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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Wang On Group Limited (宏安集團有限公司)*, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**MAJOR TRANSACTION IN RELATION TO
LOAN ADVANCE TO PNG RESOURCES HOLDINGS LIMITED
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM (as defined in this circular) to be held at 44/F., Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Monday, 25 July 2011 at 4:30 p.m. is set out on pages 24 to 25 of this circular. Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but 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). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise specifies, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 9 June 2011 in respect of an advance of the Loan Facility by the Lender to the Borrower pursuant to the Loan Agreement
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Availability Period”	during the period commencing upon satisfaction or waiver of all conditions set out under the paragraph headed “Conditions of the Loan Agreement” in the section “The Loan Agreement” in this circular and expiring on 30 September 2011
“Board”	the board of Directors
“Borrower”	PNG Resources Holdings Limited PNG資源控股有限公司 (formerly and then known as “LeRoi Holdings Limited 利來控股有限公司”), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed and traded on the main board of the Stock Exchange (Stock Code: 221)
“Brightest Investments”	Brightest Investments Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and is indirectly wholly-owned by the Borrower as of the Latest Practicable Date
“Bye-laws”	the bye-laws of the Company
“CAP”	China Agri-Products Exchange Limited 中國農產品交易有限公司, an exempted company incorporated in Bermuda with limited liability and the shares of which are listed and traded on the main board of the Stock Exchange (Stock Code: 149)
“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 and traded on the main board of the Stock Exchange (Stock Code: 1222)
“Director(s)”	the director(s) of the Company
“Golden Maker”	Golden Maker Investment Limited, an investment holding company incorporated in Hong Kong with limited liability and is indirectly wholly-owned by the Borrower as of the Latest Practicable Date

* For identification purpose only

DEFINITIONS

“Golden Maker Share Charge”	the deed of share charge to be executed by Brightest Investments by way of a first legal charge of all its rights, title and interest in 10,000 shares in the capital of Golden Maker which is beneficially owned by Brightest Investments in favour of the Lender
“Group”	the Company together with its subsidiaries and jointly-controlled entity
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholder(s)”	the Shareholders other than WYT and its associates
“Jumbo Sun”	Jumbo Sun Investments Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and is indirectly wholly-owned by the Borrower as of the Latest Practicable Date
“Latest Practicable Date”	4 July 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Lender”	Fully Finance Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and is indirectly wholly-owned by the Company as of the Latest Practicable Date
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the loan agreement entered into between the Lender and the Borrower on 7 June 2011 in relation to the advance of the Loan Facility
“Loan Facility”	a loan facility of not exceeding the sum of HK\$135 million granted by the Lender to the Borrower pursuant to the Loan Agreement
“Loyal Fame”	Loyal Fame International Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and is directly wholly-owned by the Borrower as of the Latest Practicable Date
“Onger Investments”	Onger Investments Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and is indirectly wholly-owned by the Borrower as of the Latest Practicable Date

DEFINITIONS

“Onger Investments Share Charge”	the deed of share charge to be executed by Loyal Fame by way of a first legal charge of all its rights, title and interest in one share in the capital of Onger Investments which is beneficially owned by Loyal Fame in favour of the Lender
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, Taiwan and the Macau Special Administrative Region of the People’s Republic of China
“Previous Loan Agreements”	five loan agreements dated 21 November 2008 (as amended by two supplemental loan agreements dated 14 January 2011 and 11 March 2011), 16 June 2009 (as amended by a supplemental loan agreement dated 11 March 2011), 4 November 2009 (as amended by a supplemental loan agreement dated 11 March 2011), 11 January 2010 and 11 March 2011, respectively, entered into between the Lender and the Borrower pursuant to which the Lender agreed to advance the Previous Loan Facilities to the Borrower
“Previous Loan Facilities”	five loans in the aggregate sum of HK\$170 million advanced by the Lender to the Borrower pursuant to the Previous Loan Agreements
“Repayment Date”	a three-year period from the date of drawdown
“Rights Issue”	the proposed issue of Rights Shares by way of rights issue to the qualifying shareholders of CAP for subscription on the terms as set out in the prospectus to be issued by CAP, details of which are set out in the announcement issued by CAP dated 9 June 2011
“Rights Shares”	the new shares of CAP proposed to be offered to the qualified shareholders for subscription pursuant to the Rights Issue
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held for the purpose of considering, and if thought fit, approving, among others, the Loan Agreement and the transaction(s) contemplated thereunder
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Share Charges”	collectively, the Golden Maker Share Charge, the Vast Time Share Charge and the Onger Investments Share Charge

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strengthen Investments”	Strengthen Investments Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and is indirectly wholly-owned by the Borrower as of the Latest Practicable Date
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules
“Underwriting Agreement”	the underwriting agreement dated 7 June 2011 entered into between CAP and an underwriter in relation to the Rights Issue, details of which are set out in the announcement issued by CAP dated 9 June 2011
“Vast Time”	Vast Time Limited, an investment holding company incorporated in Hong Kong with limited liability and is indirectly wholly-owned by the Borrower as of the Latest Practicable Date
“Vast Time Share Charge”	the deed of share charge to be executed by Strengthen Investments and Jumbo Sun by way of a first legal charge of all their rights, title and interest in an aggregate of 1,000 shares in the capital of Vast Time which is beneficially owned by Strengthen Investments and Jumbo Sun respectively in favour of the Lender
“WYT”	Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司*), an exempted company incorporated in Bermuda with limited liability and the shares of which are listed and traded on the main board of the Stock Exchange (Stock Code: 897)
“%”	per cent.

