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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)

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE DISPOSAL OF SALE INTEREST
IN HONG JING LOGISTICS**

THE MEGA DAY AGREEMENT AND THE TOP LEVEL AGREEMENT

The Board is pleased to announce that on 1 April 2010, Mega Day, as the vendor, entered into the Mega Day Agreement with LJT, as the purchaser, pursuant to which, Mega Day has agreed to dispose of, and LJT has agreed to acquire, the MD Sale Interest, representing 40% equity interest in Hong Jing Logistics, at a consideration of RMB63,541,638. Within 14 days from the date of the Mega Day Agreement, the parties to the Mega Day Agreement shall enter into relevant legal documents necessary for implementation of the MD Disposal.

On the same date, Top Level, as the vendor, entered into the Top Level Agreement with ZQ, as the purchaser, pursuant to which, Top Level has agreed to dispose of, and ZQ has agreed to acquire, the TL Sale Interest, representing 10% equity interest in Hong Jing Logistics, at a consideration of RMB15,885,409. Within 14 days from the date of the Top Level Agreement, the parties to the Top Level Agreement shall enter into relevant legal documents necessary for implementation of the TL Disposal.

GENERAL

The entering into of the Mega Day Agreement and the Top Level Agreement by Mega Day and Top Level, respectively, on an aggregate basis, constitutes a discloseable transaction for the Company under the Listing Rules.

* *For identification purpose only*

INTRODUCTION

The Board is pleased to announce that on 1 April 2010, Mega Day, as the vendor, entered into the Mega Day Agreement with LJT, as the purchaser, pursuant to which, Mega Day has agreed to dispose of, and LJT has agreed to acquire, the MD Sale Interest, representing 40% equity interest in Hong Jing Logistics, at a consideration of RMB63,541,638.

On the same date, Top Level, as the vendor, entered into the Top Level Agreement with ZQ, as the purchaser, pursuant to which, Top Level has agreed to dispose of, and ZQ has agreed to acquire, the TL Sale Interest, representing 10% equity interest in Hong Jing Logistics, at a consideration of RMB15,885,409.

The principal terms of the Mega Day Agreement and the Top Level Agreement are set out below:

THE MEGA DAY AGREEMENT

Date

1 April 2010

Parties

- (1) Mega Day as the vendor, which is principally engaged in investment holding; and
- (2) LJT as the purchaser, which is principally engaged in the operation and management of agricultural wholesaling marketplace in Changzhou, the PRC

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, LJT and its ultimate beneficial owners are third parties independent of and not connected with the Company and connected persons of the Company.

Assets to be disposed

The assets to be disposed of are the MD Sale Interest, representing 40% equity interest in Hong Jing Logistics.

Consideration

The total consideration (the "**MD Consideration**") for the MD Disposal is RMB63,541,638 and was determined at arm's length negotiation by the parties to the Mega Day Agreement with reference to the unaudited net asset value of Hong Jing Logistics as at 31 December 2009.

Payment terms

The MD Consideration shall be paid by LJT to Mega Day in cash in the following manners:

- (i) RMB3,000,000, representing approximately 4.7% of the MD Consideration, shall be paid on the next day after entering into the relevant share transfer agreement(s) (the “**MD Share Transfer Agreement(s)**”) in relation to the MD Disposal;
- (ii) RMB16,000,000, representing approximately 25.2% of the MD Consideration, shall be paid within 10 business days from the date of the MD Share Transfer Agreement(s);
- (iii) RMB23,541,638, representing approximately 37.1% of the MD Consideration, shall be paid within six months from the date of the MD Share Transfer Agreement(s); and
- (iv) RMB21,000,000, representing approximately 33.0% of the MD Consideration, shall be paid no later than 31 January 2011.

Others

Within 14 days from the date of the Mega Day Agreement, the parties to the Mega Day Agreement shall enter into relevant legal documents, including, among others, the MD Share Transfer Agreement(s), necessary for implementation of the MD Disposal.

THE TOP LEVEL AGREEMENT

Date

1 April 2010

Parties

- (1) Top Level as the vendor, which is principally engaged in investment holding; and
- (2) ZQ as the purchaser, which is principally engaged in asset management

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, ZQ and its ultimate beneficial owners are third parties independent of and not connected with the Company and connected persons of the Company.

Assets to be disposed

The assets to be disposed of are the TL Sale Interest, representing 10% equity interest in Hong Jing Logistics.

Consideration

The total consideration (the “**TL Consideration**”) for the TL Disposal is RMB15,885,409 and was determined at arm’s length negotiation by the parties to the Top Level Agreement with reference to the unaudited net asset value of Hong Jing Logistics as at 31 December 2009.

