of electronic facilities at the SGM or any adjournment thereof should they subsequently so wish. Members are requested (a) to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) to submit the proxy form electronically at <https://spot-meeting.tricor.hk/#/258> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible but in any event no later than 11:30 a.m. (Hong Kong time) on Sunday, 8 May 2022, or not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Registered members submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the chairman of the SGM) for the proxy to receive the username and password to participate the online virtual meeting via the Tricor e-Meeting System.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the SGM arrangements at short notice. Members are advised to check the latest announcements published by the Company for future updates on the SGM arrangements.