* For identification purpose only

LETTER FROM THE BOARD



WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

Executive Directors:

Mr. Tang Ching Ho (Chairman)

Ms. Yau Yuk Yin (Deputy Chairman)

Mr. Chan Chun Hong, Thomas (Managing Director)

Independent non-executive Directors:

Dr. Lee Peng Fei, Allen, *CBE, BS, FHKIE, JP*

Mr. Wong Chun, Justein, *BBS, MBE, JP*

Mr. Siu Yim Kwan, Sidney, *S.B.St.J*

Mr. Siu Kam Chau

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head office and

principal place of business:

5/F., Wai Yuen Tong Medicine Building

9 Wang Kwong Road

Kowloon Bay

Kowloon

Hong Kong

7 July 2011

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTION IN RELATION TO
LOAN ADVANCE TO PNG RESOURCES HOLDINGS LIMITED
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement dated 9 June 2011 in respect of, among others, the loan advance by the Lender to the Borrower pursuant to the Loan Agreement.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among others, (i) the details of the Loan Agreement and the Share Charges together with the Previous Loan Agreements; and (ii) the notice of the SGM to be convened and held for the purpose of considering and, if though fit, among others, approving the Loan Agreement and the transaction(s) contemplated thereunder.

THE LOAN AGREEMENT

Date	:	7 June 2011
Lender	:	Fully Finance Limited, an indirect wholly-owned subsidiary of the Company, is principally engaged in investment holding
Borrower	:	PNG Resources Holdings Limited
Loan Facility	:	Maximum of HK\$135 million
Availability Period	:	During the period commencing upon satisfaction or waiver of conditions set out under the paragraph of “Conditions of the Loan Agreement” in this circular and expiring on 30 September 2011

The Loan Agreement was entered into between the Borrower and the Lender on 7 June 2011, pursuant to which the Lender agreed to grant the Loan Facility to the Borrower. The Loan Facility is secured by the Share Charges and carries an interest rate of 8.0% per annum which was determined with reference to factors including, among others, (i) the 8.0% interest rate of the Previous Loan Facilities; (ii) the prevailing Hong Kong prime lending rate as quoted by The Hongkong and Shanghai Banking Corporation Limited (“HSBC”), being 5.0% per annum; and (iii) the financial position of the Borrower. The full principal amount of the Loan Facility and all outstanding interest thereon (if any) will be repayable by the Borrower no later than the Repayment Date. The full principal amount of the Loan Facility may be drawn down by the Borrower during the Availability Period. As at the Latest Practicable Date, no drawdown has been made under the Loan Facility.

THE PREVIOUS LOAN AGREEMENTS

The Lender has entered into five loans agreements with the Borrower between November 2008 and March 2011, details of which are as follow:

Agreement date	Loan amount <i>HK\$ (in million)</i>	Interest rate per annum (%)	Repayment due date	Duration of the loan
21 November 2008	40	8.0	14 March 2014 <i>(Note 1)</i>	5 years
16 June 2009	20	8.0	14 June 2014 <i>(Note 2)</i>	5 years
4 November 2009	10	8.0	2 November 2014 <i>(Note 3)</i>	5 years
11 January 2010	65	8.0	14 January 2013	3 years
11 March 2011	35	8.0	12 April 2014	3 years

LETTER FROM THE BOARD

Notes:

- (1) *The loan was made available to the Borrower by the Lender under the loan agreement dated 21 November 2008 which was amended by two supplemental loan agreements dated 14 January 2011 and 11 March 2011 respectively to extend the repayment date to 14 March 2014 and to increase the interest rate from 6% to 8% per annum.*
- (2) *The loan was made available to the Borrower by the Lender under the loan agreement dated 16 June 2009 which was amended by a supplemental loan agreement dated 11 March 2011 to extend the repayment date to 14 June 2014 and to increase the interest rate from 6% to 8% per annum.*
- (3) *The loan was made available to the Borrower by the Lender under the loan agreement dated 4 November 2009 which was amended by a supplemental loan agreement dated 11 March 2011 to extend the repayment date to 2 November 2014 upon its maturity date and to increase the interest rate from 6% to 8% per annum.*

As at the Latest Practicable Date, the Borrower is indebted to the Lender in aggregate of HK\$170 million under the Previous Loan Facilities. The loan facilities made on 21 November 2008, 16 June 2009 and 4 November 2009 originally carried an interest rate of 6.0% per annum which was determined at the time they were advanced with reference to the then prevailing market situation and subsequently amended by three supplemental loan agreements all dated 11 March 2011 to the said respective loan facilities to increase the interest rate to 8.0% per annum. The loan facilities made on 11 January 2010 and 11 March 2011 carry an interest rate of 8.0% which was determined at the time they were advanced with reference to (i) the then Hong Kong prime lending rate as quoted by HSBC, being 5.0% per annum; and (ii) the financial position of the Borrower.

