

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



## **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 (the “SGM”) of Wang On Group Limited (宏安集團有限公司)\* (the “Company”) will be held at 20/F., Alexandra House, 18 Chater Road, Central, Hong Kong on Friday, 26 August 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendment, as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT**

- (a) the subscription by Rich Time Strategy Limited (“**Rich Time**”), an indirectly wholly-owned subsidiary of the Company, of 209,492,205 rights shares under a proposed rights issue (“**Rights Issue**”) by Wai Yuen Tong Medicine Holdings Limited (“**WYT**”), comprising Rich Time’s full acceptance of its provisional entitlements under the Rights Issue, and the application for 370,000,000 rights shares by way of excess application, particulars of which are set out in the joint announcement dated 8 July 2016 issued by the Company and WYT pursuant to an irrevocable undertaking dated 5 July 2016 given by Rich Time in favour of WYT (the “**WOG Irrevocable Undertaking**”), together with all the transactions contemplated under the WOG Irrevocable Undertaking, be and are hereby approved, confirmed and ratified; and

\* *For identification purpose only*

- (b) any director(s) 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 WOG Irrevocable Undertaking and the transactions contemplated thereunder (including to authorise any amendment, supplementation and/or waiver of any terms 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, 9 August 2016

*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.

\* *For identification purpose only*

4. Where there are joint holders of any shares, 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 votes 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 Board comprises three executive directors of the Company, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas, and four independent non-executive directors of the Company, namely Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justein, Mr. Siu Yim Kwan, Sidney and Mr. Siu Kam Chau.*