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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 the special general meeting (“**Meeting**”) of Wang On Group Limited (宏安集團有限公司)\* (the “**Company**”) will be held at 17/F., Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 10 November 2014, at 5:00 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 subscription by, among others, Double Leads Investments Limited (“**Double Leads**”), an indirect wholly-owned subsidiary of the Company, of up to a maximum of HK\$200 million two-year 8.5% coupon bonds and up to a maximum of HK\$330 million five-year 10.0% coupon bonds to be issued by China Agri-Products Exchange Limited (“**CAP**”) pursuant to the conditional subscription agreement dated 4 October 2014 (the “**Subscription Agreement**”, a copy of which has been marked “A” and produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) entered into among (i) CAP, as the bonds issuer, (ii) CCB International Capital Limited, as the placing agent, and (iii) Double Leads, Peony Finance Limited and Winning Rich Investments Limited, particulars of which are set out in a joint announcement dated 4 October 2014 issued by (among others) the Company (a copy of which has been marked “B” and produced to the meeting and initialed by the chairman of the meeting for the purpose of identification), and transaction contemplated thereunder be and are hereby approved; and
- (b) any director of the Company be and is authorised to take, on behalf of the Company, all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Subscription Agreement and the transactions contemplated thereunder.”

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, 24 October 2014

\* *For identification propose only*

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

*Notes:*

1. Any member of the Company (“**Member**”) entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a Member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the SGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting (as the case may be), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
5. The above resolution will be voted by way of a poll at the SGM.

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