As at the Latest Practicable Date, the Company holds an equity interest of approximately 9.15% in WYT, which is a substantial shareholder of the Borrower holding approximately 49.59% equity interest, which in turn is the major shareholder of CAP, holding approximately 3.32% of its entire issued share capital, and the Shareholder holding 2.16% equity interest. Furthermore, as at the Latest Practicable Date, the Company, through its wholly-owned subsidiary, holds approximately 0.52% and approximately 1.39% interest in the Borrower and CAP, respectively. As at the Latest Practicable Date, Mr. Tang Ching Ho, the chairman and an executive Director, is also the chairman and an executive director of WYT. Mr. Chan Chun Hong, Thomas, the managing Director, is also the managing director of WYT and the chairman and managing director/chief executive officer of the Borrower and CAP, respectively. Save for the foregoing, to the best of the knowledge, information and belief of the Directors after making all reasonable enquiries, the Borrower and its ultimate beneficial owners are third parties independent of and not connected with the Company, its connected persons (as defined under the Listing Rules) and its subsidiaries.

Conditions of the Loan Agreement

The drawdown of the Loan Facility under the Loan Agreement is conditional upon, among others, the following conditions having been fulfilled or waived (as the case may be):

- (1) the passing of the necessary resolution(s) by the shareholders of CAP (or, where applicable, the independent shareholders of CAP) at a special general meeting of CAP to approve, inter alia, the Rights Issue and the transactions contemplated thereunder;

LETTER FROM THE BOARD

- (2) the passing of the necessary resolution(s) by the shareholders of the Borrower (or, where applicable, the independent shareholders of the Borrower) at its extraordinary general meeting to approve, among others, the subscription of the Rights Shares (including excess application) under the Underwriting Agreement;
- (3) all representations and warranties made by the Borrower in the Loan Agreement shall be valid as of the drawdown date;
- (4) no event of default shall have occurred or potential event of default shall have occurred (or would be likely to occur as a result of the Loan Facility being made);
- (5) each of the Share Charges (details of which is set out below) between the respective chargors and chargee having been entered into; and
- (6) the passing by the Independent Shareholders of an ordinary resolution approving the transactions contemplated under the Loan Agreement.

Principal terms of the Share Charges

The Loan Facility is secured by the following Share Charges:

- (1) the Golden Maker Share Charge to be entered into between Brightest Investments as chargor and the Lender as chargee after fulfillment (or, waiver as the case may be) of the conditions set out in the “Conditions of the Loan Agreement” in this circular in which Brightest Investments will charge in favour of the Lender by way of a first legal charge over an aggregate of 10,000 shares of HK\$1.00 in the capital of Golden Maker, being the entire issued share capital of Golden Maker, which directly holds 100% equity interest in 金億利(東莞)房地產開發有限公司 (Golden Marker (Dongguan) Property Development Company Limited[#]) which in turn holds the property development project in Dongguan, Guangdong Province, the PRC;
- (2) the Vast Time Share Charge to be entered into between Strengthen Investments and Jumbo Sun as chargors and the Lender as chargee after fulfillment (or, waiver as the case may be) of the conditions set out in the “Conditions of the Loan Agreement” in this circular in which Strengthen Investments and Jumbo Sun will charge in favour of the Lender by way of a first legal charge over an aggregate of 1,000 shares of HK\$1.00 in the capital of Vast Time, being the entire issued share capital of Vast Time, which directly holds 100% equity interest in 撫州宏安房地產開發有限公司 (Fuzhou Wang On Property Development Co., Ltd.[#]) which in turn holds the property development project in Fuzhou, Jiangxi Province, the PRC; and
- (3) the Onger Investments Share Charge to be entered into between Loyal Fame as chargor and the Lender as chargee after fulfillment (or, waiver as the case may be) of the conditions set out in the “Conditions of the Loan Agreement” in this circular in which Loyal Fame will

[#] Denotes English translation of a Chinese name and is provided for identification purpose only.

LETTER FROM THE BOARD

charge in favour of the Lender by way of a first legal charge over one share of US\$1.00 in the capital of Onger Investments, being the entire issued share capital of Onger Investments, which currently holds 3.32% equity interest in CAP as at the Latest Practicable Date.

REASONS FOR AND BENEFITS OF THE LOAN FACILITY AND SHARE CHARGES

The Group is principally engaged in property investment and development in Hong Kong, management and sub-licensing of wet markets in Hong Kong and the PRC, management and sub-licensing shopping centers in Hong Kong and management of agricultural by-products wholesaling business in Hong Kong.

The Borrower together with its subsidiaries are principally engaged in the businesses of forestry and logging operations, property development in the PRC and retailing of fresh pork meat and related products. The Loan Facility granted to the Borrower under the Loan Agreement will be used by the Borrower exclusively for the financing of its subscription of Rights Shares (including excess application) under the Rights Issue proposed by CAP. The Rights Shares to be subscribed by the Borrower in the Rights Issue will be under the Onger Investments Share Charge. Based on the closing price of HK\$0.151 per CAP share as quoted on the Stock Exchange on 7 June 2011, the market value of the Borrower's interest in CAP shares is estimated to be approximately HK\$4 million. The Borrower also promised to the Lender that it will repay, procure or cause to be repaid, to the Lender such amount of the drawdown as exceeds the total amount payable under the Rights Issue for the Rights Shares to be received by the Borrower pursuant to the acceptance and excess application to be made under the Rights Issue no later than ten business days immediately following the date on which the results of the Rights Issue are announced by CAP. The Share Charges will be released when the Borrower repay the Loan Facility to the Lender in full.

