

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



WANG ON GROUP LIMITED
(宏 安 集 團 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

**CONTINUING CONNECTED TRANSACTION
IN RELATION
TO TENANCY AGREEMENT**

On 20 November 2013, Richly Gold, an indirect wholly-owned subsidiary of the Company, entered into the Tenancy Agreement with Ms. Yau in respect of the lease of the Premises for a monthly rental of HK\$100,000 for a term of three years commencing from 15 November 2013.

Implications under the Listing Rules

Ms. Yau is an executive Director and the spouse of Mr. Tang Ching Ho (an executive Director), Ms. Yau is thus a connected person of the Company. The Tenancy Agreement constitutes a continuing connected transaction for the Company for the purpose of the Listing Rules.

As the annual rental payable by Ms. Yau to Richly Gold under the Tenancy Agreement is more than HK\$1 million and some of the applicable percentage ratios as defined under Rule 14A.10 of the Listing Rules in relation to the annual rental are more than 0.1% and less than 5%, the Tenancy Agreement shall be subject to the reporting and announcement requirements and exempt from the independent shareholders' approval requirement under the Listing Rules.

TENANCY AGREEMENT

The principal terms of the Tenancy Agreement are summarised as follows:

Date: 20 November 2013

Landlord: Richly Gold, a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company. It is principally engaged in property investment.

* *For identification purpose only*

Tenant: Ms. Yau, an executive Director, and the spouse of Mr. Tang Ching Ho, an executive Director

Premises: Winners Lodge, Nos. 9–15 Ma Yeung Path, Kau To Shan, Shatin, New Territories, Hong Kong having an area of approximately 3,664 square feet for residential use together with two car parking spaces

Term: 3 years commencing from 15 November 2013

Rental: HK\$100,000 per month, exclusive of management fees, rates, government rent and operating expenses (such as water and electricity expenses), payable to Richly Gold. Monthly rental will be settled on the first day of each calendar month with the first payment to be made on the date of the Tenancy Agreement

ANNUAL CAP

Based on the terms of the Tenancy Agreement, the annual cap for the rental payable by Ms Yau to Richly Gold will be HK\$1,200,000.

REASONS FOR THE TRANSACTION

Since 15 November 2007, Ms. Yau has leased from Richly Gold the Premises for her personal use on a one-year term basis. The annual rental paid by Ms. Yau to Richly Gold for the lease with a period from 15 November 2010 to 14 November 2011, 15 November 2011 to 14 November 2012 and 15 November 2012 to 14 November 2013 was HK\$996,000, HK\$996,000 and HK\$996,000, respectively. As the lease expired on 14 November 2013, Ms Yau and Richly Gold entered into the Tenancy Agreement for a term of 3 years for renewal purpose. The terms of the Tenancy Agreement were reached on an arm's length basis with reference to similar properties of size, terms, location and the prevailing market conditions in the vicinity. The Directors, including the independent non-executive Directors, consider that the entering into of the Tenancy Agreement is in the ordinary course of business of the Company, on normal commercial terms which are fair and reasonable and in the interests of the Company and Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Ms Yau is an executive Director and the spouse of Mr. Tang Ching Ho (an executive Director) and is thus a connected person of the Company. The Tenancy Agreement constitutes a continuing connected transaction for the Company for the purpose of the Listing Rules. As such, Ms. Yau and Mr. Tang Ching Ho were deemed to have a material interest in the Tenancy Agreement and the transactions contemplated thereunder and were required to abstain from voting on the relevant resolution(s) of the Board to approve the Tenancy Agreement. Save as disclosed above, none of the Directors has a material interest in the Tenancy Agreement and the transactions contemplated thereunder.

As the annual rental payable by Ms. Yau to Richly Gold under the Tenancy Agreement is more than HK\$1 million and some of the applicable percentage ratios as defined under Rule 14A.10 of the Listing Rules in relation to the annual rental are more than 0.1% and less than 5%, the Tenancy Agreement shall be subject to the reporting and announcement requirements and exempt from the independent shareholders' approval requirement under the Listing Rules.

Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, there is no other connected transaction entered into between any member of the Group and Ms. Yau and her associates (as defined in the Listing Rules) or otherwise related, which would be, together with the transaction contemplated under the Tenancy Agreement, aggregated under Rule 14A.25 of the Listing Rules.

GENERAL INFORMATION

The Group is principally engaged in property investment and property development in Hong Kong, management and sub-licensing of wet markets in Hong Kong and the PRC. It also has interests in the pharmaceutical business through its investments in WYT.

DEFINITIONS

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

“associate”	has the meaning as ascribed thereto under the Listing Rules
“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 whose Shares are listed and traded on the main board of the Stock Exchange (Stock Code: 1222)
“connected person(s)”	has the meaning as ascribed thereto under the Listing Rules
“Director(s)”	the directors of the Company
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms. Yau”	Ms. Yau Yuk Yin, an executive Director and the spouse of Mr. Tang Ching Ho (an executive Director)
“PRC”	the People's Republic of China, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Premises”	Winners Lodge, Nos. 9–15 Ma Yeung Path, Kau To Shan, Shatin, New Territories, Hong Kong having an area of approximately 3,664 square feet for residential use together with two car parking spaces
“Richly Gold”	Richly Gold Limited, a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company

* *For identification purpose only*

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s) ”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning as ascribed thereto under the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Tenancy Agreement”	the tenancy agreement dated 20 November 2013 entered into between Richly Gold and Ms. Yau in respect of the Premises
“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 whose shares are listed and traded on the main board of the Stock Exchange (Stock Code: 897)
“%”	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, 20 November 2013

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

^{*} *For identification purpose only*