

*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.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company or Wang On Properties.*

*This announcement does not constitute and is not an offer to sell or the solicitation of an offer to buy any securities referred to in this announcement in the United States of America or elsewhere. The Company has not registered and does not intend to register any of these securities under the US Securities Act of 1933, as amended (the “US Securities Act”) and such securities may not be offered or sold in the United States of America absent registration under the US Securities Act or an exemption from registration.*



## **WANG ON GROUP LIMITED**

**( 宏 安 集 團 有 限 公 司 )\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1222)**

### **PROPOSED SPIN-OFF AND SEPARATE LISTING OF WANG ON PROPERTIES LIMITED ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

#### **SHARE OFFER AND FINAL OFFER PRICE**

##### **APPLICATION AND ALLOCATION OF SHARE OFFER**

Please refer to the announcement published by Wang On Properties on its website at <http://www.woproperties.com> and the website of the Stock Exchange at <http://www.hkexnews.hk> on 11 April 2016 for information in respect of, among other things, the application and allocation of the Share Offer.

##### **DETERMINATION OF THE FINAL OFFER PRICE**

The final Offer Price in respect of the Offer Shares to be issued under the Share Offer is HK\$0.92 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

\* For identification purpose only

Reference is made to the announcements made by the Company on 28 December 2015, 4 March 2016, 24 March 2016 and 30 March 2016 (the “**Announcements**”) in relation to the Proposed Spin-off. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as ascribed to them in the Announcements.

## **APPLICATION AND ALLOCATION OF SHARE OFFER**

Please refer to the announcement published by Wang On Properties on its website at <http://www.woproperties.com> and the website of the Stock Exchange at <http://www.hkexnews.hk> on 11 April 2016 for information in respect of, among other things, the application and allocation of the Share Offer.

## **DETERMINATION OF THE FINAL OFFER PRICE**

The final Offer Price in respect of the Offer Shares to be issued under the Share Offer is HK\$0.92 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

If the Share Offer proceeds at the final Offer Price of HK\$0.92 per Offer Share, the market capitalisation of the WOP Group immediately following completion of the Share Offer will be HK\$1,398.4 million (assuming that the Over-allotment Option is not exercised).

## **PLACING UNDERWRITING AGREEMENT**

On 6 April 2016, the Placing Underwriting Agreement relating to the Placing was entered into, among others, the Company, Wang On Properties, the Bookrunner and the Placing Underwriters.

Under the Placing Underwriting Agreement, the Placing Underwriters have agreed, subject to certain conditions set out therein, to subscribe for, or procure subscribers for, the Placing Shares being offered pursuant to the Placing. In addition, under the Placing Underwriting Agreement, Wang On Properties has granted to the Placing Underwriters, exercisable by the Bookrunner on behalf of the Placing Underwriters, the Over-allotment Option to require Wang On Properties to allot and issue up to an aggregate of 57,000,000 additional new WOP Shares, representing 15.0% of the initial number of Offer Shares offered under the Share Offer, at the final Offer Price to cover over-allocations (if any) in the Placing.

## **LISTING DATE**

Assuming completion of the Share Offer takes place in accordance with the current timetable, dealings in the WOP Shares are expected to commence on the Main Board of the Stock Exchange on Tuesday, 12 April 2016.

## GENERAL

**The Share Offer (including the Preferential Offering) is subject to, among other things, the obligations of the Underwriters under the Public Offer Underwriting Agreement and the Placing Underwriting Agreement becoming unconditional and not having been terminated in accordance with the respective terms of the agreements. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the Listing will take place and, if so, when they may take place. Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company.**

The Company will make further announcement(s) in relation to the Proposed Spin-off and the Listing in accordance with the requirements of the Listing Rules as and when appropriate.

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

Hong Kong, 11 April 2016

*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.*

\* *For identification purpose only*