The Company is of the view that the Golden Maker Share Charge and the Vast Time Share Charge provide sufficient security to the Company because Golden Maker and Vast Time, as mortgagors, have undertaken to the Company that:

- (i) The mortgagors will not create any fixed or floating charge on their respective properties or assets, except for the purpose of securing indebtedness to the bankers for sums borrowed in the ordinary course of their respective business;
- (ii) The mortgagors will not sell, transfer, lease, assign, or otherwise dispose of a material part of their respective undertaking, properties or assets (or any interest in them), or contract to do so otherwise than in the ordinary and proper course of their respective business;
- (iii) The mortgagors will not enter into a contract or transaction except in the ordinary and proper course of their respective business on an arm's length basis;
- (iv) The mortgagors will not be permitted to do any act or thing in which the mortgagors may be wound up (whether voluntarily or compulsorily); and

LETTER FROM THE BOARD

- (v) The mortgagors will not issue any shares or create any new shares, except as expressly permitted by their respective articles of association.

After due and careful consideration of the financial position of the Borrower, the Lender entered into the Loan Agreement with the Borrower because (i) the Loan Agreement carries an attractive interest rate of 8.0% which is higher than the prevailing HK prime lending rate of 5.0% as quoted by HSBC. The Borrower has no history of default in interest payment since 2008 when the Company started to grant long-term loans to the Borrower; and (ii) the Borrower focuses on property development in the PRC and the majority of its capitals and funds is subject to certain restrictions of foreign exchange control and applicable laws in the PRC which can be released upon completion of respective phases of development. According to the annual reports of the Borrower, it has sufficient capital for repayment of the Loan Facility. The Board is confident of the recoverability of the Loan Facility in accordance with the Loan Agreement because (i) the Board considers the credit risk associated with the Loan Facility is relatively low owing to a good payment history of the Borrower, positive prospects of the Borrower and the Loan Facility being secured by the Share Charges; (ii) a potential gain would have arisen to the Borrower as a result of the Rights Issue; and (iii) the possible appreciation of Renminbi and properties in the PRC.

With regard to credit rating of the Borrower, the Directors have reviewed the Borrower's annual report of the financial year ended 31 March 2011. Based on the said annual report, the asset value of the existing property portfolio of the Borrower amounted to approximately HK\$850 million and its subsidiaries' paid-up capital amounted to approximately HK\$600 million. The amount of Loan Facility applied for under the Loan Agreement represents less than 15.9% of the total value of the Borrower's property portfolio and less than a quarter of the paid-up capital of the Borrower's subsidiaries as of the date hereof.

The Board also considers the potential gain that would have arisen to the Borrower as a result of the Rights Issue. As mentioned before, the estimated net proceeds of the Rights Issue will be approximately HK\$452.2 million. On the basis of an fully-written assumption, it is expected that the Borrower could potentially record gain of approximately HK\$34 million (before deduction of necessary reasonable expenses) which is calculated on the basis of (i) the book value of CAP for the financial year ended 31 December 2010; and (ii) by reference to the placing of CAP shares completed in January 2011 which generated the net proceeds of approximately HK\$73.1 million and the market value of CAP shares held by the Borrower's group companies as at 3 June 2011.

The Board also considers the possible appreciation of Renminbi and PRC properties. As supported by various market data and statistics, Renminbi hit its highest level relative to the dollar since it began trading in 1994. With inflation hitting 5% annually in China in May 2011, Renminbi has appreciated in real terms by 8% to 9% relative to the dollar during last year. Since 2005, when China adopted its managed-band system, Renminbi has appreciated about 24% in nominal terms and about 50% in real terms relative to the dollar. In accordance with the said annual report of the Borrower, the pre-sale of the first phase of the Fuzhou and Dongguan projects has commenced in October 2010 and March 2011 respectively. Up to June 2011, the Borrower's group had sold more than 96% and 74% of residential units which were put up for sale for Fuzhou and Dongguan projects respectively. Accordingly, the sale of residential units by the Borrower's group is satisfactory and promising. The average sales price per square meter, both Dongguan and Fuzhou district recorded an increment by approximately 20% from 2009 to 2010.

LETTER FROM THE BOARD

The Directors believe that the Loan Agreement, together with the Previous Loan Agreements, can generate a higher return to the Group comparing with the interest earned by making a Hong Kong dollar time deposit with financial institutions in Hong Kong and in light of the prime lending rate quoted by HSBC, the Board considers the Loan Agreement is fair and reasonable and on normal commercial terms. Given the Loan Facility is secured and the Borrower indirectly owns two property development projects in Fuzhou, Jiangxi Province and Dongguan, Guangdong Province, respectively, with a total site area of approximately 3.1 million square feet which had an aggregate market value of approximately HK\$850.0 million as at 31 March 2011, the Directors consider that the credit risk of the Loan Facility is relatively low. The Directors are confident of the long-term prospects of the PRC property market, which showed satisfactory performance in the recent pre-sales of the two property development projects in Fuzhou, Jiangxi Province and Dongguan, Guangdong Province.

Given the factors aforesaid, the Directors consider that the Loan Agreement and the Share Charges are on normal commercial terms and that the conditions and terms of the Loan Agreement and the Share Charges are fair and reasonable and are in the interests of the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The entering into of the Loan Agreement, when aggregate with the Previous Loan Facilities advanced by the Lender to the Borrower pursuant to the Previous Loan Agreements, constitutes a major transaction for the Company under Rule 14.06(2) of the Listing Rules and the grant of the Loan Facility by the Company is subject to the satisfaction of conditions set out under the paragraph headed “Conditions of the Loan Agreement” in the section “The Loan Agreement” in this circular. The grant of the Loan Facility by the Company also constitutes financial assistance to an affiliated company of the Company under Rule 13.16 of the Listing Rules.

