



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Wang On Group Limited

Date Submitted 01/02/2011

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>1222</u> Description : _____			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>8,000,000,000</u>	<u>0.05</u>	<u>400,000,000</u>
Increase/(decrease)	_____	_____	_____
Balance at close of the month	<u>40,000,000,000</u> (Remark)	<u>0.01</u>	<u>400,000,000</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*) : 400,000,000

**II. Movements in Issued Share Capital**

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	3,262,467,540	N/A	N/A	N/A
Increase/ (decrease) during the month	(2,609,974,032) (Remark)	N/A	N/A	N/A
Balance at close of the month	652,493,508 (Remark)	N/A	N/A	N/A

**III. Details of Movements in Issued Share Capital**

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled/ Lapsed	Adjusted		
1. Exercise price of HK\$7.4500 <sup>#</sup> per share under share option scheme adopted on 03/05/2002 ordinary shares (Note 1)	0	0	0	(22,493,416) <sup>#</sup>	0	5,623,354 <sup>#</sup>
2. Exercise price of HK\$8.7310 <sup>#</sup> per share under share option scheme adopted on 03/05/2002 ordinary shares (Note 1)	0	0	0	(516,431) <sup>#</sup>	0	129,107 <sup>#</sup>
3. Exercise price of HK\$1.4115 <sup>#</sup> per share under share option scheme adopted on 03/05/2002 ordinary shares (Note 1)	0	0	0	(1,178,227) <sup>#</sup>	0	294,557 <sup>#</sup>
4. Exercise price of HK\$0.8100 <sup>#</sup> per share under share option scheme adopted on 03/05/2002 ordinary shares (Note 1)	0	0	0	(12,160,000) <sup>#</sup>	0	3,040,000 <sup>#</sup>
<sup>#</sup> Upon the capital reorganisation (as detailed in the Company's circular dated 4 January 2011) becoming effective on 27 January 2011, the exercise prices of the share options and the number of shares otherwise to be allotted and issued upon exercise of the subscription rights attaching to the outstanding share options were adjusted.						
Total A. (Ordinary shares)					0	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)					0	

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
2.						
( / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.						
( / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.						
( / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
Total B.				(Ordinary shares)	<u>N/A</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (    /    /    )						
2.						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (    /    /    )						
3.						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (    /    /    )						
4.						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (    /    /    )						
					Total C. (Ordinary shares)	N/A
					(Preference shares)	N/A
					(Other class)	N/A

under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. As disclosed in the Company's Prospectus dated 28 January 2011 (the "Prospectus"), subject to fulfillment of certain conditions, the Company will issue and allot 5,219,948,064 rights shares (the "Rights Shares") by way of Rights Issue in the proportion of eight Rights Shares for every one adjusted share.</p> <p>( 27/ 01/ 2011 ) shares (Note 1)</p>	0	5,219,948,064
<p>2. As disclosed in the Prospectus, subject to fulfillment of certain the conditions, the Company will issue and allot 652,493,508 bonus shares (the "Bonus Shares") in proportion of one bonus share for every eight Rights Shares.</p> <p>( 27/ 01/ 2011 ) shares (Note 1)</p>	0	652,493,508
<p>3.</p> <p>( / / ) shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>0</p> <p>N/A</p> <p>N/A</p>	

## Other Movements in Issued Share Capital

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue At price : State currency _____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) SGM approval date: ( / / ) (dd/mm/yyyy)	_____
2.	Open offer At price : State currency _____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____
3.	Placing At price : State currency _____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) AGM approval date: ( / / ) (dd/mm/yyyy)	_____
4.	Bonus issue	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) SGM approval date: ( / / ) (dd/mm/yyyy)	_____

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend At price : State currency _____	Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : ( / / ) EGM approval date: ( / / )	_____
6.	Repurchase of shares	Class of shares repurchased (Note 1) <u>N/A</u> Cancellation date : ( / / ) EGM approval date: ( / / )	_____
7.	Redemption of shares	Class of shares redeemed (Note 1) <u>N/A</u> Redemption date : ( / / ) EGM approval date: ( / / )	_____
8.	Consideration issue At price : State currency _____	Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : ( / / ) EGM approval date: ( / / )	_____



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation	Class of shares issuable <u>Ordinary</u> <i>(Note 1)</i>  Issue and allotment date : ( / / ) (dd/mm/yyyy)  SGM approval date: (27/01/2011) (dd/mm/yyyy)	_____ (2,609,974,032) _____ 0
10.	Other (Please specify)	Class of shares issuable <u>N/A</u> <i>(Note 1)</i>  At price : State currency _____ Issue and allotment date : ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	_____ _____ _____
Total E.		(Ordinary shares) <u>(2,609,974,032)</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>	_____ _____ _____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(2,609,974,032)
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

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Capital Reorganisation (as detailed in the Company's Circular dated 4 January 2011) became effective on 27 January 2011.

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Submitted by: Mak Yuen Ming, Anita

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*