Payment terms

The TL Consideration shall be paid by ZQ to Top Level in cash in the following manners:

- (i) RMB750,000, representing approximately 4.7% of the TL Consideration, shall be paid on the next day after entering into the relevant share transfer agreement(s) (the “**TL Share Transfer Agreement(s)**”) in relation to the TL Disposal;
- (ii) RMB4,000,000, representing 25.2% of the TL Consideration, shall be paid within 10 business days from the date of the TL Share Transfer Agreement(s);
- (iii) RMB5,885,409, representing approximately 37.1% of the TL Consideration, shall be paid within six months from the date of the TL Share Transfer Agreement(s); and
- (iv) RMB5,250,000, representing approximately 33.0% of the TL Consideration, shall be paid no later than 31 January 2011.

Others

Within 14 days from the date of the Top Level Agreement, the parties to the Top Level Agreement shall enter into relevant legal documents, including, among others, the TL Share Transfer Agreement(s), necessary for implementation of the TL Disposal.

REASONS FOR AND BENEFITS OF THE MD DISPOSAL AND THE TL DISPOSAL AND USE OF PROCEEDS

The Group is principally engaged in property investment and development, management and sub-licensing of wet markets in Hong Kong and the PRC, management and sub-licensing shopping centers and management of agricultural by-products wholesaling business in Hong Kong. It also has interests in the pharmaceutical business through its investments in Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司*), a company listed on the main board of the Stock Exchange.

The Board considers that the entering into of the Mega Day Agreement and the Top Level Agreement would provide a good opportunity for the Company to realise its investment in Hong Jing Logistics.

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The net proceeds (after the estimated expenses in relation to the MD Disposal and the TL Disposal) from the MD Disposal and the TL Disposal are expected to be approximately RMB79.3 million, which will be used for new investments when attractive opportunities arise within the scope of the principal business of the Group. The Company has not yet identified any appropriate investment opportunities as of the date of this announcement.

Upon completion of the MD Disposal and the TL Disposal, the Company is expected to record a gain of approximately HK\$9,600,000 million based on the MD Consideration and the TL Consideration and the unaudited net asset value of Hong Jing Logistics as at 31 December 2009 attributable to the Group, which amount is subject to the net asset value of Hong Jing Logistics on the completion date of the MD Disposal and the TL Disposal.

The Directors consider that the terms of the Mega Day Agreement and the Top Level Agreement are on normal commercial terms and fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON HONG JING LOGISTICS

Hong Jing Logistics is a sino-foreign joint venture and established under the laws of the PRC on 15 May 2007 and is principally engaged in operation of agricultural produce exchange.

As at the date of this announcement, the Company held an aggregate interest of 50% in Hong Jing Logistics through Mega Day as to 40% and Top Level as to 10%, respectively, and the remaining 50% interest in Hong Jing Logistics were held by LJT as to 40% and ZQ as to 10%, respectively. Hong Jing Logistics is accounted for as an associated company of the Company.

Based on the unaudited management accounts of Hong Jing Logistics for the year ended 31 December 2009 prepared in accordance with the Generally Accepted Accounting Principles of the PRC, Hong Jing Logistics had unaudited consolidated net asset value of approximately RMB144.82 million and unaudited consolidated total assets of approximately RMB155.86 million as at 31 December 2009. Hong Jing Logistics has not recorded any revenue since its incorporation.

Upon completion of the MD Disposal and the TL Disposal, the Company will cease to have any direct or indirect interest in Hong Jing Logistics.

GENERAL

The entering into of the Mega Day Agreement and the Top Level Agreement by Mega Day and Top Level, respectively, on an aggregate basis, constitutes a discloseable transaction for the Company under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of the Directors
“Company”	Wang On Group Limited (宏安集團有限公司)*, an exempted company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Jing Logistics”	常州凌家塘宏進物流發展有限公司, a company established in the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LJT”	常州凌家塘投資發展有限公司, a company established in the PRC
“MD Disposal”	disposal of the MD Sale Interest by Mega Day to LJT pursuant to the Mega Day Agreement
“MD Sale Interest”	40% equity interest in Hong Jing Logistics held by Mega Day
“Mega Day”	Mega Day Limited, a company incorporated in Hong Kong and an indirectly wholly-owned subsidiary of the Company as at the date of this announcement
“Mega Day Agreement”	the framework agreement dated 1 April 2010 entered into between Mega Day and LJT in respect of the MD Disposal
“PRC”	the People’s Republic of China and for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“TL Disposal”	disposal of the TL Sale Interest by Top Level to ZQ pursuant to the Top Level Agreement
“TL Sale Interest”	10% equity interest in Hong Jing Logistics held by Top Level
“Top Level”	Top Level Limited, a company incorporated in Hong Kong and an indirectly wholly-owned subsidiary of the Company as at the date of this announcement
“Top Level Agreement”	the framework agreement dated 1 April 2010 entered into between Top Level and ZQ in respect of the TL Disposal
“ZQ”	常州市武進鄒區實業總公司, a company established in the PRC
“%”	per cent.

By Order of the Board
WANG ON GROUP LIMITED
(宏安集團有限公司)*
Chan Chun Hong, Thomas
Managing Director

Hong Kong, 1 April 2010

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

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