FINANCIAL EFFECT ON THE GROUP

The Directors consider that there will be no significant impact on the assets, liabilities and earnings of the Group as a result of the Loan Facility.

THE SGM

A notice of the SGM is set out on pages 24 to 25 of this circular for the purpose of considering and, if thought fit, among others, approving the ordinary resolution to the Loan Agreement and the transactions contemplated thereunder. A form of proxy for use at the SGM is accompanied with this circular.

As at the Latest Practicable Date, WYT, through its subsidiary, holds approximately 2.16% equity interest in the Company, is also a substantial shareholder of the Borrower holding approximately 49.59% equity interest, and therefore, WYT and its associates will abstain from voting on the ordinary resolution to approve the Loan Agreement and the transactions contemplated thereunder.

LETTER FROM THE BOARD

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules and the Bye-laws, the voting on all proposed resolution at the SGM will be taken by way of a poll and an announcement on the poll results will be made by the Company after the SGM.

Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but 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). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

RECOMMENDATION

For the reasons set out above, the Directors consider that the terms of the Loan Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Loan Agreement and the transactions contemplated thereunder.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
WANG ON GROUP LIMITED
(宏安集團有限公司)*
Tang Ching Ho
Chairman

* For identification purpose only

1. THREE-YEAR FINANCIAL INFORMATION

Financial information of the Group for each of the three years ended 31 March 2009, 2010 and 2011 are disclosed in the annual reports of the Company for the three years ended 31 March 2009 (pages 31 to 128), 2010 (pages 32 to 123) and 2011 (pages 34 to 110) respectively, which are published on both the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (<http://www.wangon.com>). The auditors of the Company have not issued any qualified opinion on the Group's financial statements for the financial years ended 31 March 2009, 2010 and 2011.

2. INDEBTEDNESS OF THE GROUP

As at the close of business on 31 May 2011, being the latest practicable date for the purpose of ascertaining information contained in this indebtedness statement prior to the printing of this circular, the Group had outstanding bank loans of approximately HK\$861.6 million and all of which were secured by the Group's investment properties and certain rental income generated therefrom, properties under development and properties held for sale. The carrying values of the Group's investment properties, properties under development and properties held for sale as at 31 May 2011, which were pledged to secure the Group's bank loans, amounted to approximately HK\$587.6 million, HK\$827.4 million and HK\$392.5 million, respectively.

Save as aforesaid and apart from intra-group liabilities and normal trade payables, as at the 31 May 2011, the Group did not have any other debt securities issued and outstanding or authorised or otherwise created but unissued, any other term loans, any other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptance (other than normal trade bills) or acceptance credits or hire purchase commitments, any other mortgages and charges or any guarantees or material contingent liabilities.

3. WORKING CAPITAL STATEMENT

The Directors are satisfied after due and careful enquiry that after taking into account the internally generated funds and available banking facilities of the Group, the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of publication of this circular, in the absence of unforeseeable circumstances.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2011, being the date on which the latest published audited consolidated financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

There is no change in the Group's principal activities since 31 March 2011 (being the date on which the latest published audited consolidated financial statements of the Group were made up).

The property market in Hong Kong has been stable in the first half of 2011. The public land auctions in May were well attended by major property developers. The bidding process was swift and the final bid prices were on the high side compared to general expectations. In June, more than ten major property developers submitted their tenders for two parcels of lands at Hunghom and the final prices were at the high end of the market expectation. With the improving labour market conditions, continuity inflation, limited supply of new residential units in the next few years and solid support from market demand, the prospects of the Hong Kong residential property market remain promising.

As one of the major players in the Chinese wet markets in Hong Kong, the Group will continue to focus its resources in enhancing the performance of existing portfolio of markets. With solid expertise and in-depth management experience, we will make use of our competitive edge and endeavor to secure more new contracts for the management of Chinese wet markets both in Hong Kong and the PRC.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors

Save as disclosed below, as at the Latest Practicable Date, none of the Directors or chief executive of the Company and/or any of their respective associates had any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required, pursuant to Part XV of the SFO and the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange:

(i) Long positions in the Shares:

Name of Director	Number of Shares held, capacity and nature of interest					Total	Approximate percentage of the Company's total issued share capital (Note g) %
	Personal interest	Family interest	Corporate interest	Other interest			
Tang Ching Ho ("Mr. Tang")	9,342,113	9,342,100 (Note a)	34,172,220 (Note b)	1,420,129,609 (Note c)	1,472,986,042	22.57	
Yau Yuk Yin ("Ms. Yau")	9,342,100	43,514,330 (Note d)		1,420,129,609 (Note e)	1,472,986,042	22.57	

(ii) *Long positions in underlying Shares of share options of the Company*

Name of Director	Date of grant	Exercise price per Share HK\$	Number of share options outstanding	Exercisable period (Note f)	Number of underlying Shares	Approximate percentage of the Company's total issued share capital (Note g)	
						Number of underlying Shares	%
Chan Chun Hong, Thomas	2.1.2008	2.4082	90,146	2.1.2009 to 1.1.2013	90,146		
	8.1.2009	0.3893	180,295	8.1.2010 to 7.1.2019	180,295	270,441	0.01

Notes:

- (a) Mr. Tang was taken to be interested in those Shares in which his spouse, Ms. Yau, was interested.
- (b) Mr. Tang was taken to be interested in those Shares in which Caister Limited, a company which is wholly and beneficially owned by him, was interested.
- (c) Mr. Tang was taken to be interested in those Shares by virtue of being the founder of a discretionary trust, namely Tang's Family Trust.
- (d) Ms. Yau was taken to be interested in those Shares in which her spouse, Mr. Tang, was interested.
- (e) Ms. Yau was taken to be interested in those Shares by virtue of being a beneficiary of Tang's Family Trust.
- (f) These Shares represented that such Shares may fall to be issued upon the exercise of the share options by Mr. Chan Chun Hong, Thomas during the period from 2 January 2009 to 7 January 2019, which numbers and exercise prices thereof are subject to adjustment in accordance with the share option scheme adopted by the Company on 3 May 2002.

