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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 a special general meeting (the “**SGM**”) of Wang On Group Limited (the “**Company**”) will be held at 27/F, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong on Monday, 6 November 2017 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the entering into the conditional sale and purchase agreement dated 8 September 2017 (the “**Agreement**”) between (i) More Action Investments Limited (the “**Vendor**”), an indirectly wholly-owned subsidiary of Wang On Properties Limited (“**WOP**”, a listed 75%-owned subsidiary of the Company) as the vendor, (ii) Sparkle Hope Limited, an indirectly wholly-owned subsidiary of WOP as the Vendor’s guarantor, (iii) Clear Idea International Limited, as the purchaser, (the “**Purchaser**”) and (iv) Angel View International Limited (“**Angel View**”), as the Purchaser’s guarantor (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification purpose) in relation to the sale and purchase of six ordinary shares of Ease Mind Investments Limited (the “**Target**”), representing 60% of the entire issue share capital of the Target, and the assignment of 60% of the shareholder loan owed by the Target to the Vendor for a total consideration of HK\$2,441,250,000 (subject to adjustment), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

* *For identification purpose only*

- (b) the (i) entering into the conditional facility agreement dated 8 September 2017 (the “**Facility Agreement**”) between the Vendor, the Purchaser and Angel View (a copy of which has been produced to this meeting marked “B” and initialled by the chairman of the meeting for identification purpose), in relation to the advance of a secured and interest-bearing term loan facility of HK\$600,000,000 to the Purchaser, and (ii) authorisation of the directors of the Company (the “**Directors**”) to commit the Vender to providing additional loans, guarantee(s) and/or other financial assistance of up to HK\$1.5 billion to or for the benefit of the Target in relation to any agreed funding requirements for a development project carried out by the Target and its subsidiary, on the basis that the same shall be so provided in proportion to the Purchaser’s shareholding interest in the Target from time to time and otherwise on normal commercial terms and all the transactions contemplated thereunder (together with the Facility Agreement, the “**Possible Financial Assistance**”) be and are hereby approved, confirmed and ratified; and
- (c) any one Director be and is hereby authorised to do all such acts and things as the Director in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Agreement, the Facility Agreement, the Possible Financial Assistance and the transactions contemplated thereunder, where required, any amendment of the terms of the Agreement, the Facility Agreement and the Possible Financial Assistance as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations.”

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

Hong Kong, 12 October 2017

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

Principal Office:
Suite 3202, 32/F., Skyline Tower
39 Wang Kwong Road
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Notes:

1. The register of members of the Company will be closed from Wednesday, 1 November 2017 to Monday, 6 November 2017, both dates inclusive, during which period no transfer of shares of the Company (“**Shares**”) will be registered. In order to be entitled to attend and vote at the SGM, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 31 October 2017.
2. 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.
3. 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.
4. 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, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as practicable and 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 delivery of the form of proxy will not preclude Members from attending and voting at the SGM or any adjournment thereof (as the case may be) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares, any one of such holders may vote at the SGM 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 SGM 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.
6. 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.