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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 hybrid special general meeting (the “**SGM**”) of Wang On Group Limited (the “**Company**”) will be held as a combination of a physical meeting at 2102, 21/F., World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong and an online virtual meeting via Tricor e-Meeting System on Monday, 6 March 2023 at 11:00 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 Shareholders’ Agreement and the JV Formation (both as defined in the circular of the Company dated 17 February 2023 of which this notice forms part (the “**Circular**”)) (a copy of which has been produced in this meeting and marked “A” 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 Shareholders’ Agreement and the JV Formation (both 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)*¹
Cheung Chin Wa Angus
Company Secretary

Hong Kong, 17 February 2023

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, 1 March 2023 to Monday, 6 March 2023 (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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m., on Tuesday, 28 February 2023.
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, the Company strongly encourages members to exercise their rights to attend and vote at the Meeting via Tricor e-Meeting System, if a member 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.

* For identification purpose only

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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or submitting the proxy form electronically at <https://spot-meeting.tricor.hk/#/288> 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 11:00 a.m. (Hong Kong time) on Saturday, 4 March 2023, 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 in person or online via Tricor e-Meeting System 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/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. The Company will conduct a hybrid SGM using Tricor e-Meeting System, which allows its shareholders to participate the SGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the SGM via their smartphones, tablet, or computers. The live broadcast option can also broaden the reach of the SGM to the shareholders who do not wish to attend physically, or for other overseas Shareholders who are unable to attend in person.
9. For online voting at the SGM, Shareholders can refer to the letter regarding the Tricor e-Meeting System which will be despatched later and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries, please contact the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
10. Shareholders who wish to attend the SGM and exercise their voting rights can do so in one of the following ways:
 - (1) attending the SGM in person; or
 - (2) attending the SGM via Tricor e-Meeting System which enables live streaming and interactive platform for Q&A and submit their voting online; or
 - (3) appointing chairman of the SGM or other persons as your proxy to vote on your behalf. Your proxy's authority and instruction will be revoked if you attend and vote in person at the SGM or via Tricor e-Meeting system; or

- (4) for corporate shareholders who wish to attend the SGM and to vote online, please contact the Company's Hong Kong branch share registrar at (852) 2975 0928 or email to emeeting@hk.tricorglobal.com on or before Wednesday, 1 March 2023 for arrangement; or
 - (5) non-registered holders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the SGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) (collectively the “**Intermediary**”) and instruct the intermediary to appoint you as proxy or corporate representative to attend and vote via Tricor e-Meeting System at the SGM and in doing so, you will be asked to provide your email address. Details regarding the Tricor e-Meeting System including the login details will be emailed to you by the Company's branch share registrar in Hong Kong, Tricor Tengis Limited.
11. 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 of directors of the Company comprises Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Ms. Stephanie as executive directors, and Mr. Wong Chun, Justein, Mr. Siu Kam Chau and Mr. Chan Yung as independent non-executive directors.