The exercisable period of the above share options beneficially held by Mr. Chan Chun Hong, Thomas was vested as follows:-

On 1st anniversary of the date of grant	30% vest
On 2nd anniversary of the date of grant	Further 30% vest
On 3rd anniversary of the date of grant	Remaining 40% vest

- (g) The percentage represented the number of Shares over the total issued share capital of the Company as at the Latest Practicable Date of 6,524,935,021 Shares.

(b) **Persons who have interests or short positions in the Shares or underlying Shares which is discloseable under Divisions 2 and 3 of Part XV of the SFO**

Save as disclosed below, as at the Latest Practicable Date, no person had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital:

(i) **Long positions in the Shares**

Name of Shareholders	Capacity	Number of Shares	Approximate percentage of the Company's total issued share capital (Note 3) %
Accord Power Limited (Note 1)	Beneficial owner	1,420,129,609	21.76
Trustcorp Limited (Note 1)	Interest of controlled corporation	1,420,129,609	21.76
Newcorp Ltd. (Note 2)	Interest of controlled corporation	1,420,129,609	21.76

Notes:

- (1) Accord Power Limited is wholly owned by Trustcorp Limited in its capacity as the trustee of Tang's Family Trust. Accordingly, Trustcorp Limited was taken to be interested in those Shares held by Accord Power Limited.
- (2) Trustcorp Limited is a wholly-owned subsidiary of Newcorp Ltd. and, accordingly, Newcorp Ltd. was taken to be interested in those Shares in which Trustcorp Limited was interested.
- (3) The percentage represented the number of Shares over the total issued share capital of the Company as at the Latest Practicable Date of 6,524,935,021 Shares.

(ii) **Interests in a subsidiary of the Company**

Name of subsidiary	Name	Capacity	Approximate percentage of the subsidiary's total issued share capital
Wang To Vegetables Wholesale Company Limited	Wong Wang To	Beneficial owner	49%

3. DIRECTORS' INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS

- (i) There is no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date in which any of the Directors is materially interested and which is significant in relation to the business of the Group as a whole.

- (iii) As at the Latest Practicable Date, none of the Directors or their respective associates had any interest, direct or indirect, in any assets which had been, since 31 March 2011, being the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

4. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, to the best knowledge and belief of the Directors after having made all reasonable enquiries, none of the Directors or their respective associates were considered to have any interests in businesses which competes or were likely, either directly or indirectly, with the businesses of the Group that need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any service contracts with the Company or any other member(s) of the Group (excluding contracts expiring or which may be terminated by the Company within a year without payment of any compensation (other than statutory compensation)).

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and there was no litigation, claim or arbitration of material importance known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL ADVERSE CHANGES

The Directors are not aware of any material adverse changes in the financial or trading position of the Group since 31 March 2011, being the date on which the latest published audited financial statements of the Group were made up.

8. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, were entered into by members of the Group after the date falling two years prior to 9 June 2011, being the date of the Announcement, and up to the Latest Practicable Date and are or may be material:

- (a) the Loan Agreement;

- (b) a supplemental agreement dated 16 June 2011 entered into between Ready Leader Limited (“**Ready Leader**”), an indirect wholly-owned subsidiary of the Company, as the lender, and Cheng Yu, as the borrower, pursuant to which Ready Leader and Cheng Yu agreed to extend the repayment date of the CY Loan, as detailed in item (p) below, to 30 September 2011, other terms remain unchanged;
- (c) a supplemental agreement dated 16 June 2011 entered into between Ready Leader, as the lender, and Liang Yun, as the borrower, pursuant to which Ready Leader and Liang Yun agreed to extend the repayment date of the LY Loan, as detailed in item (q) below, to 30 September 2011, other terms remain unchanged;
- (d) a loan agreement dated 28 March 2011 entered into between True Noble Limited (“**True Noble**”), an indirect wholly-owned subsidiary of the Company, and CAP in relation to an additional loan facility of not exceeding a sum of HK\$200 million granted to CAP, details of which were set out in the announcement of the Company dated 28 March 2011;
- (e) a provisional sale and purchase agreement dated 25 March 2011, entered into between WEH Investments Limited, an indirect wholly-owned subsidiary of the Company, as the vendor, and On Kee Dry Seafood Co., Limited, as the purchaser, in relation to the disposal of a property located at Shop C on Ground Floor (together with all those external walls attached therein), Tsuen Fung Building, Nos. 39–43A, Tsuen Wan Market Street, Tsuen Wan, New Territories, Hong Kong for a total consideration of HK\$53.8 million, details of which were set out in the announcement of the Company dated 28 March 2011;
- (f) a loan agreement dated 11 March 2011 entered into between the Lender and the Borrower, in relation to an additional loan facility of not exceeding a sum of HK\$35 million granted to the Borrower, details of which were set out in the announcement of the Company dated 11 March 2011;
- (g) three sets of supplemental agreements, each dated 11 March 2011, entered into between the Lender and the Borrower in relation to an extension of repayment dates under each of the respective loan agreements dated 21 November 2008 (as amended by a supplemental agreement dated 14 January 2011), 16 June 2009 and 4 November 2009 and amendment of the interest rate payable by the Borrower under each of the loan agreements to 8% per annum, details of which were set out in the announcement of the Company dated 11 March 2011;
- (h) a loan agreement dated 10 March 2011 entered into between True Noble and CAP, in relation to a grant of loan facility for the sum of HK\$30 million for a period commencing from the date of drawdown and expiring on 13 September 2012;
- (i) a supplemental agreement dated 14 January 2011 entered into between the Lender and the Borrower in relation to an extension of repayment date, from 28 January 2011 to 15 March 2011, details of which were set out in the announcement of the Company dated 14 January 2011;

- (j) an underwriting agreement dated 10 December 2010 entered into between the Company and Kingston Securities Limited (“**Kingston**”), as an underwriter, in relation to the rights issue of not less than 5,219,948,064 rights shares and not more than 5,292,644,208 rights shares of the Company on the basis of eight rights shares for every one adjusted share at the subscription price of HK\$0.1 per rights share with bonus shares in the proportion of one bonus share for every eight shares taken up under the rights issue, details of which were set out in the announcement of the Company dated 13 December 2010;
- (k) a supplemental agreement dated 14 September 2010 entered into between True Noble, Shiney Day Investments Limited (“**Shiney Day**”), a wholly-owned subsidiary of CAP, Super Treasure Holdings Limited (“**Super Treasure**”), a wholly-owned subsidiary of CAP, and CAP, pursuant to which the True Noble agreed to extend the repayment date of the loan under the loan agreement dated 25 March 2009 for further 24 months from 14 September 2010, details of which were set out in the announcement of the Company dated 14 September 2010;
- (l) a deed of guarantee executed between the Company, East Run Investments Limited (“**East Run**”), an indirect wholly-owned subsidiary of the Company, and Guidepost Investments Limited (“**Guidepost**”) under which the Company provided a corporate guarantee in favour of Guidepost for the obligations of East Run under a sale and purchase agreement dated 6 August 2010 (the “**August S&P Agreement**”) entered into between East Run, as the vendor, and Guidepost, as the purchaser, for the sale and purchase of five Hong Kong companies, each of which held a property in Hong Kong (the “**Disposal of Five Target Companies**”), details of which were set out in the announcement of the Company dated 9 August 2010;
- (m) the August S&P Agreement dated 6 August 2010 entered into between East Run and Guidepost in respect of the Disposal of Five Target Companies for an initial consideration of HK\$114.3 million, details of which were set out in the announcement of the Company dated 9 August 2010;
- (n) an irrevocable undertaking executed by Rich Time Strategy Limited (“**Rich Time**”), an indirect wholly-owned subsidiary of the Company, on 5 August 2010 under which Rich Time irrevocably undertook to WYT and Kingston, the underwriter to WYT, to subscribe for its entitlement of 105,401,860 rights shares (with bonus shares) at a price of HK\$0.207 per share pursuant to the terms of the rights issue offered by WYT (the “**WYT Rights Issue**”) and apply, by way of excess application, for 380 million rights shares under the WYT Rights Issue, details of which were set out in the announcement of the Company dated 9 August 2010;
- (o) a provisional sale and purchase agreement dated 18 June 2010, entered into between Antic Investment Limited, an indirect wholly-owned subsidiary of the Company, as the purchaser, and Yun Fung Tsak Company Limited, as the vendor, in relation to the acquisition of a property located at Ground Floor (including the Cockloft), Foon Shing Building, No. 732 Nathan Road, Kowloon, Hong Kong at a consideration of HK\$51 million, details of which were set out in the announcement of the Company dated 22 June 2010;

- (p) a loan agreement and a share charge dated 30 April 2010 executed by Ready Leader as the lender, and Cheng Yu, as the borrower, in relation to a grant of loan facility of HK\$10 million to Cheng Yu (the “CY Loan”);
- (q) a loan agreement and a share charge dated 30 April 2010 executed by Ready Leader, as the lender, and Liang Yun, as the borrower, in relation to a grant of loan facility of HK\$10 million to Liang Yun (the “LY Loan”);
- (r) a framework agreement dated 1 April 2010 entered into between Mega Day Limited, an indirect wholly-owned subsidiary of the Company, as the vendor, and 常州凌家塘投資發展有限公司(Changzhou Lingjatong Investment and development Company Limited[#]), as the purchaser, in relation to a disposal of 40% equity interest in 常州凌家塘宏進物流發展有限公司(Changzhou Lingjatong Hong Jing Logistics Development Company Limited[#]) at a consideration of RMB63,541,638 and a formal sale and purchase agreement was entered into on 15 April 2010, details of which were set out in the announcement of the Company dated 1 April 2010;
- (s) a framework agreement dated 1 April 2010 entered into between Top Level Limited, an indirect wholly-owned subsidiary of the Company, as the vendor, and 常州市武進鄒區實業總公司 (Changzhou City Wu Jing Chao Qiu Company Limited[#]), as the purchaser in relation to a disposal of 10% equity interest in 常州凌家塘宏進物流發展有限公司 (Changzhou Lingjatong Hong Jing Logistics Development Company Limited[#]) at a consideration of RMB15,885,409 and a formal sale and purchase agreement was entered into on 15 April 2010, details of which were set out in the announcement of the Company dated 1 April 2010;
- (t) an underwriting agreement dated 12 January 2010 entered into between the Company and Kingston, as the underwriter (as amended by an amendment agreement dated 14 January 2010) in relation to the rights issue of not less than 1,631,233,962 rights Shares and not more than 1,660,480,104 rights Shares on the basis of three rights shares for every one consolidated share of the Company at the subscription price of HK\$0.185 per rights Share with bonus Shares in the proportion of two bonus Shares for every three rights Shares taken up under the rights issue, details of which were set out in the announcement of the Company dated 14 January 2010;
- (u) a loan agreement dated 11 January 2010 entered into between the Lender and the Borrower, in relation to a grant of a loan facility of not exceeding a sum of HK\$65 million to the Borrower for a period of three years from the date of the loan agreement, details of which were set out in the announcement of the Company dated 11 January 2010;
- (v) a loan agreement dated 4 November 2009 entered into between the Lender and the Borrower in respect of a loan of HK\$10 million advanced by the Lender to the Borrower for a term of two years from the date of drawdown(s);

Denotes English translation of a Chinese name and is provided for identification purpose only.

- (w) a conditional placing agreement dated 13 October 2009 entered into between the Company and Kingston, pursuant to which the Company, through Kingston, placed up to 453 million shares of the Company to the places under a general mandate approved and granted to the Directors at the annual general meeting held on 26 August 2009, details of which were set out in an announcement of the Company dated 13 October 2009;
- (x) a provisional sale and purchase agreement dated 10 July 2009, entered into between Full Gainer Investment Limited, formerly an indirect wholly-owned subsidiary of the Company, as the purchaser, and China Sky (HK) Investment Limited, as the vendor, in relation to the acquisition of a property located at Shop B, G/F and portion of the yard 66, 68, 70 and 72 Tai Wai Road, Shatin, New Territories, Hong Kong at a consideration of HK\$30 million, details of which were set out in the announcement of the Company dated 13 July 2009;
- (y) a licence agreement dated 30 June 2009 entered into between WYT, as the licensor, and Wang On Management Limited, a wholly-owned subsidiary of the Company, as the licensee, in respect of the sub-lease of certain portions of G/F and 5/F of Wai Yuen Tong Medicine Building, 9 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong for a monthly rental of HK\$140,000 for a term of three years commencing from 1 July 2009; and
- (z) a loan agreement dated 16 June 2009 entered into between the Lender and the Borrower in respect of a loan of HK\$20 million advanced by the Lender to the Borrower for a term of two years from the date of the loan agreement.

Save as disclosed above, none of the members of the Group had entered into any contracts after the date falling two years preceding the date of the Announcement and up to the Latest Practicable Date which are not in the ordinary course of business and which are or may be material.

9. GENERAL

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The head office and principal place of business of the Company in Hong Kong is at 5/F., Wai Yuen Tong Medicine Building, 9 Wang Kwong Road, Kowloon Bay, Kowloon.
- (b) The company secretary of the Company is Ms. Mak Yuen Ming, Anita. She is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.
- (c) The share registrar and transfer office of the Company in Hong Kong is Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) The English texts of this circular and the accompanying form of proxy shall prevail over their Chinese texts in case of inconsistency.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at 5/F., Wai Yuen Tong Medicine Building, 9 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on any Business Day from the date of this circular up to and including the date of the SGM:

- (a) the memorandum of association and the Bye-laws;
- (b) the letter from the Board, the text of which is set out on pages 5 to 12 of this circular;
- (c) material contracts disclosed in the paragraph under the heading “Material Contracts” in this Appendix;
- (d) annual reports of the Company for the three years ended 31 March 2009, 2010 and 2011;
and
- (e) this circular.

NOTICE OF THE SGM



WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

NOTICE IS HEREBY GIVEN that the special general meeting of Wang On Group Limited (宏安集團有限公司)* (the “**Company**”) will be held at 44/F., Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 25 July 2011, at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the loan agreement dated 7 June 2011 entered into between Fully Finance Limited (as the lender) and PNG Resources Holdings Limited (as the borrower) in relation to the advance of the loan facility of up to HK\$135 million (a copy of which has been marked “A” and produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereby be and are hereby approved, ratified and confirmed (the “**Loan Agreement**”); and
- (b) the directors of the Company be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Loan Agreement.”

By Order of the Board
WANG ON GROUP LIMITED
(宏安集團有限公司)*
Mak Yuen Ming, Anita
Company Secretary

Hong Kong, 7 July 2011

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business:
5/F., Wai Yuen Tong Medicine Building
9 Wang Kwong Road
Kowloon Bay
Kowloon

* For identification purpose only

NOTICE OF THE SGM

Notes:

- (1) A member entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or, if he is holder of more than one share, more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (2) 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, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time for holding of the special general meeting or any adjournment thereof (as the case may be).
- (3) Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the special general meeting or any adjournment thereof (as the case may be) should they so wish and in such event, the form of proxy will be deemed to be revoked.
- (4) Where there are joint holders of any shares, any one of such holders may vote at the special general meeting 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 special general meeting 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 holders.
- (5) The resolution proposed at the special general meeting will be voted by way of a poll by the independent shareholders of the Company.